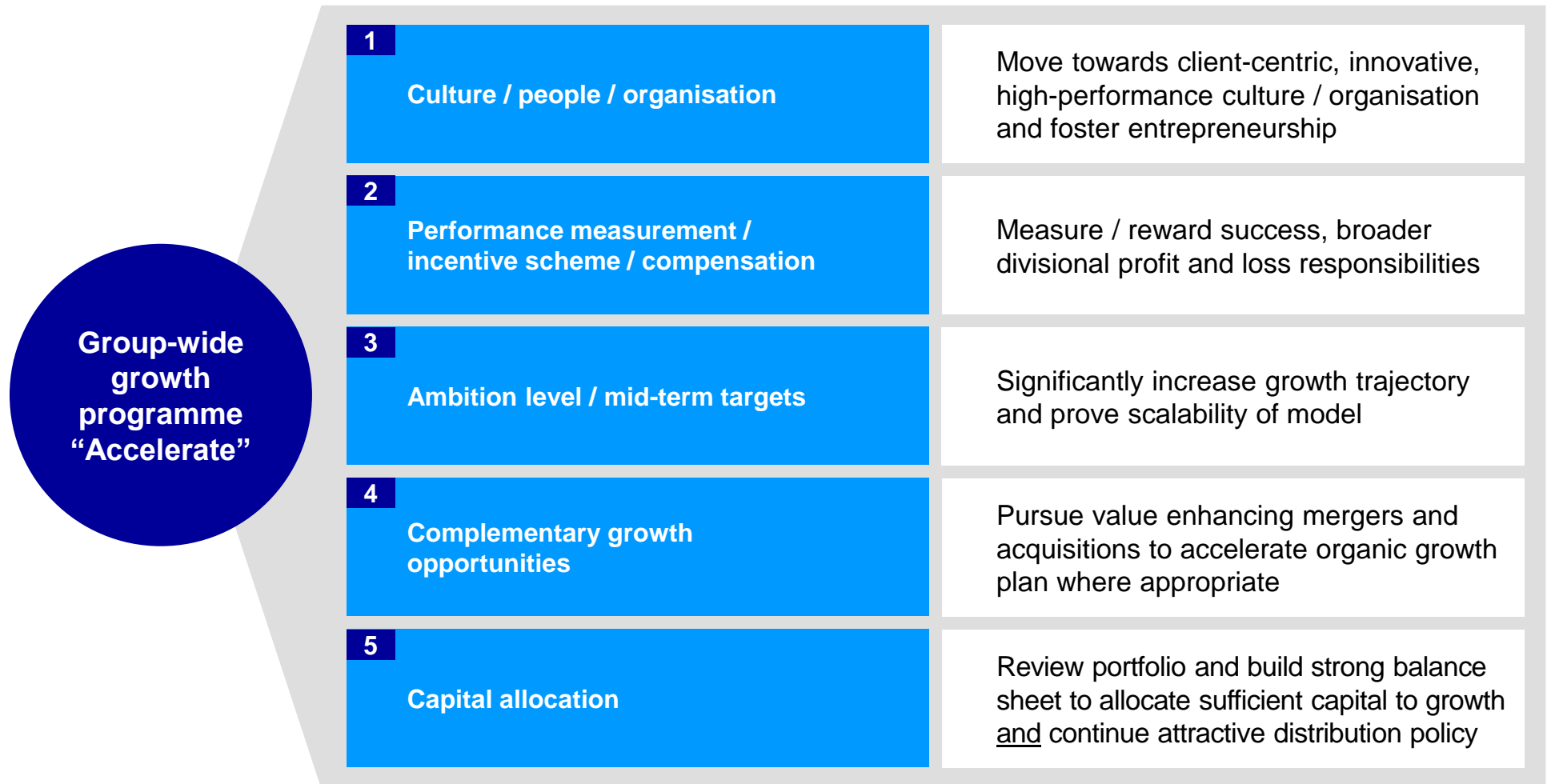


# Annual General Meeting of Deutsche Börse Aktiengesellschaft Frankfurt/Main

11 May 2016

# “Accelerate” – key objectives of the growth programme



<b>1</b> Culture / people / organisation	Move towards client-centric, innovative, high-performance culture / organisation and foster entrepreneurship
<b>2</b> Performance measurement / incentive scheme / compensation	Measure / reward success, broader divisional profit and loss responsibilities
<b>3</b> Ambition level / mid-term targets	Significantly increase growth trajectory and prove scalability of model
<b>4</b> Complementary growth opportunities	Pursue value enhancing mergers and acquisitions to accelerate organic growth plan where appropriate
<b>5</b> Capital allocation	Review portfolio and build strong balance sheet to allocate sufficient capital to growth <u>and</u> continue attractive distribution policy

# “Accelerate” – substantial implementation progress

## Progress

1

**Culture / people / organisation**

- New Executive Board responsibilities and set-up of business areas
- Global coordination of sales, product development and innovation
- Group Management Committee established
- Streamlining of leadership structure and further build-out of competence centres in progress

2

**Performance measurement / incentive scheme / compensation**

- New Executive Board compensation with increased “skin in the game” for 2016
- New compensation scheme for executives and broader divisional profit-and-loss responsibility
- New hiring process, improved performance measurement and 360-degree assessment

3

**Ambition level / mid-term targets**

- Proactive management of cost base to ensure scalability of business model (structural measures and continuous improvement)
- Mid-term plan until 2018 with more ambitious targets: earnings growth of 10 to 15 per cent p.a.<sup>1)</sup>

4

**Complementary growth opportunities**

- Successful financing and closing of STOXX and 360T acquisitions
- Joint-venture agreements with Chinese infrastructure providers increase exposure to Asia (CEINEX, CFFEX)

5

**Capital allocation**

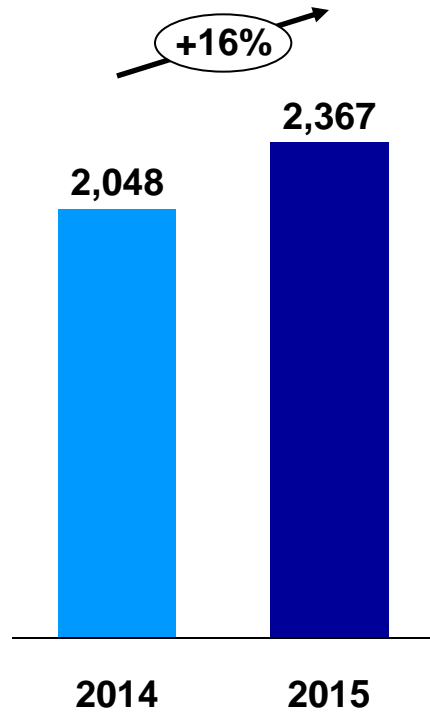
- Review of shareholdings portfolio and group-wide prioritisation of project portfolio
- Planned disposal of International Securities Exchange (ISE)
- Increase of dividend for 2015 to €2.25 proposed (2014: €2.10)

1) The Chairman and the members of the Executive Board of Deutsche Börse AG hereby confirm that the Deutsche Börse AG profit forecast remains valid and has been properly compiled on the basis of the assumptions stated in the disclaimer and that the basis of accounting used is consistent with the company’s accounting policies.

## FY/2015 – Group financials

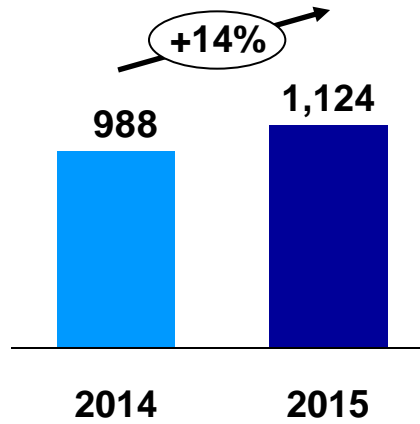
### Net revenue

in €m



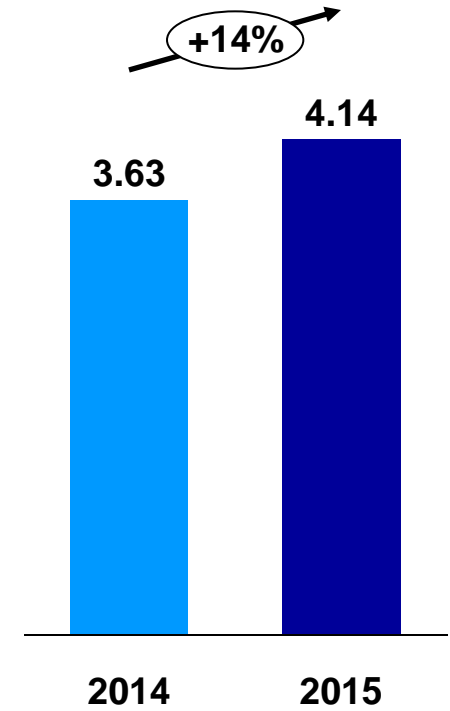
### EBIT<sup>1)</sup>

in €m



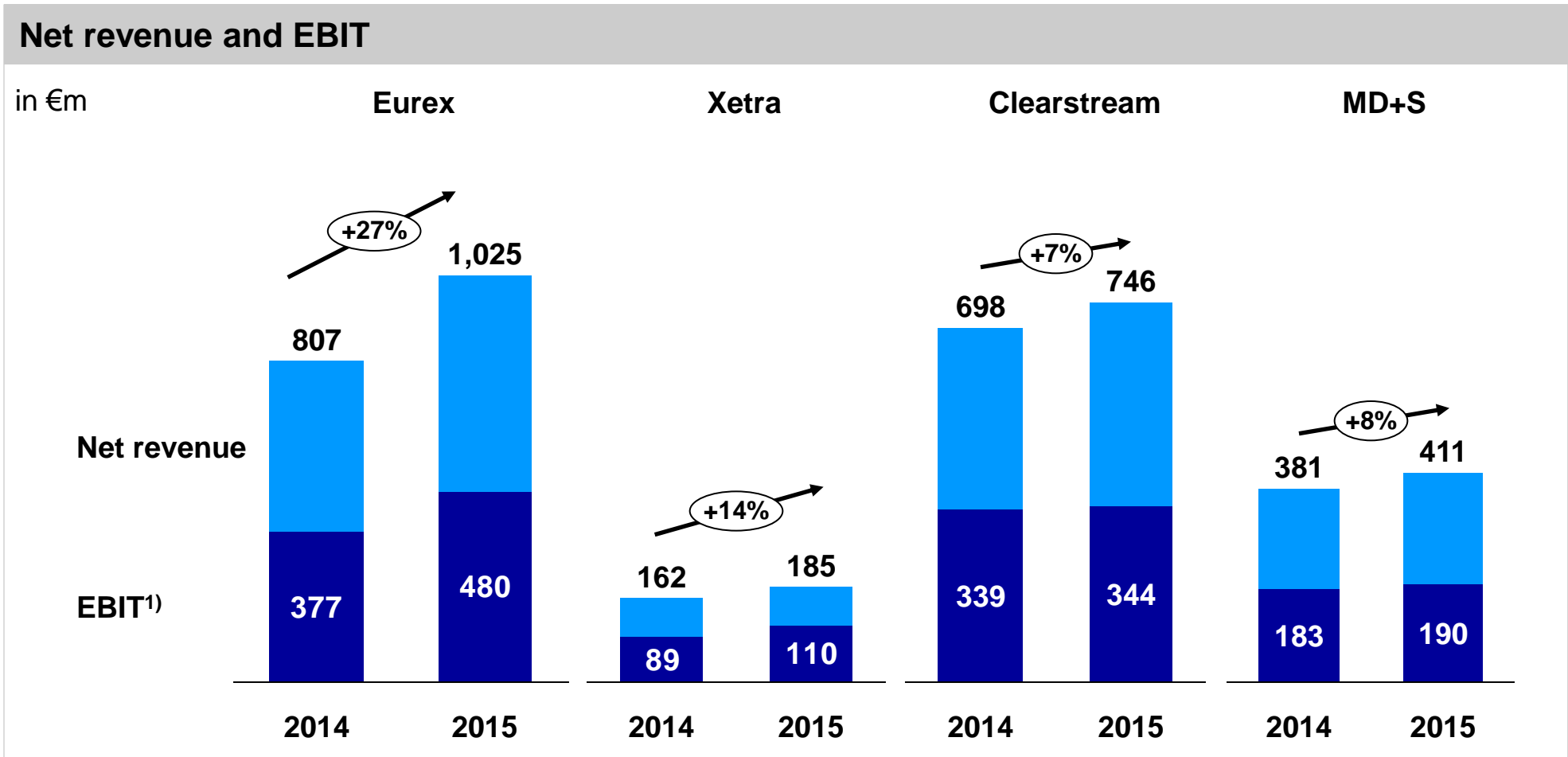
### Earnings per share<sup>1)</sup>

in €



1) Adjusted for exceptional items

## FY/2015 – segmental financials



1) Adjusted for exceptional items

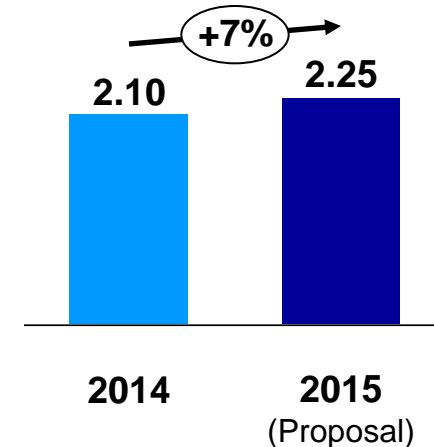
# FY/2015 – Executive Board proposes increase of 2015 dividend to €2.25 per share

## Dividend policy

- In general, Deutsche Börse Group aims to distribute 40 to 60 per cent of the net income (net profit for the period attributable to Deutsche Börse AG shareholders) in form of the regular dividend.
- In years with depressed net income (net profit for the period attributable to Deutsche Börse AG shareholders), the pay-out ratio stood at the upper end of this range.
- Going forward, the Group is expecting substantial earnings growth; therefore, it targets a pay-out ratio in the middle of the 40 to 60 per cent range.

## Dividend per share

in €



## Proposed pay-out ratio

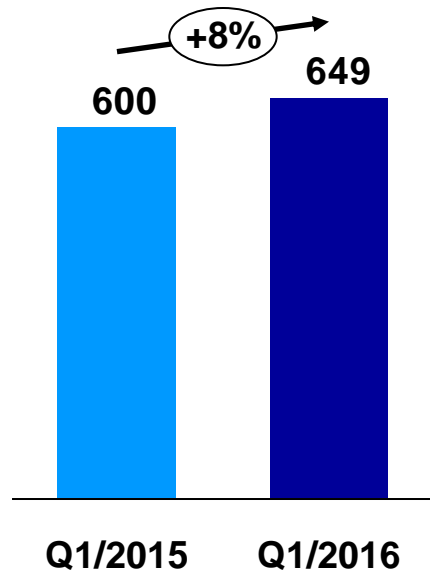
58%

55%

## Q1/2016 – Group financials

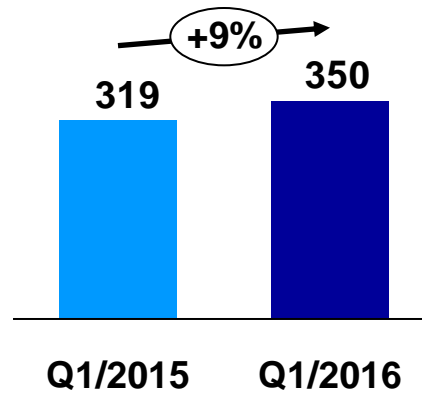
### Net revenue

in €m



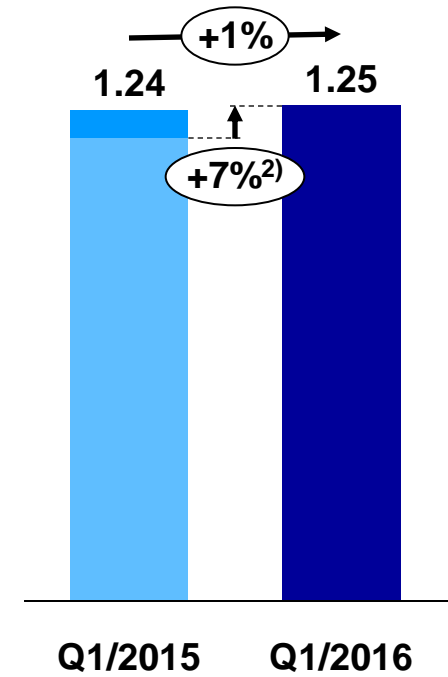
### EBIT<sup>1)</sup>

in €m



### Earnings per share<sup>1)</sup>

in €



1) Adjusted for exceptional items

2) Adjusted for positive currency effects from US\$ positions of €0.07 in Q1/2015

# Key elements of the planned merger with London Stock Exchange Group (LSEG)

<b>Structure</b>	<ul style="list-style-type: none"> <li>▪ Deutsche Börse AG and LSEG to combine under a new holding company</li> <li>▪ New holding company to be listed in London and Frankfurt</li> <li>▪ Existing regulatory framework for all regulated entities to remain unchanged<sup>1)</sup></li> </ul>
<b>Corporate residence</b>	<ul style="list-style-type: none"> <li>▪ Headquarters in Frankfurt and London with an efficient distribution of central functions in both locations</li> <li>▪ Holding company to be UK plc. resident</li> <li>▪ Reporting currency: euro</li> </ul>
<b>Consideration</b>	<ul style="list-style-type: none"> <li>▪ New holding company will issue shares in exchange for Deutsche Börse AG shares</li> <li>▪ One share of new holding company per share of Deutsche Börse</li> </ul>
<b>Implied ownership</b>	<ul style="list-style-type: none"> <li>▪ Deutsche Börse shareholders: 54.4 per cent</li> <li>▪ LSEG shareholders: 45.6 per cent</li> </ul>
<b>Board of Directors</b>	<ul style="list-style-type: none"> <li>▪ Chairman: Donald Brydon (LSEG)</li> <li>▪ Deputy Chairman: Joachim Faber (Deutsche Börse AG)</li> <li>▪ Balanced composition of the board</li> </ul>
<b>Management</b>	<ul style="list-style-type: none"> <li>▪ Chief Executive Officer: Carsten Kengeter (Deutsche Börse AG)</li> <li>▪ Chief Financial Officer: David Warren (LSEG)</li> </ul>
<b>Timetable</b>	Merger expected to close by the end of 2016 or during Q1/2017

1) Subject to regulatory approvals



## Benefits for shareholders

<b>Financial key figures</b>	Combined group with a total income of €4.7 billion and EBITDA of €2.2 billion for 2015
<b>Product offering</b>	<ul style="list-style-type: none"> <li>▪ Complementary combination of product offerings</li> <li>▪ Diversified revenue stream in terms of business and geography</li> <li>▪ Increased independence from market volatility</li> </ul>
<b>Cost synergies</b>	€450 million per annum in cost savings achieved in year 3 post transaction closing
<b>Revenue synergies</b>	Significant opportunity to deliver revenue synergies in several product and geographic areas
<b>Earnings per share</b>	Combination accretive to adjusted cash earnings per share already in year 1
<b>Balance sheet</b>	<ul style="list-style-type: none"> <li>▪ Strong capital position and balance sheet flexibility</li> <li>▪ Lower gross debt/EBITDA leverage expected to be achieved in medium term</li> </ul>
<b>Distribution policy</b>	<ul style="list-style-type: none"> <li>▪ Strong balance sheet and free cash flow generation, enabling attractive distribution policies</li> <li>▪ Progressive dividend policy intended</li> </ul>

# Benefits for Frankfurt

## Frankfurt today

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- Access point into largest European economy
- Access point into the leading eurozone industrial powerhouse
- Monetary policy stronghold
- Home of ECB and Bundesbank
- Strong expertise in technology, post trade services and risk management
- Leader in listed derivatives trading and clearing



## Opportunities resulting from merger

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- Liquidity bridge with new access points and securities for German investors
- Better opportunity for German corporates to raise new capital with larger liquidity pool and investor base

## Benefits for Europe

### Strengthen European capital market

- Liquidity bridge to facilitate trading and post-trade services
- Strong foundation thanks to key European businesses in UK, Germany, Italy, Luxembourg and France
- Further strengthening of relationships and collaboration with existing regulators

### Support customers and stakeholders

- Strong partner for customers and regulators to adapt to industry and regulatory dynamics
- More efficient liquidity and counterparty risk management
- Regulatory framework of combined group to remain unchanged whilst increasing safety, resiliency and transparency of capital markets

### Accelerate Capital Markets Union

- European platform for financing growth companies at all stages of development
- Support SMEs to scale up across Europe
- Drive competitiveness, economic growth and job creation (AIM, ELITE, Deutsche Börse Venture Network)

**Merger helps making the vision of the Capital Markets Union in Europe a reality**

# Disclaimer

**Cautionary note with regard to forward-looking statements:** This document contains forward-looking statements and statements of future expectations that reflect management's current views and assumptions with respect to future events. Such statements are subject to known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied and that are beyond Deutsche Börse AG's ability to control or estimate precisely. In addition to statements which are forward-looking by reason of context, the words 'may, will, should, expects, plans, intends, anticipates, believes, estimates, predicts, potential, or continue' and similar expressions identify forward-looking statements. Actual results, performance or events may differ materially from those statements due to, without limitation, (i) general economic conditions, (ii) future performance of financial markets, (iii) interest rate levels (iv) currency exchange rates (v) the behaviour of other market participants (vi) general competitive factors (vii) changes in laws and regulations (viii) changes in the policies of central banks, governmental regulators and/or (foreign) governments (ix) the ability to successfully integrate acquired and merged businesses and achieve anticipated synergies (x) reorganization measures, in each case on a local, national, regional and/or global basis. Deutsche Börse AG does not assume any obligation and does not intend to update any forward-looking statements to reflect events or circumstances after the date of these materials.

**Deutsche Börse AG profit forecast:** The Deutsche Börse AG profit forecast is based on the preliminary results for the fourth quarter and full year ended 31 December 2015, management account forecasts of the results for the financial year ending 31 December 2016 and medium-term management forecasts for the period ending 31 December 2018. The profit forecast is required to be presented on a basis consistent with the accounting policies of Deutsche Börse AG.

The Profit Forecast is based on the following assumptions for the period to which they relate:

Factors outside the influence or control of the Deutsche Börse AG directors:

- There will be continued recovery of the euro zone and world economies.
- There will be no material changes to the conditions of the markets in which Deutsche Börse AG operates.
- The main exchange rates and inflation and tax rates in Deutsche Börse AG's principal markets will remain materially unchanged from the prevailing rates.
- There will be no material adverse events that will have a significant impact on Deutsche Börse AG's financial performance.
- There will be no material changes in legislation or regulatory requirements impacting on Deutsche Börse AG's operations or its accounting policies.
- There will be no material changes to Deutsche Börse AG's obligations to customers.
- There will be no material change to the competitive environment leading to an adverse impact on consumer preferences or the capacity of the business to penetrate new markets.

Factors within the influence and control of the Deutsche Börse AG directors:

- There will be no material impact on Deutsche Börse AG's ability to negotiate new business.
- There will be no material change to Deutsche Börse AG's customer base or the ability or willingness of the customer base to meet its obligations to Deutsche Börse AG from that currently anticipated by the Directors.

**No obligation to update information:** Deutsche Börse AG does not assume any obligation and does not intend to update any information contained herein.

**No investment advice:** This presentation is for information only and shall not constitute investment advice. It is not intended for solicitation purposes but only for use as general information.

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