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The release, publication or distribution of this document and any other related documentation in jurisdictions other than the UK may be affected by the laws and regulations of relevant jurisdictions. Therefore any persons who are subject to the laws of any jurisdiction other than the UK should inform themselves of and observe any applicable requirements.

**THIS DOCUMENT IS SUPPLEMENTAL TO, AND MUST BE READ IN CONJUNCTION WITH, THE PROSPECTUS (THE ORIGINAL PROSPECTUS) PUBLISHED BY LSEG ON 1 JUNE 2011.** A copy of this document, which comprises a supplementary prospectus relating to the Mergeco Shares and has been prepared in accordance with the Prospectus Rules of the FSA made under section 73A of FSMA, has been filed with the FSA and has been made available to the public in accordance with paragraph 3.2 of the Prospectus Rules.

Application will be made to the FSA and to the London Stock Exchange respectively for the Existing Shares of 6<sup>79</sup>/<sub>86</sub> pence each to be re-admitted and the New Shares of 6<sup>79</sup>/<sub>86</sub> pence each to be admitted to listing on the Official List and to trading on the Main Market of the London Stock Exchange. Admission to trading on the London Stock Exchange's Main Market for listed securities constitutes admission to trading on a regulated market. Subject to the conditions of the Merger Agreement having been satisfied (or, if applicable, waived), it is expected that Admission will become effective and that dealings in the Existing Shares and the New Shares will commence on the London Stock Exchange as soon as reasonably practicable following Completion. The New Shares will rank *pari passu*, in all respects, with the Existing Shares and carry the right to receive all dividends and other distributions (if any) declared, made or paid after the date of issue of the New Shares, except that the Special Dividend and any dividend to be paid to Mergeco Shareholders after Completion relating to the period between 31 March 2011 and the date of Completion shall, in accordance with the terms of the Merger Agreement, be paid only to the holders of the Existing Shares. In addition, LSEG has applied for the listing of all of the Mergeco Shares and of the Exchangeable Shares on TSX as soon as reasonably practicable following Completion.

Investors should only rely on the information contained in this document, the Original Prospectus and the documents incorporated by reference therein. No person has been authorised to give any information or make any representations other than those contained in this document, the Original Prospectus and any document incorporated by reference therein and, if given or made, such information or representation must not be relied upon as having been so authorised. LSEG will comply with its obligation to publish a further supplementary prospectus containing further updated information required by law or any Governmental Entity, but LSEG assumes no further obligation to publish additional information.

**YOU SHOULD READ THE WHOLE OF THIS DOCUMENT, THE ORIGINAL PROSPECTUS AND ANY DOCUMENTS INCORPORATED BY REFERENCE THEREIN. IN PARTICULAR, YOUR ATTENTION IS DRAWN TO PART 2—"RISK FACTORS" OF THE ORIGINAL PROSPECTUS.**



**London**  
Stock Exchange Group

**London Stock Exchange Group plc  
(proposed to be renamed LTMX Group plc)**

*(Incorporated under the Companies Act 1985 and registered in England and Wales with registered number 5369106)*

**SUPPLEMENTARY PROSPECTUS**

**Proposed issue of up to 230,000,000 New Shares in Mergeco in connection with the proposed Merger with TMX Group**

**Application for Admission to the Official List and to trading on the London Stock Exchange's Main Market for listed securities of the Existing Shares and the New Shares**

Morgan Stanley is acting as joint corporate broker and joint adviser exclusively to LSEG and no one else in connection with the production of this document, the Merger and/or Admission and will not be responsible to any other person (whether or not a recipient of this document) for providing the protections afforded to the clients of Morgan Stanley nor for providing advice in connection with the Merger, Admission or any other matters or arrangements referred to in this document. Morgan Stanley is also acting for LSEG as joint sponsor in relation to documents connected to the Merger and/or Admission.

Barclays Capital, which is authorised in the UK under FSMA and regulated by the FSA, is acting as joint corporate broker and joint adviser exclusively to LSEG and no one else in connection with the production of this document, the Merger and/or Admission and will not be responsible to any other person (whether or not a recipient of this document) for providing the protections afforded to the clients of Barclays Capital nor for providing advice in connection with the Merger, Admission or any other matters or arrangements referred to in this document. Barclays Capital is also acting for LSEG as joint sponsor in relation to documents connected to the Merger and/or Admission.

RBC Capital Markets, which is authorised in the UK under FSMA and regulated by the FSA, is acting as joint adviser exclusively to LSEG and no one else in connection with the production of this document, the Merger and/or Admission and will not be responsible to any other person (whether or not a recipient of this document) for providing the protections afforded to the clients of RBC Capital Markets nor for providing advice in connection with the Merger, Admission or any other matters or arrangements referred to in this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on Morgan Stanley, Barclays Capital or RBC Capital Markets by FSMA or the regulatory regime established thereunder, Morgan Stanley, Barclays Capital and RBC Capital Markets each accept no responsibility whatsoever for the contents of this document or for any statement made or purported to be made by it, or on its behalf, in connection with the Merger or Admission. Morgan Stanley, Barclays Capital and RBC Capital Markets each accordingly disclaim all and any liability, whether arising in tort, contract or otherwise (save as referred to above), which it might otherwise have in respect of such document or any such statement.

**THIS DOCUMENT AND ANY ACCOMPANYING DOCUMENTS DO NOT CONSTITUTE AN OFFER OF, OR THE SOLICITATION OF AN OFFER TO SUBSCRIBE FOR OR BUY, ANY EXISTING SHARES, NEW SHARES OR ANY EXCHANGEABLE SHARES TO ANY PERSON IN ANY RESTRICTED JURISDICTION AND IS NOT FOR DISTRIBUTION IN OR INTO ANY RESTRICTED JURISDICTION, EXCEPT AS DETERMINED BY LSEG IN ITS SOLE DISCRETION AND PURSUANT TO APPLICABLE LAWS.**

**The New Shares and the Exchangeable Shares have not been, and will not be, registered under the applicable securities laws of any Restricted Jurisdiction. Accordingly, the New Shares and the Exchangeable Shares may not be offered, sold, delivered or transferred, directly or indirectly, in or into any Restricted Jurisdiction or to or for the account or benefit of any national, resident or citizen of any Restricted Jurisdiction.**

**THE CONTENTS OF THIS DOCUMENT ARE NOT TO BE CONSTRUED AS LEGAL, BUSINESS OR TAX ADVICE. EACH SHAREHOLDER SHOULD CONSULT HIS, HER OR ITS OWN LEGAL ADVISER, FINANCIAL ADVISER OR TAX ADVISER FOR LEGAL, FINANCIAL OR TAX ADVICE.**

**Dated 22 June 2011**

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**PART 1**  
**SUPPLEMENTARY SUMMARY**

*The following information should be read in conjunction with the summary set out on pages 1 to 5 of the Original Prospectus, as an introduction to the full text of this document and the Original Prospectus.*

**Special Dividend**

LSEG and TMX Group Inc. have proposed a special cash dividend (the *Special Dividend*) to holders of Existing Shares and TMX Group Shares, respectively. LSEG Shareholders will receive 84.1 pence per Existing Share and TMX Group Shareholders will receive C\$4.00 per TMX Group Share, reflecting the merger ratio for the Merger. Based upon LSEG's and TMX Group Inc.'s issued share capital as at the Supplementary Prospectus Latest Practicable Date and assuming an exchange rate of 1.5883, the total amount of the Special Dividend would be approximately £415.8 million (C\$660.3 million). LSEG Shareholders and TMX Group Shareholders will only receive the Special Dividend if all of the conditions to the Merger are satisfied or (where appropriate) waived and Completion occurs. The precise timing of payment will depend upon the timing of Completion which is expected to occur in the autumn of 2011.

**New Dividend Policy**

LSEG and TMX Group Inc. have agreed to change the Mergeco dividend policy described on page 4 of Part 1—"Summary" of the Original Prospectus. This dividend policy was based on the current combined gross amount of dividends paid in connection with the Existing Shares and the TMX Group Shares in aggregate.

Following Completion, Mergeco intends to establish a dividend policy that provides Mergeco Shareholders with an initial annual dividend per Mergeco Share that is at least equal to the current annual dividends per TMX Group Share, divided by the Exchange Ratio. Thereafter, Mergeco intends to maintain a progressive dividend policy, as earnings and cash flows allow (the *New Dividend Policy*).

For the quarter ended 31 March 2011, TMX Group Inc. paid a dividend of C\$0.40 per TMX Group Share (equivalent to C\$1.60 on an annualised basis). On an equivalent basis, using the merger ratio and assuming an exchange rate of 1.5883, the total LSEG dividends declared of 26.8 pence per Existing Share for the year ended 31 March 2011 would have increased to 33.6 pence per Existing Share.

## PART 2

### SUPPLEMENTARY INFORMATION TO THE ORIGINAL PROSPECTUS

#### Introduction

This document, which has been prepared pursuant to section 87G of FSMA, is supplemental to and should be read in conjunction with, the Original Prospectus. Any statement contained in the Original Prospectus shall be deemed to be modified or superseded to the extent that a statement contained in this document modifies or supersedes such statement. Words and expressions defined in the Original Prospectus have the same meaning when used in this document, unless the context otherwise requires.

#### Withdrawal rights

Eligible Canadian Residents have not yet been invited to make an election to receive Exchangeable Shares rather than New Shares. Accordingly, statutory withdrawal rights pursuant to section 87Q(4) of FSMA relating to the offer of Exchangeable Shares will not arise following the publication by LSEG of this document.

#### Supplementary information

This document updates certain information set out in the Original Prospectus as follows:

- (a) Part 1—“Supplementary summary” discloses information relating to the Special Dividend and the New Dividend Policy that is in addition to the information contained in the summary set out on pages 1 to 5 of the Original Prospectus;
- (b) Part 2—“Supplementary information to the Original Prospectus” describes the Special Dividend, financing of the Special Dividend, the New Dividend Policy and the Merger Agreement Amendment;
- (c) Part 3—“Risk factors” discloses an additional risk factor associated with the Special Dividend and the New Dividend Policy that is in addition to the risk factors set out on pages 6 to 20 of the Original Prospectus;
- (d) Part 5—“Expected timetable of principal events” updates the timetable set out on page 27 of the Original Prospectus in order to include the Special Dividend Record Date, Ex Entitlement Date and date of payment of the Special Dividend;
- (e) Part 6—“Unaudited pro forma financial information relating to the Merged Group” updates the unaudited pro forma financial information relating to the Merged Group set out on pages 352 to 358 of the Original Prospectus to reflect the Special Dividend and financing of the Special Dividend;
- (f) Part 7—“Additional information”: (i) describes the Special Dividend in the context of the rights attached to the New Shares; (ii) describes LSEG’s main UK operating company’s regulatory capital requirement for the year ending 31 March 2012; (iii) describes LSEG’s indebtedness as at the Supplementary Prospectus Latest Practicable Date (including the Facility Commitment Letter); (iv) re-confirms the “no significant change” statements relating to the LSEG Group and the TMX Group; (v) describes new material contracts entered into by the LSEG Group since the date of the Original Prospectus (including the Facility Commitment Letter and the Merger Agreement Amendment); and (vi) confirms the working capital statement provided in the Original Prospectus; and
- (g) Part 8—“Definitions” includes the following new definitions that are in addition to the definitions set out on pages 400 to 426 of the Original Prospectus:
  - (i) Ex Entitlement Date;
  - (ii) Facility Commitment Letter;
  - (iii) Merger Agreement Amendment;
  - (iv) New Dividend Policy;
  - (v) New Maple;
  - (vi) Original Prospectus;
  - (vii) Special Dividend;
  - (viii) Special Dividend Record Date;

- (ix) Supplementary Prospectus Latest Practicable Date;
- (x) Unconditional Date; and
- (xi) Updated Maple Proposal.

### **Special Dividend**

LSEG and TMX Group propose to pay the Special Dividend to LSEG Shareholders and TMX Group Shareholders, respectively. LSEG Shareholders will receive 84.1 pence per Existing Share and TMX Group Shareholders will receive C\$4.00 per TMX Group Share, reflecting the merger ratio for the Merger. Based upon LSEG's and TMX Group Inc.'s issued share capital as at the Supplementary Prospectus Latest Practicable Date and assuming an exchange rate of 1.5883, the total amount of the Special Dividend would be approximately £415.8 million (C\$660.3 million). LSEG Shareholders and TMX Group Shareholders will only receive the Special Dividend if all of the conditions to the Merger are satisfied or (where appropriate) waived and Completion occurs. The precise timing of the payment will depend on the timing of Completion which is expected to occur in the autumn of 2011. The Special Dividend will be paid to LSEG Shareholders and TMX Group Shareholders on the same day.

The Special Dividend is in addition to the pro-rated dividends which each of LSEG and TMX Group Inc. intend to pay to their respective shareholders in respect of the period from 31 March 2011 to Completion, in the case of LSEG, and the period from the end of the last fiscal quarter prior to Completion up to Completion, in the case of TMX Group Inc., in an amount in line with the relevant company's existing dividend policy.

The Special Dividend will be paid to LSEG Shareholders on the LSEG Shareholder register on the date immediately prior to the Effective Date (the *Special Dividend Record Date*) and the Existing Shares will be marked ex entitlement to the Special Dividend (the *Ex Entitlement Date*) on the Effective Date.

The Special Dividend will be paid to persons who are TMX Group Shareholders immediately before Completion pursuant to and in accordance with the Plan of Arrangement.

The settlement of payments in respect of the Special Dividend shall be paid by LSEG, in respect of the Special Dividend payable to LSEG Shareholders, and by TMX Group Inc., in respect of the Special Dividend payable to TMX Group Shareholders, 10 Business Days following the Effective Date.

The Special Dividend payable to LSEG Shareholders will be declared and the actual dates of the Special Dividend Record Date, Ex Entitlement Date and the date of payment of the Special Dividend will be announced by LSEG as soon as practicable, and in any event within three Business Days, after all of the conditions to the Merger (other than those which, by their terms, cannot be satisfied until the Effective Date) have been satisfied or (where appropriate) waived.

It is proposed that the pro-rated dividends which each of LSEG and TMX Group Inc. intend to pay to their respective shareholders in respect of the period from 31 March 2011 to Completion, in the case of LSEG, and the period from the end of the last fiscal quarter prior to Completion up to Completion, in the case of TMX Group Inc., in an amount in line with the relevant company's existing dividend policy will be paid pursuant to the same mechanics as for the Special Dividend.

The timetable set out on page 27 of the Original Prospectus has been updated in order to include the Special Dividend Record Date, Ex Entitlement Date and the date of payment of the Special Dividend and is set out in Part 5—"Expected timetable of principal events" of this document.

Part 3—"Risk factors" of this document sets out an additional risk factor associated with the Special Dividend.

### **The New Dividend Policy**

LSEG and TMX Group Inc. have agreed to change the Mergeco dividend policy described on pages 31 and 32 of the Original Prospectus. This dividend policy was based on the current combined gross amount of dividends paid in connection with the Existing Shares and the TMX Group Shares in aggregate.

Following Completion, Mergeco intends to establish a dividend policy that provides Mergeco Shareholders with an initial annual dividend per Mergeco Share that is at least equal to the current annual dividends per TMX Group Share, divided by the Exchange Ratio. Thereafter, Mergeco intends to maintain a progressive dividend policy, as earnings and cash flows allow.

For the quarter ended 31 March 2011, TMX Group Inc. paid a dividend of C\$0.40 per TMX Group Share (equivalent to C\$1.60 on an annualised basis). On an equivalent basis, using the merger ratio and assuming an exchange rate of 1.5883, the total LSEG dividends declared of 26.8 pence per Existing Share for the year ended 31 March 2011 would have increased to 33.6 pence per Existing Share.

Part 3—“Risk factors” of this document sets out an additional risk factor associated with the New Dividend Policy.

### **Background to, and reasons for, the Special Dividend and the New Dividend Policy**

With the Special Dividend, LSEG and TMX Group Inc. wish to recognise their strong financial position as they join forces to create an international exchange leader. LSEG and TMX Group Inc. believe this combination will create shareholder value and greatly enhance the financial flexibility of the combined business. This Special Dividend rewards shareholders of both groups in a meaningful way but at the same time maintains a strong balance sheet position.

The proposed New Dividend Policy for Mergeco has been announced in response to discussions with certain TMX Group Shareholders with respect to the desire for the post-Merger dividend policy of Mergeco to be consistent with the pre-Merger dividend policy of TMX Group Inc. In addition, the New Dividend Policy provides the benefit of stronger income returns to LSEG Shareholders following the Merger.

Since publication of the Original Prospectus, New Maple has published a circular detailing an offer by New Maple to acquire all of the outstanding common shares of TMX Group Inc. by: firstly, acquiring 70 per cent. of the outstanding common shares of TMX Group Inc. for C\$48.00 in cash per share; and, secondly, putting in place a plan of arrangement that will provide TMX Group Shareholders (other than New Maple) with 40 per cent. of the New Maple shares in exchange for their remaining TMX Group Shares (the *Updated Maple Proposal*).

### **Financing**

LSEG and TMX Group Inc. intend to fund the proposed payment of the Special Dividend through a combination of cash held by members of their respective groups at the time of payment and existing committed facilities available to LSEG. In this regard, LSEG has obtained additional funding commitments from Barclays Capital and Morgan Stanley Senior Funding, Inc. (acting through itself or an affiliate thereof) of £100 million in aggregate of short term headroom facilities. A summary of such facilities can be found in Part 7—“Additional information” of this document.

The updated pro forma financial information relating to the Merged Group is set out in Part 6—“Unaudited pro forma financial information relating to the Merged Group” of this document.

### **Merger Agreement Amendment**

On 22 June 2011, LSEG and TMX Group Inc. entered into an amendment to the Merger Agreement (the *Merger Agreement Amendment*). The Merger Agreement Amendment amends the Merger Agreement (a summary of which is set out in Part 9—“Summary of the Merger Agreement” of the Original Prospectus) to provide that each of LSEG and TMX Group Inc. will pay the Special Dividend as described under the heading of “Special Dividend” in this Part 2—“Supplementary information to the Original Prospectus”. The Merger Agreement Amendment attaches agreed amendments to the form of Plan of Arrangement to reflect the arrangements for the payment of the Special Dividend to TMX Group Shareholders. The Merger Agreement Amendment also includes consequential amendments to carve-out the payment of the Special Dividend by each of LSEG and TMX Group Inc. from certain restrictive covenants and to allow LSEG to enter into the Facility Commitment Letter and, thereafter, binding financing documentation. The Merger Agreement Amendment also sets out the New Dividend Policy and provides that such policy is subject to the fiduciary duties of the board of directors and applicable law at the time of declaration of any dividends.

Pursuant to the Merger Agreement Amendment LSEG and TMX Group Inc. also agree to consider any changes to be made to share plans operated by LSEG and TMX Group with a view towards ensuring that the economic benefits to be received by the plan participants are not materially decreased as a result of the payment of the Special Dividend.

**PART 3**  
**RISK FACTORS**

*The following information in this Part 3—“Risk factors” discloses an additional risk factor associated with the Special Dividend and the New Dividend Policy that is in addition to the risk factors disclosed in Part 2—“Risk factors” set out on pages 6 to 21 of the Original Prospectus. This Part 3—“Risk factors” should be read in conjunction with Part 2—“Risk factors” of the Original Prospectus.*

**For the purposes of this Part 3—“Risk factors”, reference to the “Group” shall mean, prior to Completion, the LSEG Group, and, following Completion, the Merged Group and “Directors” shall mean the LSEG Directors and, with respect to the Merged Group, the LSEG Directors and the Prospective Directors.**

*An investment in the Mergeco Shares or Exchangeable Shares is subject to a number of risks. Potential investors should carefully consider the following risks and uncertainties, together with all the other information set out in, or incorporated by reference into, this document, prior to making any decision as to whether or not to invest in Mergeco Shares or Exchangeable Shares.*

*The Group’s business, operating results, financial condition and/or prospects could be materially and adversely affected by any of these risks. In such case, the market price of the Mergeco Shares and the Exchangeable Shares could decline and, as a result, investors may lose all or part of their investment. The risks and uncertainties described below (and in the Original Prospectus) represent those currently known to the Directors and which the Directors consider to be material. However, these risks and uncertainties do not purport to be a complete list or explanation of all the risks facing the Group. Additional risks and uncertainties not currently known to the Directors, or which the Directors currently consider to be immaterial, may become material and adversely affect the business, operating results, financial condition and/or prospects of the Group. In addition, as a result of the Merger, some or all of the risks identified below (and in the Original Prospectus) may be further aggravated. This document also contains estimates and projections that involve risks and uncertainties. The Group’s results may differ significantly from those previously projected as a result of certain factors, including the risks which it faces, as described below (and in the Original Prospectus). The order in which the following is presented does not necessarily reflect the likelihood of their occurrence or the relative magnitude of their potential material adverse effect on the Group’s business, operating results, financial condition, prospects and/or on the value of the Mergeco Shares or Exchangeable Shares.*

***There is a risk that payment of the Special Dividend and the New Dividend Policy may have an impact on the Group’s financial flexibility to pursue new opportunities or initiatives***

There is a risk that payment of the Special Dividend and the New Dividend Policy may have an impact on the Group’s financial flexibility to pursue new business initiatives, mergers, acquisitions, partnerships and joint ventures with third parties (other than in respect of the Merger or currently planned business activities, for which no further funding is required).



**PART 4**  
**GENERAL INFORMATION**

**Responsibility statement**

The LSEG Directors, the Prospective Directors, all of whose names are set out on page 21 of the Original Prospectus, and LSEG accept responsibility for the information contained in this document. To the best of the knowledge of the LSEG Directors, the Prospective Directors and LSEG (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and contains no omission likely to affect the import of such information.

**Information regarding forward looking statements**

This document includes forward-looking statements which reflect LSEG's, TMX Group Inc.'s, the Merged Group's or, as appropriate, the LSEG Directors' and the Prospective Directors' current views, expectations, assumptions, estimates, projections and other factors that LSEG, TMX Group Inc., the Merged Group or, as appropriate, the LSEG Directors and the Prospective Directors believe to be relevant as to financial performance, business strategy, plans and objectives of management for future operations (including development plans relating to the Merged Group) and future benefits of the Merger. These statements typically contain words such as "anticipate", "believe", "budget", "estimate", "expect", "forecast", "intend", "is expected", "may", "plan", "prospects", "scheduled", "should", "targets", or the negative thereof, or other variations thereof, or comparable terminology indicating expectations or beliefs concerning future events and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved or not be taken, occur or be achieved. These forward-looking statements include all matters that are not historical facts. Undue reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are in many cases beyond LSEG's, TMX Group Inc.'s and Mergeco's control. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are, or will be, a number of factors that could cause actual results or developments to differ materially from those expressed or implied by such forward-looking statements. These factors include, but are not limited to, factors identified elsewhere in this document as well as the following possibilities: future revenues are lower than expected; competitive pressures in the industry increase; general economic conditions or conditions affecting the industry, whether internationally or in the places TMX Group does business, the LSEG Group does business, or the Merged Group will do business, are less favourable than expected; and/or conditions in the securities markets are less favourable than expected.

These forward-looking statements speak only as at the date of this document. Subject to any obligations under the Prospectus Rules, the Disclosure and Transparency Rules and the UK Listing Rules and save as required by Law, none of LSEG, TMX Group Inc. and Mergeco undertakes any obligation to update the forward- looking statements to reflect actual results, or any change in events, conditions or assumptions or other factors. Forward-looking statements are not guarantees of future performance and financial condition and actual results of operations and the development of the industry in which the LSEG Group, TMX Group or the Merged Group operate may differ materially from those made in, or suggested by, the forward-looking statements contained in this document.

**Currency presentation**

Unless otherwise indicated, all references in this document to "Canadian dollars" or "C\$" are to the lawful currency of Canada and references to "sterling", "pounds sterling", "GBP", "£", "pence" or "p" are to the lawful currency of the United Kingdom.

The basis for translation of foreign currency for the purpose of inclusion of the financial information set out in Part 6— "Unaudited pro forma financial information relating to the Merged Group" is described in Part 6 of this document.

**Rounding**

Certain data in this document, including financial, statistical and operating information, has been rounded. As a result of such rounding, the totals of data presented in this document may vary slightly from the actual arithmetic totals of such data. Percentages in tables have been rounded and accordingly may not add up to 100 per cent.

**Definitions**

Certain terms used in this document, including all capitalised terms and certain technical and other items, are defined and explained in Part 21—“Definitions” of the Original Prospectus and Part 8—“Definitions” of this document.

**No incorporation of website information**

Except as specifically provided herein, the contents of LSEG’s and TMX Group Inc.’s websites do not form part of this document.

## PART 5

### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The dates given in this expected timetable are based on LSEG's and TMX Group Inc.'s current expectations and may change. The precise date for Completion and events falling afterwards are not ascertainable as at the date of this document as the Merger is subject to a number of conditions beyond the control of LSEG and TMX Group Inc. Completion is expected to occur in autumn 2011.

Expected time/date	Event
5:00 p.m. (Eastern time) on 20 May 2011 . . .	TMX Group Record Date for determining TMX Group Shareholders entitled to vote at the TMX Group Meeting
3:00 p.m. (local UK time) on 28 June 2011 . .	Deadline for receipt of the form of proxy for the LSEG Meeting or for appointment of proxy by completing and transmitting a CREST proxy instruction
6:00 p.m. (local UK time) on 28 June 2011 . .	LSEG Record Date for determining LSEG Shareholders entitled to vote at the LSEG Meeting <sup>(1)</sup>
5:00 p.m. (Eastern time) on 28 June 2011 . . .	Deadline for CIBC Mellon to have received proxy forms or voting instructions from TMX Group Shareholders
3:00 p.m. (local UK time) on 30 June 2011 . .	LSEG Meeting
10:00 a.m. (Eastern time) on 30 June 2011 . .	TMX Group Meeting
10:00 a.m. (Eastern time) on 5 July 2011 . . . .	Court hearing in respect of the Final Order
Autumn 2011 . . . . .	The date the conditions to the Merger (other than those which, by their terms, cannot be satisfied until the Effective Date) have been satisfied or (where appropriate) waived (the <b>Unconditional Date</b> )
Within three Business Days of the Unconditional Date . . . . .	LSEG announcement of Special Dividend Record Date, expected Effective Date (which will also be the Ex Entitlement Date) and date of payment of Special Dividend
Date immediately prior to the Effective Date	Special Dividend Record Date
Effective Date . . . . .	LSEG Shares will be marked ex entitlement to the Special Dividend  Admission, commencement of dealings on TSX of Mergeco Shares and Exchangeable Shares  Cancellation of listing of Existing Shares  Admission, commencement of dealings on the London Stock Exchange of Mergeco Shares <sup>(2)</sup>  New Shares credited to CREST/CDS accounts  Despatch of share certificates where applicable  Cancellation of listing of TMX Group Shares
10 Business Days following the Effective Date	Date of payment of Special Dividend to LSEG Shareholders and TMX Group Shareholders

Notes:

- (1) If the LSEG Meeting is adjourned, the LSEG Record Date for eligibility to vote at the reconvened meeting will be at the close of business on the date falling two days before the date set for the reconvened meeting.
- (2) The New Shares shall be issued, credited as fully paid, rank *pari passu* with the Existing Shares and carry the right to receive all dividends and other distributions (if any) declared, made or paid after the date of issue of the New Shares, except that any Special Dividend and any dividend to be paid to Mergeco Shareholders after Completion relating to the period between 31 March 2011 and the date of Completion in accordance with the terms of the Merger Agreement shall be paid only to the holders of Existing Shares.

## PART 6

### UNAUDITED PRO FORMA FINANCIAL INFORMATION RELATING TO THE MERGED GROUP

#### PART 6A: ACCOUNTANT'S REPORT



The directors and prospective directors (together, the “**Directors**”)  
London Stock Exchange Group plc  
10 Paternoster Square  
London EC4M 7LS

Barclays Bank PLC  
5, The North Colonnade  
Canary Wharf  
London E14 4BB

Morgan Stanley & Co. Limited  
25 Cabot Square  
Canary Wharf  
London E14 4QA

22 June 2011

Dear Sirs

#### **London Stock Exchange Group plc (the “Company”)**

We report on the unaudited pro forma financial information (the “**Pro forma financial information**”) set out in Part 6B of the Company’s supplementary prospectus and circular dated 22 June 2011 which has been prepared on the basis described in the notes to the Pro forma financial information, for illustrative purposes only, to provide information about how the proposed merger of the Company with TMX Group Inc. (including the payment of the proposed special dividend described in the supplementary prospectus and circular) might have affected the financial information presented on the basis of the accounting policies adopted by the Company in preparing the financial statements for the year ended 31 March 2011. This report is required by item 20.2 of Annex I to the PD Regulation and item 13.3.3R of the Listing Rules of the UK Listing Authority (the “**Listing Rules**”) and is given for the purpose of complying with that PD Regulation and Listing Rule and for no other purpose.

#### **Responsibilities**

It is the responsibility of the Directors to prepare the Pro forma financial information in accordance with item 20.2 of Annex I to the PD Regulation.

It is the responsibility of the directors of the Company to prepare the Pro forma financial information in accordance with item 13.3.3R of the Listing Rules.

It is our responsibility to form an opinion, as required by item 7 of Annex II to the PD Regulation and item 13.3.3R of the Listing Rules as to the proper compilation of the Pro forma financial information and to report our opinion to you.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro forma financial information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

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PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Services Authority for designated investment business.

Save for any responsibility which we may have to those persons to whom this report is expressly addressed, which we may have to the shareholders of the Company, and for any responsibility arising under item 5.5.3R(2)(f) of the Prospectus Rules to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 23.1 of Annex I to the PD Regulation, consenting to its inclusion in the supplementary prospectus.

### **Basis of opinion**

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro forma financial information with the directors and proposed directors of the Company.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro forma financial information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Our work has not been carried out in accordance with auditing standards or other standards and practices generally accepted in the United States of America or auditing standards of the Public Company Accounting Oversight Board (United States) and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

### **Opinion**

In our opinion:

- (a) the Pro forma financial information has been properly compiled on the basis stated; and
- (b) such basis is consistent with the accounting policies of the Company.

### **Declaration**

For the purposes of Prospectus Rule 5.5.3R(2)(f), we are responsible for this report as part of the supplementary prospectus and we declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the supplementary prospectus in compliance with Item 1.2 of Annex I to the PD Regulation.

Yours faithfully

PricewaterhouseCoopers LLP  
*Chartered Accountants*

## PART 6B: UNAUDITED PRO FORMA FINANCIAL INFORMATION

The unaudited pro forma statement of net assets of the Merged Group set out below has been prepared for illustrative purposes only in accordance with Annex II of the PD Regulation and on the basis of the notes set out below. The unaudited pro forma statement of net assets has been prepared to illustrate the effect of consolidating the net assets of the LSEG Group with the net assets of TMX Group as at 31 March 2011. The unaudited pro forma statement of net assets has been prepared for illustrative purposes only and, because of its nature, addresses a hypothetical situation and does not, therefore, represent the LSEG Group's or the Merged Group's actual financial position or results. The pro forma financial information has been prepared under IFRS adopted by the EU and on the basis of the accounting policies of the LSEG Group.

### Unaudited pro forma statement of net assets

	LSEG Group as at 31 March 2011 (note 2)	TMX Group as at 31 March 2011 (note 3)	Adjustments		Pro forma Merged Group
			Elimination of TMX Group goodwill and acquired intangible assets (note 4(a)(ii))	Merger adjustments (note 4(a)(i), (b), (c))	
	£m	£m	£m	£m	£m
<b>Assets</b>					
<b>Non-current assets</b>					
Property, plant and equipment . . . . .	62.4	17.1			79.5
Intangible assets . . . . .	1,394.4	857.9	(835.3)	2,079.5	3,496.5
Investments in joint ventures . . . . .	17.3	—			17.3
Investments in associates . . . . .	0.6	10.0			10.6
Deferred tax assets . . . . .	12.2	31.1			43.3
Available for sale investments . . . . .	0.4	—			0.4
Retirement benefit asset . . . . .	37.6	—			37.6
Other non-current assets . . . . .	0.5	6.5			7.0
	<u>1,525.4</u>	<u>922.6</u>	<u>(835.3)</u>	<u>2,079.5</u>	<u>3,692.2</u>
<b>Current assets</b>					
Inventories . . . . .	1.4	—			1.4
Trade and other receivables . . . . .	126.8	93.6			220.4
Derivative financial instruments . . . . .	0.7	—			0.7
CCP financial assets . . . . .	110,177.9	—			110,177.9
CCP cash and cash equivalents (restricted) . . . . .	5,929.3	—			5,929.3
CCP clearing business assets . . . . .	116,107.2	—			116,107.2
Assets held at fair value . . . . .	8.6	—			8.6
Energy contracts receivable . . . . .	—	450.7			450.7
Fair value of open energy contracts . . . . .	—	81.3			81.3
Daily settlement and cash deposits . . . . .	—	116.2			116.2
Current tax . . . . .	21.2	1.5			22.7
Assets held for resale . . . . .	36.9	—			36.9
Marketable securities . . . . .	—	188.1		(178.0)	10.1
Cash and cash equivalents . . . . .	267.0	54.0		(102.0)	219.0
	<u>116,569.8</u>	<u>985.4</u>	<u>—</u>	<u>(280.0)</u>	<u>117,275.2</u>
<b>Total assets</b> . . . . .	<u>118,095.2</u>	<u>1,908.0</u>	<u>(835.3)</u>	<u>1,799.5</u>	<u>120,967.4</u>
<b>Liabilities</b>					
<b>Current liabilities</b>					
Trade and other payables . . . . .	156.5	28.5		34.3	219.3
Derivative financial instruments . . . . .	0.3	0.1			0.4
CCP clearing business liabilities . . . . .	116,104.5	—			116,104.5
Energy contracts payable . . . . .	—	450.7			450.7
Fair value of open energy contracts . . . . .	—	81.3			81.3
Daily settlement and cash deposits . . . . .	—	116.2			116.2
Deferred revenue . . . . .	—	49.3			49.3
Current tax . . . . .	49.9	3.7			53.6
Borrowings . . . . .	0.1	275.2			275.3
Provisions . . . . .	3.7	3.8			7.5
	<u>116,315.0</u>	<u>1,008.8</u>	<u>—</u>	<u>34.3</u>	<u>117,358.1</u>
<b>Non-current liabilities</b>					
Borrowings . . . . .	499.0	—		135.8	634.8
Derivative financial instruments . . . . .	12.9	—			12.9
Deferred tax liabilities . . . . .	92.3	149.9	(132.6)		109.6
Retirement benefit obligation . . . . .	6.4	7.8			14.2
Other non-current liabilities . . . . .	4.8	17.5			22.3
Provisions . . . . .	27.8	—			27.8
	<u>643.2</u>	<u>175.2</u>	<u>(132.6)</u>	<u>135.8</u>	<u>821.6</u>
<b>Total liabilities</b> . . . . .	<u>116,958.2</u>	<u>1,184.0</u>	<u>(132.6)</u>	<u>170.1</u>	<u>118,179.7</u>
<b>Net assets</b> . . . . .	<u>1,137.0</u>	<u>724.0</u>	<u>(702.7)</u>	<u>1,629.4</u>	<u>2,787.7</u>

See accompanying notes to the unaudited pro forma statement of net assets.

## Notes:

### 1. Basis of preparation

The unaudited pro forma financial information has been prepared using underlying financial statements prepared in accordance with IFRS as applied by LSEG and reflects the transaction to create a Merged Group. The financial information has been extracted without material adjustment.

The unaudited pro forma financial information should be read in conjunction with the underlying financial information of the LSEG Group and TMX Group, which is included in Part 16 — “Historical financial information relating to the LSEG Group” and Part 17 — “Historical financial information relating to TMX Group” of the Original Prospectus, respectively.

For accounting purposes, the Merger has been treated as an acquisition, with LSEG as the acquirer and TMX Group Inc. as the acquiree. The unaudited pro forma statement of net assets the respective TMX Group and the LSEG Group balance sheets as at 31 March 2011 have been combined.

The unaudited pro forma financial information of the Merged Group is presented for illustrative purposes only and is not intended to reflect the financial position and results which would have actually resulted had the Merger been effected on any of the dates indicated. No account has been taken of the trading activity or other transactions of the Merged Group for the period since 31 March 2011.

The unaudited pro forma financial information has been prepared in order to meet the requirements of Annex II of the PD Regulation and associated guidance issued in the European Securities and Markets Authority Recommendations.

### 2. The LSEG Group financial information for the year ended 31 March 2011

The financial information for the LSEG Group was extracted without material adjustment from the audited consolidated financial statements of LSEG for the year ended 31 March 2011 prepared in accordance with IFRS as adopted by the EU.

### 3. TMX Group financial information as at 31 March 2011

The financial information for TMX Group used in the unaudited pro forma statement of net assets was extracted without material adjustment from the unaudited interim financial information of TMX Group for the three months ended 31 March 2011, prepared in accordance with CIFRS. A rate of exchange of C\$1.5599 = £1 prevailing at 31 March 2011 has been used to convert the financial information into sterling.

The unaudited interim financial information of TMX Group as at 31 March 2011 has been prepared on a basis consistent with LSEG’s accounting policies. These accounting policies are consistent with those used to prepare the financial statements of TMX Group, prepared in accordance with IFRS, set out in note 2 of Part 17C — “Restated financial information relating to TMX Group” of the Original Prospectus and not reproduced here.

There are no GAAP differences between the IFRS accounting policies used to prepare the annual financial statements of the LSEG Group for the year ended 31 March 2011 and the CIFRS accounting policies used to prepare the quarterly financial information for TMX Group for the period ended 31 March 2011. On this basis, for the remainder of this Part 6 — “Unaudited pro forma financial information relating to the Merged Group”, IFRS has been collectively referred to as the applicable accounting standards for both LSEG and TMX Group.

“Prepaid expenses” and “Trade and other receivables” in the TMX Group balance sheet as at 31 March 2011 have been aggregated under “Trade and other receivables” in the unaudited pro forma statement of net assets. “Goodwill” and “Other intangible assets” in the TMX Group balance sheet as at 31 March 2011 have been aggregated under “Intangible assets” in the unaudited pro forma statement of net assets.

#### 4. Pro forma adjustments

- (a) Estimated purchase consideration and the related excess of purchase consideration over book value of net assets acquired are as follows:

<u>Estimated excess of purchase consideration over net assets acquired</u>	<u>£m</u>
<b>Estimated purchase consideration</b> . . . . .	<b>2,100.8<sup>(i)</sup></b>
Less: book value of net assets acquired . . . . .	(724.0)
Add back: TMX Group goodwill and acquired intangibles . . . . .	835.3 <sup>(ii)</sup>
Less: deferred tax liability associated with the acquired intangibles . . . . .	(132.6)
<b>Excess of purchase consideration over book value of net assets acquired</b> . . . . .	<b><u>2,079.5<sup>(iii)</sup></u></b>

- (i) To effect the Merger, TMX Group Inc. will be acquired by LSEG in an all-share merger of equals to be implemented by means of a plan of arrangement in Ontario. Under the terms of the Merger Agreement, TMX Group Shareholders will receive 2.9963 Mergeco Shares or Exchangeable Shares for each TMX Group Share.

Estimated purchase consideration comprises New Shares to be issued and was calculated using a price of 940 pence for each Existing Share based on the quoted closing market price of Existing Shares on 20 June 2011. The number of New Shares assumed to be issued is 223.5 million, and the underlying number of TMX Group Shares deemed acquired was measured as of 31 March 2011;

- (ii) For the purposes of the pro forma financial information, goodwill and acquired intangible assets of TMX Group of £835.3 million has been added back to the book value of net assets acquired. The £835.3 million consists of goodwill of £269.8 million, £434.5 million of indefinite life intangible assets and £131.0 million of definite life intangible assets; and
- (iii) The difference of £2,079.5 million between the book value of net assets acquired and the estimated consideration has been presented as a single value in goodwill. Following Completion, the assets and liabilities of TMX Group will be subject to fair value restatement.

- (b) The estimated non-recurring Merger related costs that will ultimately be incurred prior to the Merger are £55.0 million, of which £34.3 million will be incurred post 31 March 2011. £5.0 million of non-recurring Merger related costs were incurred by TMX Group during the three months ended 31 March 2011.
- (c) The proposed special dividend of 84.1 pence per Existing Share and C\$4.00 per TMX Group Share is financed through cash of £102.0 million, marketable securities of £178.0 million and borrowings of £135.8 million.
- (d) The increase in net interest expense as a result of the increased borrowings and a reduced cash balance due to the payment of the special dividend is not material.



**PART 7**  
**ADDITIONAL INFORMATION**

**Information about the New Shares and the Existing Shares**

The New Shares will be credited as fully paid and will rank *pari passu*, in all respects, with the Existing Shares in issue at the time the New Shares are delivered pursuant to the Merger. This includes the right to receive all dividends and other distributions (if any) declared, made or paid after the date of issue of the New Shares, except that the Special Dividend and any dividend to be paid to Mergeco Shareholders after Completion relating to the period between 31 March 2011 and the date of Completion shall, in accordance with the terms of the Merger Agreement, be paid only to the holders of the Existing Shares.

**Regulatory capital**

The FSA has now confirmed LSEG's main UK operating company's regulatory capital requirement for the year ending 31 March 2012. As a result, the overall cash set aside by the LSEG Group in aggregate to meet its regulatory, clearing and commercial requirements has increased from £125 million to £165 million. This is within the anticipated range at the time of the Original Prospectus.

**Indebtedness**

As at the Supplementary Prospectus Latest Practicable Date, total committed term funding, which comprised the 2016 Notes, the 2019 Notes, the 2008 Facility and the 2010 Facility was £1,000 million, of which £500 million remained undrawn. In addition, the Facility Commitment Letter signed on 22 June 2011 provides a further £100 million of undrawn committed term funding.

**Significant changes**

There continues to be no significant change in the financial or trading position of the LSEG Group since 31 March 2011, the date to which the historical financial information incorporated by reference into Part 16—"Historical financial information relating to the LSEG Group" of the Original Prospectus has been prepared.

There continues to be no significant change in the financial or trading position of TMX Group since 31 March 2011, the date to which the historical financial information set out in Part 17—"Historical financial information relating to TMX Group" of the Original Prospectus has been prepared.

**Material contracts of the LSEG Group**

In addition to the summary of the Merger Agreement in Part 9—"Summary of the Merger Agreement" of the Original Prospectus and the details of material contracts set out under the heading "Material contracts of the LSEG Group" in Part 20—"Additional information" of the Original Prospectus, set out below is a summary of each contract entered into by any member of the LSEG Group outside of the ordinary course of business: (i) within the two years immediately preceding the date of this document and which is or may be material to the LSEG Group; or (ii) which contains any provision under which any member of the LSEG Group has any obligation or entitlement which is material to the LSEG Group as at the date of this document:

- (a) under the terms of the Facility Commitment Letter, Barclays Capital and Morgan Stanley Senior Funding, Inc. (acting through itself or an affiliate thereof) have given an underwriting commitment to provide a £100 million revolving credit facility to LSEG on the basis of the terms and conditions set out in the Facility Commitment Letter and the term sheet scheduled to the Facility Commitment Letter. The Facility Commitment Letter stipulates, among other things, that the offer to underwrite the revolving credit facility is subject to the preparation, execution and delivery of a facility agreement and satisfaction of the conditions contained therein. In addition, there is a commitment in the Facility Commitment Letter to use reasonable endeavours to execute the facility agreement on or before 29 June and in any event no later than 5 July 2011. The term sheet scheduled to the Facility Commitment Letter contains normal market terms, including:
  - (i) the revolving credit facility will be made available on an unsecured basis for a period of twelve months;

- (ii) at the option of LSEG, the final maturity date may be extended by six months, provided that this option is exercised no later than one month prior to the original final maturity date;
- (iii) borrowings bear interest at a floating rate (EURIBOR/LIBOR) plus a fixed margin and mandatory costs (if any). In addition, a commitment fee is payable on undrawn commitments and a utilisation fee is payable calculated on the amount of borrowings under the facility agreement; and
- (iv) repayment of the facility agreement to the extent drawn, is by way of a bullet repayment on the final maturity date.

The term sheet stipulates that provisions relating to mandatory prepayment and cancellation on a change of control of LSEG, representations, information undertakings, financial covenants and events of default are to be identical to those provisions in the 2010 Facility Agreement; and

- (b) the Merger Agreement Amendment (for a summary of which see Part 2—“Supplementary information to the Original Prospectus”).

### **Working capital statement**

LSEG is of the opinion that, taking into account the Merged Group’s cash resources and available bank facilities, the Merged Group has sufficient working capital for its present requirements, that is, for at least 12 months following the date of publication of the Original Prospectus.

### **Consents**

PricewaterhouseCoopers LLP is a member firm of the Institute of Chartered Accountants in England and Wales and has given and has not withdrawn its written consent to the inclusion of its accountant’s report in Part 6—“Unaudited pro forma financial information relating to the Merged Group” of this document, in the form and context in which it appears and has authorised the content of that part of this document, which comprise its report for the purposes of Rule 5.5.3R(2)(f) of the Prospectus Rules.

Morgan Stanley has given and not withdrawn its written consent to the issue of this document with references to its name being included in the form and context in which they appear.

Barclays Capital has given and not withdrawn its written consent to the issue of this document with references to its name being included in the form and context in which they appear.

RBC Capital Markets has given and not withdrawn its written consent to the issue of this document with references to its name being included in the form and context in which they appear.

### **Documents available for inspection**

Copies of the following documents will be available for inspection at the offices of Freshfields Bruckhaus Deringer at 65 Fleet Street, London, EC4Y 1HS during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for a period of 12 months following Admission:

- (a) this document;
- (b) the Original Prospectus;
- (c) the LSEG Circular;
- (d) the circular issued by LSEG in connection with the implementation of the Merger as required by the UK Listing Rules dated 22 June 2011;
- (e) the Merger Agreement Amendment;
- (f) the consent letters referred to under the heading of “Consents” above; and
- (g) the pro forma financial information relating to the Merged Group and the report from PricewaterhouseCoopers LLP set out in Part 6—“Unaudited pro forma financial information relating to the Merged Group” of this document.

**Dated 22 June 2011**

**PART 8**  
**DEFINITIONS**

Words and expressions defined in the Original Prospectus have the same meaning when used in this document, unless the content otherwise requires. In addition:

<i>Ex Entitlement Date</i>	has the meaning given in Part 2—“Supplementary information to the Original Prospectus” of this document;
<i>Facility Commitment Letter</i>	means a letter agreement dated 22 June 2011 from Barclays Capital and Morgan Stanley Senior Funding, Inc. (acting through itself or an affiliate thereof) to LSEG;
<i>Merger Agreement Amendment</i>	has the meaning given in Part 2—“Supplementary information to the Original Prospectus”;
<i>New Dividend Policy</i>	has the meaning given in Part 2—“Supplementary information to the Original Prospectus”;
<i>New Maple</i>	means Maple Group Acquisition Corporation, a corporation formed by a number of Canadian financial institutions comprising Alberta Investment Management Corporation, Caisse de dépôt et placement du Québec, Canada Pension Plan Investment Board, CIBC World Markets Inc., Desjardins Financial Corporation, Dundee Capital Markets Inc., Fonds de solidarité des travailleurs du Québec, GMP Capital Inc., Manulife Financial, National Bank Financial Inc., Ontario Teachers’ Pension Plan Board, Scotia Capital Inc., TD Securities Inc. and The Manufacturers Life Insurance Company;
<i>Original Prospectus</i>	means the prospectus prepared by LSEG in connection with the Existing Shares and the New Shares published on 1 June 2011;
<i>Special Dividend</i>	means (a) the special cash dividend of 84.1 pence per Existing Share payable by LSEG to LSEG Shareholders on the LSEG Shareholder register on the Special Dividend Record Date (and references to the Special Dividend payable by LSEG or to LSEG Shareholders shall be construed accordingly); and (b) the special cash dividend of CS\$4.00 per TMX Group Share payable by TMX Group Inc. to persons who are TMX Group Shareholders immediately before Completion (and references to the Special Dividend payable by TMX Group Inc. or to TMX Group Shareholders shall be construed accordingly);
<i>Special Dividend Record Date</i>	has the meaning given in Part 2—“Supplementary information to the Original Prospectus” of this document;
<i>Supplementary Prospectus Latest Practicable Date</i>	means 20 June 2011;
<i>Unconditional Date</i>	has the meaning given in Part 5—“Expected timetable of principal events” of this document;
<i>Updated Maple Proposal</i>	has the meaning given in Part 2—“Supplementary information to the Original Prospectus” of this document.

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