

General Meeting Form of Proxy

London Stock Exchange Group plc (the “Company”)

Voting ID

Task ID

Shareholder Reference Number

You can submit your proxy electronically at www.sharevote.co.uk using the above numbers or by using the CREST Voting Service.

I/We, the undersigned, being a member/members of London Stock Exchange Group plc, hereby appoint the Chairman of the meeting or (see Note 1)

Name of proxy:

No. of shares:

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as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company to be held at the offices of J.P. Morgan, 60 Victoria Embankment, London EC4Y 0JP on 10 September 2014 at 9:30 a.m., and at any adjournment(s) of the General Meeting, on the resolution set out below (including any amendments to the resolution) or any other business of the General Meeting.

* If the proxy being appointed by this Form of Proxy is: (i) one of multiple proxies being appointed; or (ii) is being appointed in relation to less than your full voting entitlement, please complete the asterisked box above with the number of shares to be voted or withheld by the proxy.

Please indicate for the resolution below how you wish your proxy to vote by marking the relevant box in black ink like this: ☒ X

Ordinary Resolution

1. (a) The proposed acquisition by the Company of Frank Russell Company by way of a merger of a wholly-owned indirect subsidiary of the Company with and into Frank Russell Company, as described in the combined prospectus and circular to the shareholders of the Company dated 22 August 2014, substantially on the terms and subject to the conditions set out in the Merger Agreement dated 26 June 2014 (the **Acquisition**) be and is hereby approved; and

(b) the directors of the Company (the **Directors**) (or any duly constituted committee thereof) be and are hereby authorised to take all necessary or appropriate steps and to do all necessary or appropriate things to implement, complete or to procure the implementation or completion of the Acquisition and give effect thereto with such modifications, variations, revisions, waivers or amendments (not being modifications, variations, revisions, waivers or amendments of a material nature) as the Directors (or any duly authorised committee thereof) may deem necessary, expedient or appropriate in connection with the Acquisition.

VOTE		
FOR	AGAINST	WITHHELD
☐	☐	☐

Unless otherwise instructed, the proxy may vote or abstain from voting as he/she thinks fit on the resolution, amendments to the resolution or any other business at the General Meeting or any adjournment of the General Meeting.

Please mark this box if signing on behalf of the shareholder as Attorney, Receiver, or Third Party. ☐

This card should not be used for any comments, change of address or other queries. Please send separate instructions to the Company's Registrars, Equiniti at the address set out in Note 3 to this Form of Proxy.

Signature(s)

Date

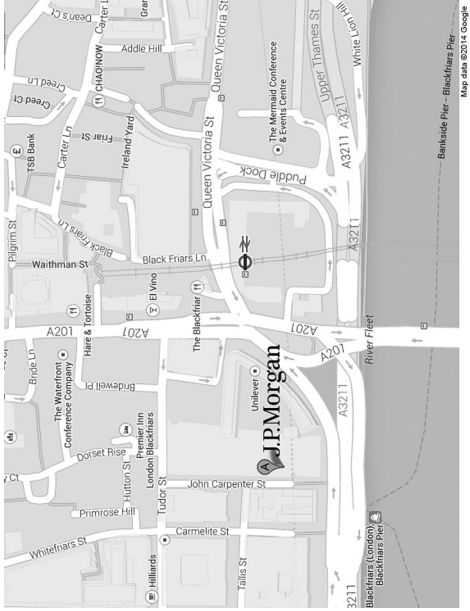
A map for your guidance is on the reverse of the Notes on completion of the Form of Proxy.

If you will be attending the General Meeting to be held at the offices of J.P. Morgan, 60 Victoria Embankment, London EC4Y 0JP on 10 September 2014 at 9:30 a.m., please bring this card with you.

Notes on completion of the Form of Proxy

- You may appoint one or more proxies to attend, speak and, on a poll, vote at the meeting instead of you. You can appoint the Chairman of the meeting or anyone else to be your proxy at the General Meeting. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. A proxy need not be a shareholder of the Company.
 - To appoint the Chairman as your sole proxy in respect of all of your shares, fill in any voting instructions and sign and date the Form of Proxy – leave all other proxy appointment details blank.
 - To appoint a single proxy other than the Chairman in respect of all of your shares, delete the words “the Chairman of the meeting or (see Note 1)” and insert the name of your proxy in the space provided.
 - To appoint more than one proxy, you should photocopy the Form of Proxy. You must complete a separate Form of Proxy for each proxy unless you are appointing your proxies electronically in which case please refer to Note 7 below. Please indicate in each case, in the box next to the proxy's name, the number of shares in relation to which you authorise them to act as your proxy. If you are appointing multiple proxies, a failure to specify the number of shares each proxy appointment relates to, or specifying a number of shares in excess of those held by the member (either on any Form of Proxy or in aggregate on multiple Forms of Proxy) on the date referred to in Note 3 below, will result in the proxy appointments being invalid.
 - Any corporation which is a shareholder may appoint one or more corporate representatives who may exercise on its behalf all of its powers provided that they do not exercise their powers differently in relation to the same shares.
- If you sign and return the Form of Proxy but do not indicate how you wish your vote to be used, the proxy will abstain or vote on a poll on the relevant resolution at his or her discretion.
- To be valid, the Form of Proxy must be duly completed, signed or sealed (as appropriate) and dated and must be returned to the Company's Registrars, Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, so as to arrive not later than 9:30 a.m. on 8 September 2014. There is no need to affix a stamp if the Form of Proxy is posted within the UK.
- In the case of a corporation, the instrument of proxy must be either under seal, under the hand of any officer or attorney duly authorised or executed in any other manner authorised by its constitution.
- Completion and return of the Form of Proxy will not prevent you from attending the meeting and voting in person if you so wish.
- In the case of joint registered holders, the signature of one holder will be accepted and the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of shareholders of the Company in respect of the relevant joint holding.
- Shareholders may appoint proxies electronically at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Number on the Form of Proxy or by using the CREST Voting Service.
- Only shareholders, proxies and authorised representatives of corporations which are shareholders are entitled to attend the meeting.
- Any alteration to the Form of Proxy must be initialled by the person who signs it.
- The Directors of the Company will interpret any ambiguous proxy appointments. The Chairman of the meeting will, in his capacity as proxy, interpret any ambiguous voting instructions he receives. Their respective determinations shall be final.
- The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered on the register of shareholders of the Company as of 6.00 p.m. on 8 September 2014 shall be entitled to attend or vote in respect of the shareholding registered in their name at the relevant time. Changes to entries on the register of shareholders after 6.00 p.m. on 8 September 2014 shall be disregarded in determining the rights of any person to attend or vote at the General Meeting.
- The “Vote Withheld” option is provided to enable you to abstain on the specified resolution. However, it should be noted that a “Vote Withheld” is not a vote in law and will not be counted in the calculation of the proportion of votes “For” and “Against” the specified resolution.
- Any person to whom the Notice of General Meeting is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “Nominated Person”) may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights. The statement of the rights of members in relation to the appointment of proxies in Note 1 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by members of the Company.
- If you have any questions relating to the completion of the Form of Proxy, please call the Company's Registrars, Equiniti on 0871 384 2544. Calls to this number cost 8 pence per minute plus network extras. Lines are open from 8.30 a.m. to 5.30 p.m., Monday to Friday. If calling from overseas, please call the following number instead: +44 121 415 7047. This helpline cannot give any financial, legal or tax advice.
- Save as provided above, any communication with the Company in relation to the General Meeting, including in relation to proxies, should be sent to the Company's Registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. No other means of communication will be accepted. In particular, you may not use any electronic address provided either in the Notice of General Meeting, the Form of Proxy or in any related documents, to communicate with the Company for any purposes other than those expressly stated.

Directions to the offices of
J.P. Morgan, 60 Victoria Embankment
London EC4Y 0JP



Nearest Tube:
Blackfriars

Nearest Car Parks:

Green Parking
Harmsworth House
13-15 Bouverie Street
London EC4Y 8DP
0207 356 0813

Saffron Hill Car Park
St Cross Street
London
EC1N 8XA
0845 050 7090



London
Stock Exchange Group

Shareholder Admission Card
for the General Meeting
on 10 September 2014 at 9:30 a.m.

Freepost RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
LANCING
BN99 8LU

