



## London Stock Exchange Group Foundation Terms of Reference

### I. Overview

London Stock Exchange Group (“the Group”) is proud of its roots, and the communities in which it operates across the globe.

The Group believes that engaging with those communities both instils a sense of pride and connectedness among its employees and underlines its own brand values.

The Group has established the London Stock Exchange Group Foundation (“the Foundation”) through the Charities Aid Foundation (CAF) as a corporate charitable trust. The Foundation is intended to provide a single channel and point of focus for the Group’s charitable giving, as well as a mechanism for staff involvement.

The Foundation looks to fund significant endeavours and looks to make investments in the communities in which it operates. These terms of reference provide a transparent framework for using corporate money (including fine income - see Funding below) to do good things.

### II. Foundation Governance

The Foundation should act independently from the Group.

The Foundation will be governed by the Foundation Committee (“the Committee”) which will act responsibly on behalf of the Foundation ensuring that funding decisions meet the Foundation’s objectives.

The Foundation Committee will comprise the following:

#### Executive Director of the Group Board

The Committee will be chaired by an executive director of the Group Board, initially by Xavier Rolet, Group CEO.

#### Committee members

In addition to the chair, the Committee will comprise:

Marina Famiglietti, Foundation Secretary and fundraising requests  
Adrian Shaw, CAF relationship manager  
Kirstie Boardwell, Fine Income Allocation Committee representative  
Pietro Poletto  
Mark Harries  
Samanthie Gunasekara  
Lisa Condron  
Victoria Brough  
Tim Wright

### **Duties of the Committee**

The Committee will review and agree proposed disbursements of Foundation funds to charitable causes. It will also from time to time consider possible activities to raise funds for the Foundation.

### **Frequency of meetings**

The Committee will meet at a minimum of four times each year or as necessary in order to review funding proposals and determine foundation grants.

### **Committee decision making**

Any decisions of the Committee shall be taken on a majority basis. The Executive Director shall have a casting vote in the event of equality of voting.

### **Terms of Office**

Membership on the Committee will normally be for a maximum of three years, but shall be reviewed after one year.

## **III. Administration**

The Foundation will be administered by CAF. They provide an efficient means of maintaining the Foundation's accounts and ensuring that all disbursements are to registered charities or bodies endorsed and approved by CAF in the countries we identify.

The Foundation Secretary will manage the incoming requests for funding and coordinate all suggested donations for consideration by the Foundation Committee, will arrange and minute all Committee meetings.

The Finance representative will be the principal point of contact with CAF.

While the overall remit of the Foundation is to provide donations from the Group, it may on occasion designate certain donations as coming from a particular subsidiary.

## **IV. Funding**

An Initial endowment of £1 million will come from the Fine Income Allocation Committee ("FIAC"). Following this, the FIAC will make intermittent contributions to the Foundation depending on the amount of fine income accrued each year.

Additional funding will also come through both London Stock Exchange and Borsa Italiana's community investment programmes and from other sources of fund raising. It will also be possible for employees to give to the foundation through the payroll.

From time to time the Committee may also decide to solicit funding from other sources.

## **V. Scope of donations**

The Foundation will provide corporate giving that is integrated with the Group's brand values and facilitates employee community involvement. It is intended that the Foundation will, generally, provide funding to projects and organisation that fit within the following three areas:

### **Children & Youth**

Organisations that support the potential of young people and provide them with the tools they need to learn and succeed in their communities.

### **Healthcare**

Organisations that support and promote health initiatives, education and research programmes that improve the lives of those who live in our local communities.

### **Arts & Culture**

Organisations that provide inspiring, enjoyable and diverse cultural programmes and events that raise the profile of the areas in which we operate.

The Committee will reserve the right, on occasion, to make charitable donations outside of these three categories. It will not, though, sanction charitable donations that may be construed as political or as promoting the commercial advancement of the Group.