

## WRITTEN RESOLUTIONS

Company No. 4743602

THE COMPANIES ACT 2006

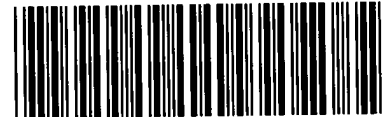
PRIVATE COMPANY LIMITED BY SHARES

## RESOLUTIONS IN WRITING

of

LCH GROUP HOLDINGS LIMITED  
(the "Company")

WEDNESDAY



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16/09/2020

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COMPANIES HOUSE

Capitalised terms used in the written resolutions and not otherwise defined herein shall have the meaning given in the circular to shareholders of which these written resolutions form part (the "Circular").

We, being an eligible member who at the circulation date of these resolutions is entitled to vote on the resolutions, **RESOLVE**, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolutions, where Resolution 1 has been proposed as an MPRM Resolution (to be approved by shareholders of the Company holding at least 80 per cent. of votes attaching to the Shares cast on each resolution) and Resolution 2 has been proposed as a special resolution:

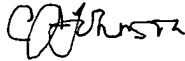
## MPRM RESOLUTION

1. **THAT** the Proposed Governance Changes as described in the Circular be and are hereby approved and in particular:
  - (a) subject to Regulatory Clearances having been obtained, new articles of association, in the form of the annexed draft, be adopted in substitution for the Company's existing articles of association;
  - (b) subject to Regulatory Clearances having been obtained, the termination of the relationship agreement between the Company, London Stock Exchange Group plc and London Stock Exchange (C) Limited dated 1 May 2013, be and is hereby approved;
  - (c) the revised LCH Limited articles of association, in the form of the annexed draft, be and are hereby approved and, subject to Regulatory Clearances having been obtained, they be adopted by LCH Limited in substitution for LCH Limited's existing articles of association; and
  - (d) the directors of the Company be and are hereby authorised to do or procure to be done all such acts and things on behalf of the Company as they consider necessary or expedient for the purposes of giving effect to the Proposed Governance Changes provided that no such act or thing is materially inconsistent with any matter described in the Circular.

## SPECIAL RESOLUTION

2. **THAT** the Proposed Governance Changes as described in the Circular be and are hereby approved and in particular:
  - (a) subject to Regulatory Clearances having been obtained, new articles of association, in the form of the annexed draft, be adopted in substitution for the Company's existing articles of association;
  - (b) subject to Regulatory Clearances having been obtained, the termination of the relationship agreement between the Company, London Stock Exchange Group plc and London Stock Exchange (C) Limited dated 1 May 2013, be and is hereby approved;

- (c) the revised LCH Limited articles of association, in the form of the annexed draft, be and are hereby approved and, subject to Regulatory Clearances having been obtained, they be adopted by LCH Limited in substitution for LCH Limited's existing articles of association; and
- (d) the directors of the Company be and are hereby authorised to do or procure to be done all such acts and things on behalf of the Company as they consider necessary or expedient for the purposes of giving effect to the Proposed Governance Changes provided that no such act or thing is materially inconsistent with any matter described in the Circular.



Signed \_\_\_\_\_  
Name: Catherine Johnson  
For and on behalf of: London Stock Exchange (C) Limited  
Dated: 2 July 2020

**NOTES:**

1. The circulation date of the resolutions is 30 June 2020. The resolutions have been sent to eligible members who would have been entitled to vote on the resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign the resolutions.
2. An eligible member can signify his or its agreement to the resolutions by either:
  - (a) signing the resolutions and delivering them to the Company by sending a scanned copy by email to the Company Secretary at [simon.tutton@lch.com](mailto:simon.tutton@lch.com); or
  - (b) sending an email from the email address which the Company currently holds on record for such member to the Company Secretary at [simon.tutton@lch.com](mailto:simon.tutton@lch.com), identifying the resolution and indicating his or its agreement to such resolution. For authentication reasons, emails sent from any other email address which signify a member's agreement to the resolution(s) without including a signed copy of the resolution(s) (as in option (a) above) will not be accepted as a valid vote for the resolution(s).
3. The resolutions must be passed by 28 July 2020. If the resolutions are not passed by such date they will lapse. The agreement of a member to a resolution is ineffective if signified after this date.
4. A copy of the resolutions has been sent to the auditors.