

## FINAL TERMS

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded, the “**IDD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**Distributor**”) should take into consideration the manufacturers’ target market assessment; however, a Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**UK MIFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate.. Any person subsequently offering, selling or recommending the Notes (a “**Distributor**”) should take into consideration the manufacturers’ target market assessment; however, a Distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**Singapore Securities and Futures Act Product Classification** – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the “**SFA**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are “prescribed capital markets products” (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and “Excluded Investment Products” (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

**Final Terms dated 26 March 2021**

**LSEGA Financing plc**

**LEI: 2138009YFYTGEHZNNZ09**

(the “**Issuer**”)

Issue of U.S.\$1,000,000,000 2.000 per cent. Notes due 2028  
under the

**£10,000,000,000 Global Medium Term Note Programme (the “Programme”)**

**unconditionally and irrevocably guaranteed**

**by London Stock Exchange Group plc (LEI): 213800QAUUUP6I445N30**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes set forth in the Offering Circular dated 23 March 2021 which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA (the “**UK Prospectus Regulation**”) (the “**Offering Circular**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the UK Prospectus Regulation and must be read in conjunction with the Offering Circular. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular. The Offering Circular has been published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/news/market-news/rns/rns.htm>.

1.	(i)	Issuer:	LSEGA Financing plc
	(ii)	Guarantor:	London Stock Exchange Group plc
2.	(i)	Series Number:	3
	(ii)	Tranche:	1
	(iii)	Date on which Notes become fungible:	Not Applicable
3.		Specified Currency or Currencies:	U.S.\$
4.		Aggregate Nominal Amount:	U.S.\$1,000,000,000
5.		Issue Price:	99.909 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof
	(ii)	Calculation Amount:	U.S.\$1,000
7.	(i)	Issue Date:	6 April 2021
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	6 April 2028
9.		Interest Basis:	Fixed Rate
10.		Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.

11.	Change of Interest:	Not Applicable
12.	Put/Call Options:	Change of Control Put pursuant to Condition 9(e)(ii)  Issuer Call
13.	Date approval for issuance of Notes and Guarantee respectively obtained:	22 March 2021 (in respect of the Issuer) and 2 March 2021 and 22 March 2021 (in respect of the Guarantor)

***PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE***

14.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	2.000 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	6 April and 6 October in each year, commencing on 6 October 2021, to and including the Maturity Date
	(iii) Fixed Coupon Amount:	U.S.\$10 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	30/360
15.	<b>Floating Rate Note Provisions</b>	Not Applicable
16.	<b>Zero Coupon Note Provisions</b>	Not Applicable

***PROVISIONS RELATING TO REDEMPTION***

17.	<b>Call Option</b>	Applicable
	(i) Optional Redemption Date(s):	On any date from (and including) 6 October 2021 to (but excluding) 6 February 2028
	(ii) Optional Redemption Amount(s) of each Note:	Make-Whole Redemption Amount
	(a) Redemption Margin:	0.15 per cent.
	(b) Reference Bond:	UST 1.125% due 29 February 2028
	(c) Par Redemption Date:	6 February 2028
	(iii) Redeemable in part:	Not Applicable
	(iv) Notice period:	Condition 9(c) applies
18.	<b>Put Option</b>	Not Applicable
19.	<b>Change of Control Put</b>	Applicable
	(i) Change of Control Redemption Amount(s):	U.S.\$1,010 per Calculation Amount
	(a) Minimum Change of Control Redemption Amount:	Not Applicable

	(b) Maximum Change of Control Redemption Amount:	Not Applicable
20.	<b>Final Redemption Amount of each Note</b>	U.S.\$1,000 per Calculation Amount
21.	<b>Early Redemption Amount (Tax)</b>	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons:	U.S.\$1,000 per Calculation Amount
22.	<b>Early Termination Amount</b>	
	Early Termination Amount(s) per Calculation Amount payable on redemption following a default:	U.S.\$1,000 per Calculation Amount

***GENERAL PROVISIONS APPLICABLE TO THE NOTES***

23.	<b>Form of Notes:</b>	<b>Registered Notes</b>
		Rule 144A Global Note Certificate deposited with a custodian for, and registered in the name of Cede & Co. as nominee for, The Depository Trust Company exchangeable for Rule 144A Individual Note Certificates in the limited circumstances specified in the Rule 144A Global Note Certificate
		Regulation S Global Note Certificate deposited with a custodian for, and registered in the name of Cede & Co. as nominee for, The Depository Trust Company exchangeable for Regulation S Individual Note Certificates in the limited circumstances specified in the Regulation S Global Note Certificate
24.	New Global Note:	No
25.	Additional Financial Centre(s):	Not Applicable
26.	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable

**THIRD PARTY INFORMATION**

The rating definitions provided in Part B, Item 2 of these Final Terms have been extracted from the websites of S&P and Moody's (each as defined below). The Issuer and the Guarantor confirm that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by S&P and Moody's (as applicable), no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of LSEGA Financing plc

*as Issuer*



By:

Duly authorised

Signed on behalf of London Stock Exchange Group plc

*as Guarantor*



By:

Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

Listing and Admission to trading: Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market and have been admitted to the official list of the Financial Conduct Authority with effect from the Issue Date.

### 2. RATINGS

Ratings: The Notes to be issued are expected to be rated A3 by Moody's Investors Service, Inc. (*Moody's*) and A by S&P Global Ratings UK Limited (*S&P*).

The rating agencies above have published the following high-level descriptions of such ratings:

Moody's: Obligations rated "A" are judged to be upper-medium grade and are subject to low credit risk. The modifier 3 indicates a ranking in the lower end of that generic rating category.

Source: Moody's:  
<https://www.moody's.com/ratingsprocess/Ratings-Definitions/002002>

S&P: An obligation rated "A" is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong.

Source: S&P:  
([https://www.standardandpoors.com/en\\_US/web/guest/article/-/view/sourceId/504352](https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352))

### 3. REASONS FOR THE OFFER AND USE OF PROCEEDS

Reasons for the offer: The net proceeds of this issuance will be used for general corporate purposes, including to refinance indebtedness incurred by London Stock Exchange Group plc and certain of its subsidiaries in connection with its acquisition of Refinitiv Parent Limited and its subsidiaries. A portion of the indebtedness to be refinanced was advanced by the Joint Lead Managers. For further details, see "Description of Other Indebtedness" in the Offering Circular dated 23 March 2021.

### 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in "*Reasons for the offer and use of proceeds*" above and "*Subscription and Sale*" in the Offering Circular, so far as the Issuer and the Guarantor are aware, no person involved in the offer of the Notes has an interest material to the offer.

### 5. TOTAL EXPENSES AND NET PROCEEDS

(i) Estimated Net Proceeds: U.S.\$995,090,000

(ii) Estimated total expenses relating to admission to trading: GBP 5,150.00

6. **YIELD**

Indication of yield: 2.014 per cent. per annum expressed on a semi-annual basis. Yield is calculated on the basis of the Issue Price on the Issue Date. It is not an indication of future yield.

8. **OPERATIONAL INFORMATION**

Regulation S ISIN Code: USG5690PAC52

Rule 144A ISIN Code: US50220PAC77

Regulation S Common Code: Not Applicable

Rule 144A Common Code: Not Applicable

CFI: See the website of the Association of National Numbering Agencies (*ANNA*) or alternatively source from the responsible National Numbering Agency that assigned the ISIN

FISN: See the website of ANNA or alternatively source from the responsible National Numbering Agency that assigned the ISIN

CUSIP: Regulation S: G5690P AC5  
Rule 144A: 50220P AC7

Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking S.A. and DTC and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as “no” at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

Relevant Benchmark: Not Applicable

9. **DISTRIBUTION**

- |        |   |   |
|--------|---|---|
| (i)    | US Selling Restrictions:                                | Reg. S Compliance Category 2; Rule 144A   |
| (ii)   | If syndicated, names of Managers:                       | <p><i>Joint Global Coordinators:</i></p> <p>Barclays Capital Inc.<br/>           BofA Securities, Inc.<br/>           Citigroup Global Markets Inc.<br/>           HSBC Securities (USA) Inc.</p> <p><i>Active Joint Lead Managers:</i></p> <p>Barclays Capital Inc.<br/>           BofA Securities, Inc.<br/>           Citigroup Global Markets Inc.<br/>           Goldman Sachs &amp; Co. LLC<br/>           HSBC Securities (USA) Inc.<br/>           Morgan Stanley &amp; Co. LLC<br/>           Wells Fargo Securities, LLC</p> <p><i>Passive Joint Lead Managers:</i></p> <p>BNP Paribas<br/>           Bank of China Limited, London Branch<br/>           China Construction Bank (Asia) Corporation Limited<br/>           Intesa Sanpaolo S.p.A<br/>           Lloyds Securities Inc.<br/>           MUFG Securities Americas Inc.<br/>           NatWest Markets Securities Inc.<br/>           RBC Capital Markets, LLC<br/>           Santander Investment Securities Inc.<br/>           SMBC Nikko Securities America, Inc.<br/>           TD Securities (USA) LLC</p> |
| (iii)  | Stabilising Manager(s) (if any):                        | Barclays Capital Inc.   |
| (iv)   | If non-syndicated, name and address of relevant Dealer: | Not Applicable  |
| (v)    | Additional selling restrictions:                        | Not Applicable  |
| (vi)   | Prohibition of Sales to UK Retail Investors:            | Applicable  |
| (vii)  | Prohibition of Sales to EEA Retail Investors:           | Applicable  |
| (viii) | Prohibition of sales to Belgian Consumers:              | Applicable  |