

The General Meeting of The International Stock Exchange Group Limited ("**TISE**" or the "**Company**") will be held on 24 April 2025 at 9.45 a.m. at St Pierre Park Hotel, Rohais, St Peter Port, Guernsey, GY1 1FD

Shareholder Reference Number

Please detach this portion before posting this proxy form

Form of Proxy – The International Stock Exchange Group Limited General Meeting to be held on 24 April 2025

To be effective, all proxy appointments must be lodged with JTC Registrars Limited (the "Registrar") at JTC Registrars Limited, Ground Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey, GY1 2HT, or by email to registrars@jtcgroup.com, by 9.45 a.m. on 23 April 2025.

Explanatory Notes:

1. Full details of the resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting at Part 10 of the shareholder circular made available to ordinary members of the Company ("**TISE Shareholders**") on 1 April 2025 (the "**Scheme Document**"). Unless otherwise defined, all capitalised words and phrases in this Form of Proxy and these Explanatory Notes shall have the meanings given to them set out in the Scheme Document.

2. Each TISE Shareholder (as defined in the Scheme Document) who is entered in TISE's register of ordinary members at the Voting Record Time (being 6.00 p.m. on 22 April 2025 (or, if the meeting is adjourned or postponed, at 6.00 p.m. on the date which is two Business Days before the date set for the adjourned or postponed meeting)) will be entitled to attend, speak and vote at the General Meeting. Changes to entries on the register of ordinary members after that time shall be disregarded in determining the rights of any person to attend, speak and vote at the General meeting.

3. If someone else signs your Form of Proxy on your behalf, the power of attorney or other written authority under which it is signed (or a notarially certified copy of such power of attorney or authority) must accompany the Form of Proxy. In the case of a corporation, your Form of Proxy must be executed either under the corporation's common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary). In the case of joint holders of Scheme Shares, only the holder elected by such joint holders to represent them and to vote in their name (or, where no such election has been made, the person whose name stands first in the register of ordinary members of the Company in respect of that joint holding) will be entitled to vote in respect of the relevant joint holding.

4. Every Scheme Shareholder has the right to appoint the chair of the General Meeting (the "**Chair**") (or any other person) as his or her proxy to exercise all or any of his or her rights, to attend, speak and vote on their behalf at the meeting. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box the number of shares in relation to which the proxy is authorised to act as your proxy. If left blank, the proxy will be deemed to be appointed in respect of your full voting entitlement.

5. The completion and return of this Form of Proxy (or transmission of a proxy appointment or voting instruction electronically, through CREST or by any other procedure described in the Scheme Document) will not prevent you from attending, speaking and voting at the General Meeting. If an ordinary member attends the meeting and votes, any proxy appointment will be terminated and the proxy vote disregarded in respect of those shares so voted.

6. To be valid, this Form of Proxy must be returned so as to be received by the Registrar at JTC Registrars Limited, Ground Floor, Dorey Court, Admiral Park, St Peter Port, Guernsey, GY1 2HT, or by email to registrars@jtcgroup.com, no later than 9.45 a.m. on 23 April 2025 (or in the case of an adjourned or postponed meeting not later than 24 hours prior to the time and date set for the adjourned or postponed meeting). This Form of Proxy may NOT be handed to the Chair of the General Meeting or a representative of the Company's registrar, JTC Registrars Limited, before the start of or at the General Meeting (or any adjournment or postponement thereof).
7. To appoint more than one proxy in respect of a different share or shares, an additional Form of Proxy may be obtained by contacting the Registrar's helpline on +44 (0) 1481 711 301 between 9.00 a.m. and 5.00 p.m. Monday to Friday (excluding public holidays in Guernsey) or you may photocopy this Form of Proxy. Please indicate in the box the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope (if possible).

8. Please indicate with an 'X' in the relevant box to show how you wish your vote to be cast. If you mark 'X' in more than one box, this Form of Proxy will be invalid. If returned without an indication as to how the proxy shall vote on any particular matter, this Form of Proxy will be invalid. Unless otherwise instructed, the proxy will exercise his/her discretion as to any other business (including amendments to the Scheme and any procedural matters, including any resolution to adjourn) which may come before the General Meeting.

9. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's registrar, JTC Registrars Limited (Participant ID 7RA80) by not later than 24 hours before the time fixed for the holding of the General Meeting (or any postponement or adjournment thereof). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Company's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 34 of the Uncertificated Securities (Guernsey) Regulations 2009.

10. A corporation which is a shareholder can by resolution of its directors or other governing body appoint one or more corporate representatives who may exercise, on its behalf, all its powers as an ordinary member (other than to appoint a proxy) provided that no more than one corporate representative exercises powers over the same share.

11. The 'Vote Withheld' option overleaf is provided to enable you to abstain on the resolutions. 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 the votes 'For' and 'Against' the resolution.

12. This Form of Proxy must be signed in order to be valid. Any alterations made to this Form of Proxy should be initialled.

13. If you have any questions relating to this Form of Proxy, please ring the Registrar's helpline on +44 (0) 1481 711 301 between 9.00 a.m. and 5.00 p.m. Monday to Friday (excluding public holidays in Guernsey). This helpline cannot provide advice on the merits of the Resolution or the Scheme nor give any financial, legal or taxation advice.

All Named Holders

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair of the General Meeting as your proxy. Please leave this box blank if you want to select the Chair. Do not insert your own name(s).

	*
--	---

I/We hereby appoint the Chair of the General Meeting OR the person in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of TISE to be held at **St Pierre Park Hotel, Rohais, St Peter Port, Guernsey, GY1 1FD on 24 April 2025 at 9.45 a.m.**, and at any adjourned or postponed meeting.

***For the appointment of more than one proxy, please refer to Explanatory Note 7 (see front) and enter the number of shares in respect of which the proxy is appointed in the box below.**

☐

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.

X

--

Number of shares over which the proxy is appointed.

Special Resolution

1. For the purposes of giving effect to the Scheme:

For

Against

Vote Withheld

☐☐☐

- a. the directors of the Company (or a duly authorised committee of the directors) be authorised to take all such action as they may consider necessary, desirable or appropriate for carrying the Scheme into full effect; and
- b. with effect from the passing of the Resolution, the articles of incorporation of the Company be amended by the adoption and inclusion of a new article 47, as set out in the notice of General Meeting.

I/We instruct my/our proxy as indicated on this Form of Proxy. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the General Meeting.

Signature

Date

--

DD / MM / YY

In the case of a corporation, this Form of Proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).