

London Stock Exchange Group plc ("the Company")

Nominations Committee Terms of Reference

1. Membership

Chris Gibson-Smith (Chair)
Baroness Cohen
Robert Webb
Paolo Scaroni

- 1.1. Members of the Committee shall be appointed by the Board and shall be made up of least 5 members, the majority of whom should be independent non-executive directors. The Committee shall comprise 3 directors (including its Chairman) to be nominated by the existing LSEG Board and 2 directors (including its Chairman) to be nominated by the Borsa Italiana Board.
- 1.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.3. Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods provided that the majority of the Committee members remain independent.
- 1.4. The Board shall appoint the Committee Chairman who should be either the Chairman of the Board or an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

2. Secretary

- 2.1. The Company Secretary or their nominee shall act as the Secretary of the Committee.

3. Quorum

- 3.1. The quorum necessary for the transaction of business shall be 2 both of whom must be independent non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of Meetings

- 4.1. The Committee will meet as necessary to consider proposals for Board appointments and other matters within the scope of its terms of reference.

5. Notice of Meetings

- 5.1. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.

6. Minutes of Meetings

- 6.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2. Minutes of Committee meetings shall be circulated to all members of the Committee and the Chairman of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.

7. Annual General Meeting

- 7.1. The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

8. Duties

- 8.1. The Committee shall:

- 8.1.1. regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
- 8.1.2. give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the company, and what skills and expertise are therefore needed on the Board in the future;
- 8.1.3. be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise .When making such recommendations the Committee shall take full account of the Balanced Governance Principle as defined in the Combination Agreement between Borsa Italiana S.p.A. and London Stock Exchange Group plc (summarised in the appendix to these terms of reference) ;
- 8.1.4. before appointment of non-executive directors is made by the board, evaluate the balance of skills, knowledge and experience on the board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:

- 8.1.4.1 use open advertising or the services of external advisers to facilitate the search;
 - 8.1.4.2 consider candidates from a wide range of backgrounds; and
 - 8.1.4.3 consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
 - 8.1.5. keep under review the leadership needs of the organisation, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
 - 8.1.6. keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates;
 - 8.1.7. review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties; and
 - 8.1.8. ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.
- 8.2. The Committee shall also make recommendations to the Board concerning:
- 8.2.1. formulating plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and Chief Executive (but see 8.2.8 below);
 - 8.2.2. suitable candidates for the role of senior independent director;
 - 8.2.3. membership of the Audit and Remuneration Committees, in consultation with the chairmen of those committees;
 - 8.2.4. the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
 - 8.2.5. the continuation (or not) in service of any director who has reached the age of 70;
 - 8.2.6. the re-election by shareholders of any director under the 'retirement by rotation' provisions in the company's articles of association having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

- 8.2.7. any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract; and
- 8.2.8. the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive, the recommendation for which would be considered at a meeting of the full board.

9. Reporting Responsibilities

- 9.1. The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3. The Committee shall make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

10. Other

- 10.1. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11. Authority

- 11.1. The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties.
- 11.2. The Committee is authorised to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.

Balanced Governance Principle

LSEG and Borsa Italiana have agreed, in the Combination Agreement between them dated 23 June 2007, as a principle that the corporate governance and organization of the LSE Group and the Borsa Italiana Group be structured in accordance with the terms and understandings set out below. This principle is referred to as the **Balanced Governance Principle**. LSEG and Borsa Italiana recognise the need to retain flexibility with regard to the application of the Balanced Governance Principle to deal with future changes occurring after Completion (for example, major corporate transactions). LSEG has confirmed the firm intention of the LSEG Board to comply with those elements of the Balanced Governance Principle which cannot be legally binding having regard to the fiduciary duties of the members of the LSEG Board and other legal and regulatory constraints (including the Combined Code).

With effect from the Completion Date (as defined in the Combination Agreement), the LSEG Board shall comprise 12 members, 7 directors nominated from the existing members of the LSEG Board (who shall include the Chairman and two executive directors of LSEG) and 5 directors to include the present Chairman and the present Chief Executive of Borsa Italiana and 3 non-executive directors proposed for appointment by the Borsa Italiana Board, one of whom is to be independent within the criteria specified in the Combined Code. The present Chairman of Borsa Italiana became the Deputy Chairman of LSEG and the present Chief Executive of Borsa Italiana became the Deputy Chief Executive of LSEG, in charge of the integration process of Borsa Italiana and LSEG.

The Deputy Chairman of the LSEG Board from time to time will be the Chairman of Borsa Italiana and the Chief Executive of Borsa Italiana from time to time will be the Deputy Chief Executive of LSEG (unless he may be regarded as representing the same local market interests as the Chief Executive of LSEG, in which case the Parties envisage that the Chief Executive of LSE plc will be the Deputy Chief Executive of LSEG).