

2024

TMX GROUP LIMITED

NOTICE OF ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS AND MANAGEMENT
INFORMATION CIRCULAR

FRIDAY, MAY 3, 2024



The future
is yours
to see.

To our shareholders

I'm pleased to introduce TMX Group's 2024 management information circular. It contains insights into how the board oversees the company, including our corporate governance practices and how we compensate our executives, as well as detailed information about this year's nominated directors and their compensation.

TMX delivered positive results in 2023, despite significant challenges for the global financial industry and exchanges around the world, reflecting a deep, diverse and resilient business model. The company also made significant progress in executing our long-term growth strategy to diversify, globalize, and innovate across the enterprise, capped off by the acquisition of VettaFi, which closed on January 2, 2024.

The past year also marked important steps forward in our company's sustainability efforts and equity, diversity, and inclusion (ED&I) program to foster a more equitable, diverse and inclusive workplace and our Indigenous reconciliation journey. In November, TMX Group achieved Phase 2 of the Canadian Council for Aboriginal Business Progressive Aboriginal Relations, or PAR, certification program.

As we look to the future, our senior management team remains focused on executing our long-term growth strategy, providing excellent service to our growing client base and stakeholders across our ecosystem, ensuring our markets remain strong and resilient, and continuing to deliver value to our shareholders.

I would like to thank my fellow board members for their contributions to TMX Group's success, commitment to strong governance and oversight. Kevin Sullivan is retiring from the board of directors at our upcoming annual shareholder meeting. I want to thank Kevin for his 11-plus years of dedicated service to the TMX Group board during a pivotal time in the company's evolution.

Our meeting will be held on May 3, 2024, at 2:00 pm Eastern Time, both in person in Toronto and virtually via live audio webcast. Shareholders attending the meeting in person and those joining via the webcast will have an equal opportunity to participate.

Please take the time to vote your shares. The voice of TMX Group's shareholders is important to the board, our senior management team and employees.

Sincerely,



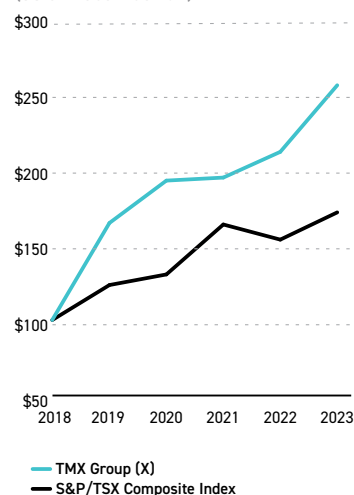
Luc Bertrand
Chair, TMX Group Limited



Luc Bertrand
Chair

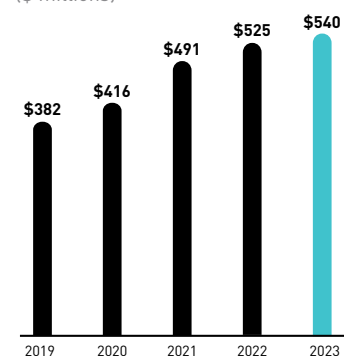
Total shareholder return

(as of December 31)



Income from operations

(\$ millions)



Notice of our 2024 annual and special meeting

Friday, May 3, 2024

2:00 p.m. (Eastern time)

TMX Market Centre

120 Adelaide Street West
Toronto, Ontario, Canada

And by virtual meeting via live
webcast online at <https://virtual-meetings.tsxtrust.com/1597>

What the meeting will cover

receiving our 2023 financial statements

appointing our auditor

electing our directors

voting on our approach to executive compensation

considering any other business properly brought before the meeting

Your vote is important

You can vote if you owned TMX Group common shares at the close of business on March 6, 2024. The management information circular tells you about the meeting, what you're voting on and how to vote. Please read it carefully, and remember to vote.

Shareholders attending online will have an equal opportunity to participate at the meeting. Registered shareholders and duly appointed proxyholders attending the meeting virtually, via live audio webcast, can ask questions and vote, all in real time, as long as you are connected to the internet and have logged in at <https://virtual-meetings.tsxtrust.com/en/1597>. You have to be connected to the internet at all times to be able to vote – it is your responsibility to make sure you stay connected for the entire meeting. Please see page 2 of the management information circular for details about voting at our meeting.

If you cannot attend the meeting, you can vote by proxy. Simply complete, date and sign the enclosed proxy or voting instruction form and mail or fax it to TSX Trust Company or go to www.voteproxyonline.com and enter your control number by 2:00 p.m. (Eastern time) on Wednesday, May 1, 2024.

By order of the board,



Cheryl Graden

Chief Legal and Enterprise
Corporate Affairs Officer and
Corporate Secretary

Toronto, Ontario
March 15, 2024

Where to get a copy of the 2024 management information circular

If you've already given us instructions to send you printed documents, your management information circular is attached to this notice.

If you're a beneficial shareholder, we're making the circular available online instead of by mail according to a set of rules developed by the Canadian Securities Administrators called *notice and access*.

You can download the circular at <https://docs.tsxtrust.com/2009>, on SEDAR+ (sedarplus.ca), or on our website (tmx.com).

If you prefer to have a paper copy, contact us by April 24, 2024, and we will send you one free of charge:

call	toll-free 1 (888) 873-8392
email	TMXshareholder@tmx.com
write	Corporate Secretary TMX Group Limited 100 Adelaide Street West Suite 300 Toronto, Ontario M5H 1S3
fax	(416) 947-4727

TSX Trust Company

100 Adelaide Street West, Suite 301
Toronto, Ontario M5H 4H1
Fax (416) 595-9593

An overview of this document

TMX Group operates global markets, and builds digital communities and analytic solutions that facilitate the funding, growth and success of businesses, traders and investors. TMX Group's key operations include Toronto Stock Exchange (TSX), TSX Venture Exchange, TSX Alpha Exchange, The Canadian Depository for Securities (CDS), Montréal Exchange (MX), Canadian Derivatives Clearing Corporation (CDCC), TMX Trayport and TMX VettaFi, which provide listing markets, trading markets, clearing facilities, depository services, technology solutions, data products and other services to the global financial community.

The attached management information circular tells you what you need to know to vote at our annual and special meeting of shareholders. This overview highlights some key information about what you will be voting on, and our governance and compensation practices. Please read the entire document before you vote your shares.

How to vote at our annual and special meeting

See page 89 for details.

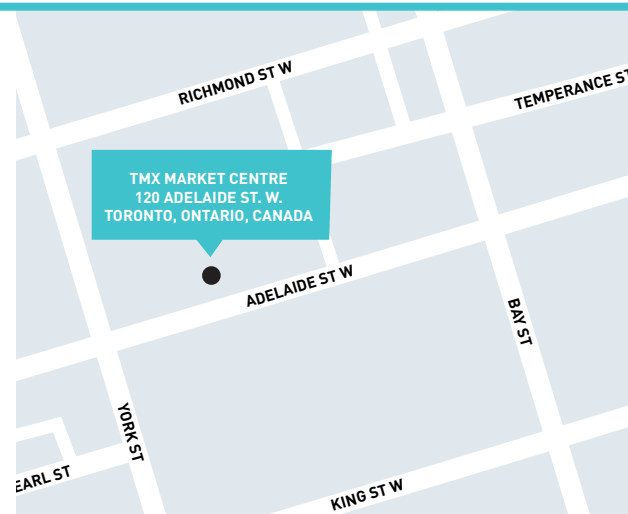
Friday, May 3, 2024

2:00 p.m. (Eastern time)

You can vote your TMX Group common shares if you owned them at the close of business on March 6, 2024.

Three ways to vote

- 1 in person at the meeting
TMX Market Centre
120 Adelaide Street West
Toronto, Ontario, Canada
- 2 at our virtual meeting by live audio webcast:
<https://virtual-meetings.tsxtrust.com/en/1597>
- 3 by proxy, using your proxy or voting instruction form



What you're voting on

The board recommends you vote FOR these items.

appointing our auditor

electing our directors

voting on our approach to executive compensation

Where to read about it

page 8

page 9

page 9

Questions?

Contact our transfer agent, TSX Trust Company:

tel (416) 361-0930 (Toronto area)
tel 1-866-393-4891 (North America)
fax (416) 595-9593
email tsxtis@tmx.com

Important information about TMX Group's annual and special meeting

We will be holding our meeting both in person and virtually, via live webcast. Shareholders attending online will have an equal opportunity to participate at the meeting.

Below is some important information about the virtual meeting format for our 2024 annual and special meeting of shareholders.

How to participate and vote in the virtual annual and special meeting

1. Log in at <https://virtual-meetings.tsxtrust.com/en/1597> at least 15 minutes before the meeting starts
2. Click on "I have a control number"
3. Enter your control number (on your proxy form)
4. Enter the password: tmx2024
5. Vote

We encourage you to submit your vote in advance by going to www.voteproxyonline.com and entering your control number on your proxy, faxing your proxy to 416-595-9593, or mailing it to TSX Trust Company 301-100 Adelaide Street West, Toronto, Ontario M5H 4H1 by 2:00 p.m. (Eastern time) on Wednesday, May 1, 2024.

Joining the virtual annual and special meeting online

You can log in to the meeting platform beginning at 1:45 p.m. (Eastern time) on May 3, 2024. The meeting will begin promptly at 2:00 p.m. (Eastern time) that day.

Asking questions

While logged in for the meeting you will be able to submit questions online by clicking on the "Ask a Question" button. If there are questions pertinent to meeting matters that are unanswered during the annual and special meeting due to time constraints, management will post answers to a representative set of the questions at www.tmx.com/investor-relations/corporate-information/shareholder-events. The questions and answers will be available as soon as practicable after the meeting and will remain available until we file our 2025 management information circular.

If you have misplaced your control number

Please contact TSX Trust Company at tsxtrustproxyvoting@tmx.com by 2:00 p.m. (Eastern time) on May 1, 2024, to get your control number. If you are unable to contact TSX Trust Company, we have made arrangements to provide a live audio webcast of the meeting. We will post details on how you may hear the webcast on our website at www.tmx.com and in a media release before the meeting. If you do not have your control number you will not be able to vote your shares or submit your questions during the meeting.

For more information

For additional information about how to vote at the annual and special meeting, please see How to vote on page 89.

Shareholders who would like to communicate with the board should send correspondence to the attention of the Chair of the board, TMX Group Limited, 100 Adelaide Street West, Suite 300, Toronto, Ontario M5H 1S3 or by email at TMXshareholder@tmx.com.

Governance at TMX Group

We believe that adopting and maintaining strong governance practices is fundamental to a well-run company, to the execution of our chosen strategies and our successful business and financial performance.

The board's primary responsibility is to provide governance and stewardship to TMX Group, and to oversee our strategy, business operations and management.

The board is also responsible for board composition and determining director independence.

Our corporate governance practices are aligned with National Instrument 58-101 — *Disclosure of Corporate Governance Practices*, National Policy 58-201 — *Corporate Governance Guidelines*, and recognition orders issued by:

- Ontario Securities Commission
- Québec's Autorité des marchés financiers
- Alberta Securities Commission
- British Columbia Securities Commission.

You can find an overview of our corporate governance practices starting on page 13 and on our website, www.tmx.com, under the Investor Relations tab.

About the nominated directors

**The board recommends you vote
FOR the nominated directors.**

Turn to page 15 to learn more.

The board nominates directors who understand the complexity of our business and the industry we operate in, and who have the skills and experience to make an effective contribution to the board.

Our recognition orders require us to take reasonable steps to make sure that every director will perform their duties with integrity and in a manner that is consistent with TMX Group's public interest responsibilities.

This year the board approved 11 nominees for election to the board. We believe this group has the right mix of skills and experience to guide the strategies and business operations of TMX Group.

TMX Group board responsibilities

Ethical culture

Strategic planning

Financial oversight and reporting

Risk oversight

Leadership and succession

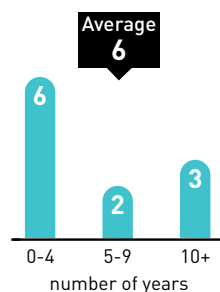
Shareholder communications and engagement

Environmental, social and governance oversight

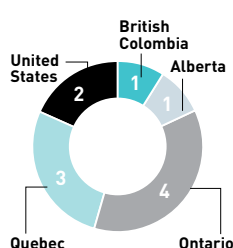
36%
women

60
years
average age

Tenure



Location



91%
independent

99%
2023 attendance

at 26 board and committee meetings

Executive compensation at TMX Group

Executive compensation at TMX Group is carefully designed to link executive pay with our business strategy, organizational culture, company and individual performance and shareholder returns – all within a well-defined risk framework. It balances short-term and longer-term awards to make sure we meet annual objectives while continuing to provide shareholder value over the longer term.

2023 compensation program

The human resources committee oversees compensation, including compensation design, decision-making, risk, policies and programs.

TMX Group’s 2023 financial results reflected strong year-over-year performance in many of our key business areas. Although we did not meet the challenging transaction-based revenue and income from operations targets that we set for ourselves under the short-term incentive plan for 2023, we significantly exceeded on our recurring revenue target, in alignment with our overall business strategy. As a result, our scorecard was 109% of target.

The committee did not make significant changes to the design of our compensation program in 2023, but did modify performance weights and ranges within our incentive plans. For our short-term incentive program, we increased the weight of recurring revenue to 20% (from 15%) and reduced the weight on transactional revenue to 10% (from 15%), to focus on driving sustainable, recurring revenue (see page 65). We also widened the performance ranges (threshold and maximum) for transactional revenue and income from operations to reflect the inherent volatility of these measures. We adjusted the 2023 long-term incentive mix to have a greater portion of long-term incentives tied to performance, in alignment with our pay for performance philosophy. For executives the committee adjusted the 2023 long-term incentive mix to increase the weighting of PSUs to 60% (from 50%), and reduced the weighting of RSUs to 20% (from 30%). Options continued to be weighted at 20% for 2023.

2023 compensation decisions

- **Salaries** (page 64) – increased for all named executives to support continued market competitiveness.
- **Short-term incentives** (page 66) – aggregate performance was above the targets that drive our short-term incentive plan funding, resulting in short-term incentive awards that were above target for all named executives.
- **Long-term incentives** (page 69) – were granted at target for the named executives. Two named executives received an off-cycle grant of restricted share units for retention purposes related to our post-trade modernization project.
- **Vested 2021 long-term incentive awards** (page 70) – paid out higher than grant values, aligned with the increase in our share price over the past three years – however for performance share units, our relative total shareholder return performance against the S&P/TSX Composite Index was slightly less than the index, resulting in a 98.1% of target multiplier.

Our compensation philosophy

Be competitive

Pay for performance

Align with shareholders

Be well governed

Manage risk

Be easily understood

**2023 vote: 93.07%
FOR our approach to
executive compensation**

You can read about our executive compensation program and our compensation decisions for 2023 starting on page 45.

2023 actual compensation snapshot

	Salary	Short-term incentive	Long-term ³ incentive	2023 compensation	Percent at risk	Compared to target
John McKenzie Chief Executive Officer (CEO)	\$800,000	\$1,308,000	\$2,000,000	\$4,108,000	81%	2.7%
David Arnold Chief Financial Officer (CFO)	\$430,000	\$398,395	\$537,500	\$1,365,895	69%	2.5%
Jay Rajarathinam¹ Chief Operating Officer (COO)	\$555,000	\$756,188	\$979,000	\$2,290,188	76%	15.8%
Luc Fortin² President and Chief Executive Officer, Montréal Exchange (MX) and Global Head of Trading	\$435,000	\$592,688	\$737,250	\$1,764,938	75%	12.7%
Peter Conroy Chief Executive Officer, TMX Trayport	\$390,000	\$391,560	\$429,000	\$1,210,560	68%	7.0%

¹ Jay Rajarathinam's long-term incentive includes an additional RSU award of \$250,000 that was awarded in May 2023, for retention purposes related to our post-trade modernization project.

² Luc Fortin's long-term incentive includes an additional RSU award of \$150,000 that was awarded in May 2023, for retention purposes related to our post-trade modernization project.

³ Long-term incentive awarded in 2023.

2024 Management Information Circular

We have sent you this management information circular because you owned TMX Group shares on March 6, 2024. That gives you the right to vote at our 2024 annual and special meeting of shareholders on May 3, 2024.

Management is encouraging you to vote at the annual and special meeting by soliciting your proxy. We solicit proxies mainly by mail, but employees of TMX Group or TSX Trust Company, our transfer agent, may contact you by phone or in person. We pay the cost of proxy solicitation.

This management information circular tells you about the meeting, what you're voting on and how to vote. Please read it carefully, and remember to vote.

We will be holding our meeting both in person and virtually, via live audio webcast. Shareholders attending virtually will have an equal opportunity to participate at the meeting.

Where to get more information

You can find financial information about TMX Group in our 2023 audited annual financial statements and related management's discussion and analysis (MD&A). You can learn more about the finance and audit committee and read the committee charter in our 2024 annual information form.

These documents and others are on our website (tmx.com) and on SEDAR+ (sedarplus.ca).

Approved by the board

The TMX Group board has approved the contents of this document and its distribution to shareholders.



Cheryl Graden

Chief Legal and Enterprise
Corporate Affairs Officer and
Corporate Secretary
TMX Group Limited

Toronto, Ontario
March 15, 2024

In this document

- *we, us, our* and *TMX Group* mean TMX Group Limited
- *you, your* and *shareholders* mean owners of TMX Group common shares
- *shares* means TMX Group common shares
- *circular* means this management information circular
- *meeting* means our 2024 annual and special meeting of shareholders, to be held on Friday, May 3, 2024
- *board* means the TMX Group board of directors

Our record date is March 6, 2024.

All information in this circular is as of March 6, 2024, and in Canadian dollars, unless noted otherwise.

On May 2, 2023, the shareholders approved a five-for-one split of TMX Group's common shares outstanding (the Stock Split). On June 13, 2023 shareholders of record received four additional common shares for every one common share held. The common shares commenced trading on a split-adjusted basis on June 14, 2023. All common shares, deferred share units, share options, performance share units, restricted share units, and per share/unit, including comparative figures noted herein have been adjusted to reflect the Stock Split.

Our head office

TMX Group Limited
100 Adelaide Street West, Suite 300
Toronto, Ontario M5H 1S3

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What the meeting will cover

1

Receive TMX Group's 2023 financial statements

We will present our financial statements and auditor's report for the year ended December 31, 2023. You will find a copy of the statements on our website (www.tmx.com), on SEDAR+ (sedarplus.ca) and posted on <https://docs.tsxtrust.com/2009>.

2

Appoint the auditor

You will vote on appointing our independent auditor, KPMG LLP, and authorize the board to set the auditor's pay.

The auditor reports directly to the board's finance and audit committee. The committee is responsible for reviewing and recommending the auditor's compensation to the board, and making sure the auditor carries out its duties effectively and independently. It does this by, among other things:

- regularly reviewing the auditor's terms of engagement, accountability, experience, qualifications and performance
- conducting a comprehensive review of qualifications and performance every five years
- confirming the independence of the auditor at least once a year and pre-approving any non-audit services they provide.

KPMG LLP has been our auditor since 2012. The table below shows the services KPMG provided in 2022 and 2023, and the fees they were paid.

2023 vote: 99.22% FOR appointing KPMG LLP as our auditor.

The board recommends you vote FOR appointing KPMG LLP as our auditor until the next annual meeting.

	2022	2023
Audit fees	\$1,877,374	\$2,072,587
• audit of financial statements including interim reviews of quarterly financial statements • other services normally provided by an auditor in connection with statutory and regulatory filings.		
Audit-related fees	\$976,825	\$1,063,545
• The audit related fees for the 2023 and 2022 fiscal years are for assurance and related services that are reasonably related to the performance of the audit or review of financial statements and are not reported in Audit Fees above. These include: reporting on internal controls as required by contract or for business reasons, the audit of the TMX Group pension plan, French translation services and various compliance reports as required by contract or for business reasons. Variance year over year relates to timing of invoices.		
Tax fees	\$40,688	—
• The tax fees in the prior year relate to certain tax advisory services		
All other fees	\$15,530	\$258,642
• The other fees for the 2023 fiscal year is primarily related to Internal Audit training and Independent Project Readiness Assessment. The other fees for the 2022 fiscal year is primarily related to Internal Audit training.		
Total	\$2,910,417	\$3,394,774
• Prior year amounts have been adjusted to include administrative charges to be consistent with current year presentation		

3 Elect directors

You will elect directors to serve on our board until the next annual meeting or until they resign from the board. You can read about the nominated directors starting on page 15.

According to our articles of amalgamation, the board can include from three to 24 directors. This year the board approved 11 nominees for election to the board.

We believe this group has the right mix of skills and experience to guide the strategies and business operations of TMX Group. All of the nominees have agreed to serve on our board.

The board recommends you vote FOR the election of each nominated director.

4 Vote on our approach to executive compensation

You will vote on our approach to executive compensation. Executive compensation at TMX Group is carefully designed to link executive pay with our business strategy, company and individual performance and shareholder returns – all within a well-defined risk framework. It balances short-term and longer-term awards to make sure we meet annual objectives while continuing to provide shareholder value over the longer term.

Your vote is advisory, which means it is not binding on the board. The board and the human resources committee will take the results of the vote into account when reviewing our approach to executive compensation for future years.

**2023 vote:
93.07% FOR our
approach to
executive compensation.**

You can read about our executive compensation program and our compensation decisions for 2023 starting on page 42.

The board recommends you vote FOR the following advisory resolution:
BE IT RESOLVED, on an advisory basis and not to diminish the role and responsibilities of the directors, that the TMX Group shareholders accept the approach to executive compensation disclosed in our circular delivered in advance of the 2024 annual and special meeting.

Majority voting

You can vote *for*, or *withhold* your vote, from each nominated director.

According to our director qualification policy, directors who receive more *withheld* votes than *for* votes in an uncontested election have not received the support of shareholders, and must resign.

The governance and regulatory oversight committee will review the resignation and, unless there are exceptional circumstances, recommend that the board accept the resignation. The board will announce its decision about accepting the resignation in a press release within 90 days following the meeting. The board will accept the resignation unless there are exceptional circumstances. If the board does not accept the resignation, it will explain why. The director will not participate in these discussions.

The board can appoint another suitable director, or choose not to fill the vacancy until the next annual meeting, as long as it meets the requirements of our recognition orders, and the corporate and securities laws that apply to us.

Shareholder proposals

If you would like to present a shareholder proposal at our 2025 annual and special meeting, we would like to receive it by February 3, 2025, to be considered for next year's management information circular.

Send your shareholder proposal to:
Corporate Secretary
TMX Group Limited
100 Adelaide Street West, Suite 300
Toronto, Ontario M5H 1S3

Board Report on 2021 Amended Shareholder Proposal

At our annual and special meeting of shareholders held on May 12, 2021, we supported, and our shareholders approved, the Atkinson Foundation's amended shareholder proposal under which the board committed to reporting to shareholders on:

1. the development of internal programs and policies on equity, diversity and inclusion (ED&I), including those that encompass current and prospective Indigenous employees, and relationships with Indigenous communities;
2. our review of procurement from Indigenous-owned businesses, and those owned by other underrepresented groups, and establishing appropriate disclosure practices and objectives; and
3. our engagement with qualified Indigenous and other organizations to support this work so that these programs can be shown to meet standards that are appropriate for TMX Group and, wherever possible, aligned with commonly-used frameworks and to report in an ongoing way that supports investors' ability to determine the breadth, depth, and content of these programs.

As an organization headquartered in Canada and as a key player in Canada's capital markets ecosystem, Indigenous reconciliation is a priority for TMX Group. It is a commitment that we have made to our shareholders, and one that we are resolved to continuously move forward.¹ In keeping with our corporate purpose of 'making markets better and empowering bold ideas', we are committed to finding real-world, long-term solutions to bring more investment to Indigenous-owned businesses, lower barriers for Indigenous companies to become publicly traded, and make it easier for investors to find companies that uphold reconciliation within their corporate practices.

Set out below are a few examples highlighting our initiatives and activities in 2023.² This list is not exhaustive but meant to show the breadth and scale of Indigenous business development, community sponsorship and talent activities that contribute to our efforts around reconciliation:

- On March 7, 2023, John McKenzie and other company leaders hosted a broad range of stakeholders from across the country's mining ecosystem at the Canadian Mining Market Open, our showcase Prospectors and Developers Association of Canada event. Headlined by federal Natural Resources Minister Jonathan Wilkinson, the event brought together key government representatives from nearly every mining jurisdiction in Canada, including Indigenous groups, industry organizations and regulators.
- On June 16, 2023, John McKenzie welcomed leaders from the Métis National Council (MNC) to the TMX Market Centre where John and MNC President Cassidy Caron engaged in a conversation about the unique challenges facing Metis businesses and on how we might work together to create sustainable pathways for their participation in our markets.
- Indigenous business owners, entrepreneurs, advocates, allies, and financial service industry partners joined John McKenzie and other TMX Group leaders for the market open on June 27, 2023 in celebration of National Indigenous History Month. We also hosted the Indigenous Arts Market featuring talented Indigenous business owners, entrepreneurs, allies, and partners in a diverse showcase of culture and creativity.
- Cheryl Graden, our Chief Legal and Enterprise Corporate Affairs Officer and Corporate Secretary, participated in a "fireside-chat" event with guests Sarah Midanik, President and CEO, Downie Wenjack Fund and Heather Watts, Director of Education, Downie Wenjack Fund on Friday, September 29, 2023 in recognition of the 2023 National Day of Truth and Reconciliation.
- TMX Group sponsored, and representatives of TMX Group attended, the annual conference held by the Canadian Council for Aboriginal Business (CCAB). In 2022, we achieved Phase 1 of the CCAB's Progressive Aboriginal Relations (PAR) certification program and we are pleased to report that in 2023, we achieved Phase 2 of the PAR program through the actions and commitments that we have undertaken so far on our reconciliation journey. The PAR certification program provides third-party and independent evaluation of corporate performance in four key areas: leadership actions, employment, business development and community relationships.
- We hosted the inaugural TSX Indigenous Investor Day on October 24, 2023. The event connected entrepreneurs and businesses with potential investors and brought together industry-players to discuss strategies for growing Indigenous-led businesses, to the benefit of these businesses and investors, and ultimately, all Canadians.
- TMX Group partnered with the Indigenomics Institute to support their inaugural Indigenomics on Bay St event, which took place in Toronto from November 21 to 22, 2023 and brought together key players in capital markets that are committed to Indigenous economic reconciliation and to promoting impactful engagement for Indigenous businesses. Our involvement in this event builds on our established partnership with the Indigenomics Institute in support of the ongoing work to ignite the \$100 billion Indigenous economy.

- Company leaders engaged in workshops and conversations led by SVX, a financial services firm specializing in impact investing and, as part of a partnership with SVX, TMX Group is sponsoring the development of a comprehensive report and action plan co-created with Indigenous entrepreneurs, representatives from Indigenous economic organizations and capital providers to identify a set of actions that would facilitate Indigenous-led businesses' access to capital.
- We took steps to strengthen our approach to responsible procurement and supplier diversity at TMX Group. We engaged Mokwateh, an Indigenous-owned consultancy focused on helping clients bridge toward sustainable partnerships and shared economic prosperity. Mokwateh provide a guide to assist us with the development of an Indigenous procurement strategy and roadmap.
- The human resources committee oversaw the introduction of our Indigenous-related objectives into the individual objectives of our Senior Management Team. Please see "2023 compensation review - Short-term incentive plan - ESG and Incentive Design" on page 65 for a summary of how we increased the focus on ESG topics, including our work on Indigenous reconciliation, in senior management performance objectives and the short-term incentive plan.
- In 2023, TMX Group developed a strategy to implement Indigenous cultural awareness training for employees across the organization. The first phase, which is scheduled to take place in early 2024 will provide training to 30 leaders across the organization on the tools, knowledge and skills Version 23 required to engage with Indigenous communities in a way that is both authentic and respectful of Indigenous perspectives.
- We are in the process of formalizing our commitment to reconciliation by engaging our senior leaders in identifying areas of opportunity for TMX Group to create long-term sustainable change as well as defining our vision and commitments. These commitments will be documented in a Reconciliation Action Plan (RAP) that sets out measurable tasks that we will commit to over the next several years.
- We made several contributions to Indigenous organizations and communities, including: (i) \$40,000 to Canadian Feed the Children's core programs for Indigenous families in Canada; (ii) \$25,000 to the Gord Downie and Chanie Wenjack Fund, which contributes to reconciliation in Canada by supporting programs and events that serve to bring Indigenous and non-Indigenous peoples and communities together; and (iii) \$20,750 to the GreenWood Coalition's Addiction Recovery Program.

Canada's markets have an outstanding track record of helping visionary entrepreneurs and early-stage businesses raise growth capital, and enabling investors to participate in that growth— and TMX Group is committed to building on that track record, enabling more efficient access to underrepresented groups and emerging industries, long into the future. In November 2023, we were honoured to be recognized by the Governance Professionals of Canada for engagement related to our reconciliation work. Although we are pleased to report on our progress over the past year and proud of how far we've come, we know there is still much more we need to do. We recognize the importance of demonstrating leadership by developing our RAP using best practices and by thoughtfully progressing through this process. We will continue to expand our network and community outreach and we look forward to delivering on our commitments and to sharing our progress along the way.

¹ The initiatives and activities outlined in this section form part of our overall ED&I strategy at TMX Group and we encourage you to visit the Diversity section on page 25 of the circular to learn more about how we are working to advance diversity and inclusion at TMX Group.

² Please see our 2023 Management Information Circular for a summary of our initiatives and activities in 2022.

Governance

This section of our circular tells you about governance at TMX Group.

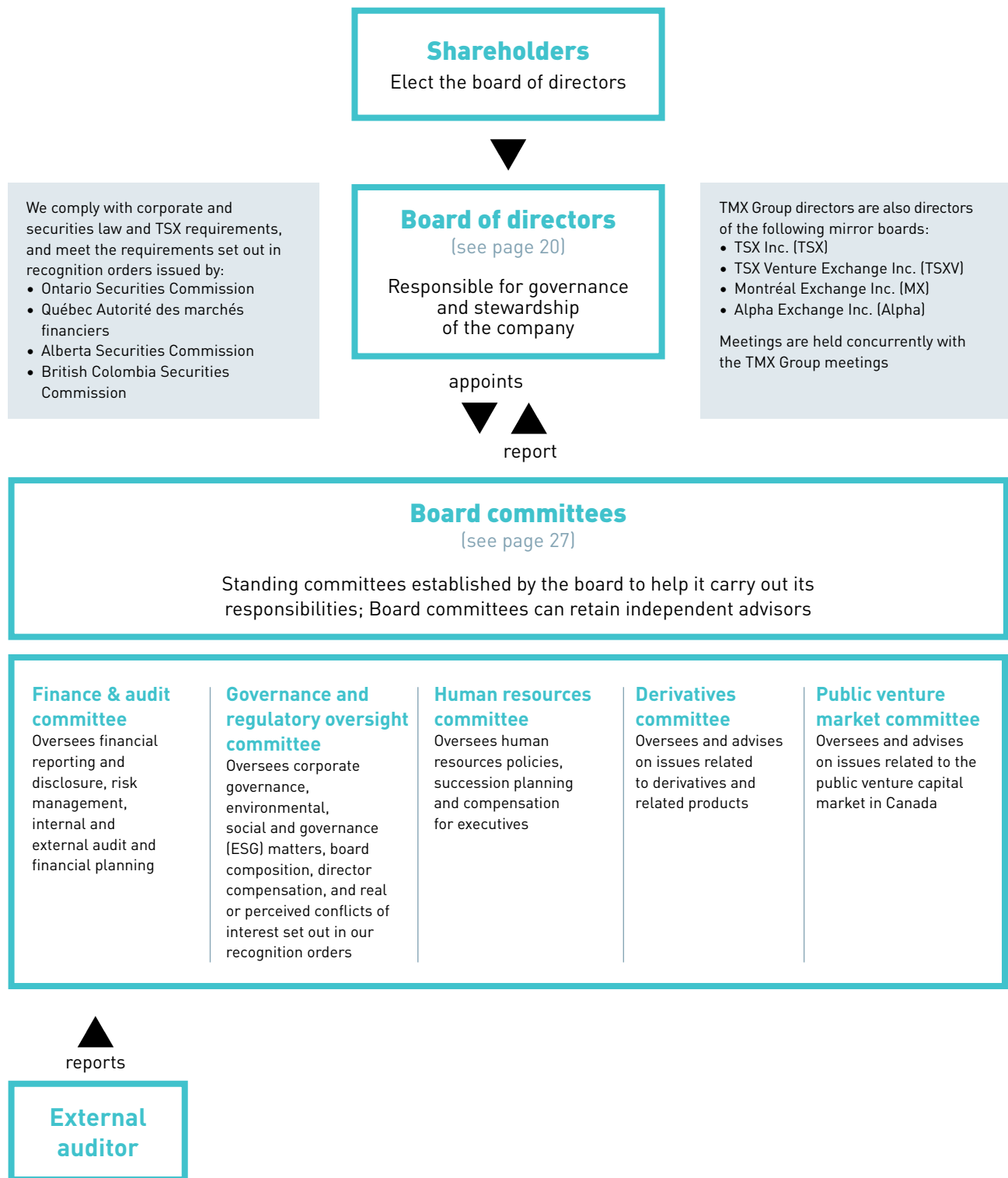
We believe that adopting and maintaining strong governance practices is fundamental to a well-run company, to the execution of our chosen strategies and our successful business and financial performance.

Our corporate governance practices are aligned with National Instrument 58-101 — *Disclosure of Corporate Governance Practices*, National Policy 58-201 — *Corporate Governance Guidelines*, and recognition orders issued by the Ontario Securities Commission, Québec's Autorité des marchés financiers, the Alberta Securities Commission and the British Columbia Securities Commission.

What's inside

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- 30** About TMX Group directors
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Our governance structure



Nominating directors to the board

The board needs directors who have a range of skills and qualifications, balanced by diversity criteria reflecting the communities in which TMX Group operates, including but not limited to gender, and other diversity characteristics including age, geographic background as well as Indigenous Peoples¹ and other under-represented groups, including racialized persons, people living with disabilities and members of the 2SLGBTQIA+ community (collectively with Indigenous Peoples, referred to as the “other diversity characteristics”).

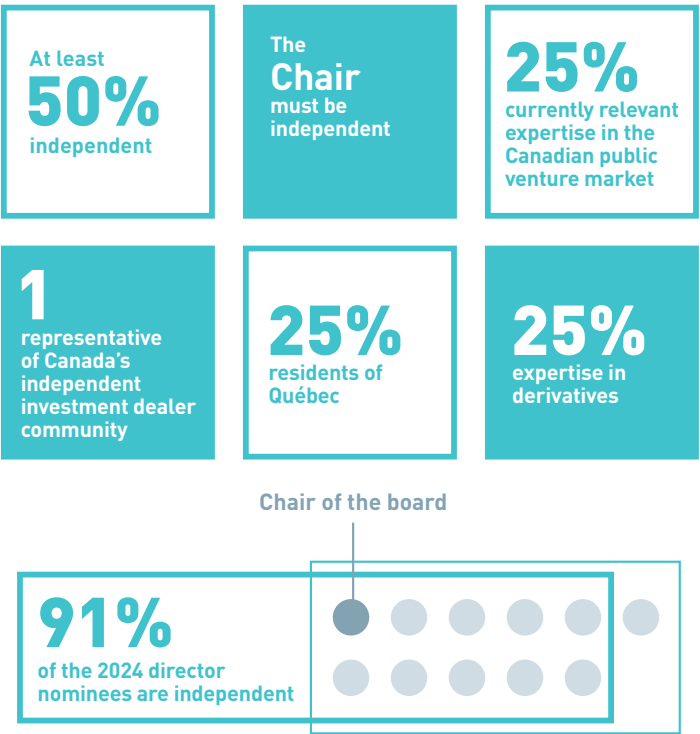
The board achieved and in 2024 continues to meet its goal of:

- at least one director reflecting other diversity characteristics, with two board members identifying themselves as West Asian and South Asian, respectively, representing 18% of the 2024 nominees; and
- at least 30% women. At this meeting there are four women nominees, representing 36% of the 2024 nominees.

The governance and regulatory oversight committee will recommend every year that the board adopt objectives for achieving the board diversity and inclusiveness goal set out in the board diversity policy, taking into account our unique regulatory obligations.

Recognition order requirements

We have to meet many different requirements for board composition stipulated by our recognition orders.



The means the director is independent withing the meaning of:

1. Section 1.4 of National Instrument 52-110 – *Audit Committees*
2. National Policy 58-201 – *Corporate Governance Guidelines*, and
3. Our recognition orders

In addition to the above requirements, a director is not independent if he or she has one of the following relationships with a TSX, TSXV, MX or Alpha market participant:

- is a partner, officer, director or employee of the market participant, or an associate of a partner, officer, director or employee of the market participant
- is a partner, officer, director or employee of a company affiliated with the market participant, and is actively or significantly engaged in the day-to-day operations of the market participant.

¹ “Indigenous Peoples” is defined as First Nations, Inuk and Métis.

Annual nomination process

Directors need to understand the complexity of our business and the industry we operate in, and have the skills and experience to make an effective contribution to the board. The right composition is critical for constructive discussion and effective decision-making. Please turn to page 30 to read more about how we choose directors for the board.

Governance and regulatory oversight committee

Reviews strategic and business objectives and confirms board nominees have the required skills

Reviews corporate and securities laws and our recognition order requirements

Reviews current directors and identifies any gaps

Reviews new board candidates

Recommends final list of nominees to the board

Board

Approves the list of nominated directors

Shareholders

Vote on the nominated directors at the annual meeting

Snapshot of the 2024 director nominees

The 11 nominees to this year's board have the right mix of skills and experience to guide the strategies and business operations of TMX Group. All of them have agreed to serve on our board.

The board meets our recognition order requirement

91%
independent

45%
expertise in derivatives

27%
residents of Québec

1
representative of
Canada's independent
investment dealer
community

36%
currently relevant
expertise in the Canadian
public venture market

Luc Bertrand

BA
Montréal, Québec
Director since
May 2011
Age 69
2023 vote: 98.96% FOR
2023 attendance: 100%



- ✓ Independent
- ✓ Resident of Québec
- ✓ Expertise in derivatives

Country of residence

Canada

Current position

- Corporate Director

Previous business experience

- Vice Chair, National Bank Group Inc. (2011-2023)
- Deputy Chief Executive Officer and director of TMX Group (2008-2009)
- President and Chief Executive Officer of Montréal Exchange Inc. (2000-2009)

Public company boards

Current

- 5N Plus Inc., chairman (since 2016)

Other boards

- CH Group/Montréal Canadiens, immediate past chairman

Equity ownership at March 6, 2024

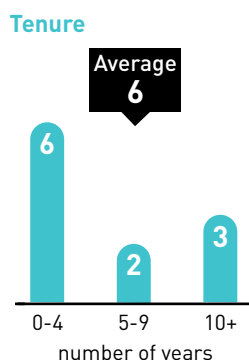
TMX Group shares: 3,025,000
TMX Group DSUs: 27,908
Equity at risk: \$105,896,618

Mr. Bertrand meets his equity ownership equity ownership requirement (see page 40).

Other key metrics

36%
women

60 years
average age



Equity ownership

Includes the value of shares and deferred share units (DSUs) the director beneficially owns or controls (including dividend equivalents):

- shares are valued at \$34.68, the closing price of our common shares on TSX on March 6, 2024.
- DSUs are valued at \$35.46 for DSU value, the average closing price of our common shares on TSX for the five trading days before March 6, 2024.

Turn to page 40 for more information.

**The board recommends you
vote FOR each nominee.**

**Nicolas
Darveau-Garneau**
MBA, B.MATH

Directors' Consortium
Los Gatos, California
Director since
September 2018
Age 55
2023 vote: 95.79% FOR
2023 attendance: 100%



✓ Independent

Country of residence

United States

Current position

- Corporate Director

Previous business experience

- Chief Growth and Strategy Officer, Coveo Solutions Inc. (AI-powered enterprise search solutions) (2022-2023)
- Chief Search Evangelist, Google LLC (2017-2022)
- Other positions at Google included Director, US Search Sales & Strategy (2016-2017), Director, Performance Advertising Sales (2014-2015), Head of Performance Advertising Sales (2012-2013), General Manager, Google Québec (2011-2012)
- Chief Executive Officer and Co-Founder **BigDeal.com** Inc. (2009-2011)
- Co-Founder, **Liquor.com** (2008 – present)
- Founder and Principal, NDG Ventures (2003-2009)
- Senior Equity Analyst, Sanford C. Bernstein (2001-2003)

Public company boards

Current

- iA Financial Corporation Inc. (since 2018), human resources committee
- McEwen Mining Inc. (since 2023)

Other boards

- Alida Communications Inc.

Equity ownership at March 6, 2024

TMX Group DSUs: 39,332
Equity at risk: \$1,394,713

Mr. Darveau-Garneau meets his equity ownership requirement (see page 40).

Martine Irman
BA, ICD.D, GCB.D,
Advanced
Management Program

Toronto, Ontario
Director since
November 2014
Age 59
2023 vote: 99.96% FOR
2023 attendance: 100%



✓ Independent
✓ Expertise in derivatives

Country of residence

Canada

Current position

- Corporate Director

Previous business experience

- Vice Chair, TD Securities (2000-2019)
- Senior Vice President, TD Bank Group (2000-2019)
- various positions in international treasury, capital markets and securities of TD Bank Group (1989-1999)
- various treasury positions of CCL Industries (1985-1989)

Public company boards

Current

- First National Financial LP (since 2022)

Other boards

- Ontario Teachers' Pension Plan
- Plan International Canada
- St. Michael's Hospital Foundation
- Export Development Canada, immediate past chair

Equity ownership at March 6, 2024

TMX Group DSUs: 36,979
Equity at risk: \$1,311,275

Ms. Irman meets her equity ownership requirement (see page 40).

Moe Kermani
Ph.D. Physics, M.Sc.

Vancouver, British
Columbia
Director since
September 2020
Age 53
2023 vote: 99.89% FOR
2023 attendance: 100%



✓ Independent
✓ Expertise in the Canadian
public venture market

Country of residence

Canada

Current position

- Managing Partner, Vanedge Capital Partners (venture capital fund)

Previous business experience

- Vice President, NetApp Inc. (2010-2012)
- President and CEO, Bycast Inc. (2000-2010)

Other boards

- Axine Water Technologies
- Echodyne Corp.
- Heavy AI
- Illusense Inc.
- Plotly Technologies Inc.
- xCures, Inc.
- Mojo Vision Inc.

Equity ownership at March 6, 2024

TMX Group DSUs: 26,456
Equity at risk: \$938,130

Mr. Kermani meets his equity ownership requirement (see page 40).

William Linton
FCPA, FCA, CA, B.Com

Toronto, Ontario
Director since
July 2012
Age 69
2023 vote: 98.51% FOR
2023 attendance: 100%



- ✓ Independent
- ✓ Expertise in the Canadian public venture market

Country of residence

Canada

Current position

- Corporate Director

Previous business experience

- Executive Vice President Finance and Chief Financial Officer of Rogers Communications (2005-2012)
- President and Chief Executive Officer of Call-Net Enterprises Inc. (2000-2005)
- Chair and Chief Executive Officer of Prior Data Sciences Inc. (1998-2000)
- Executive Vice President and Chief Financial Officer of SHL Systemhouse Inc. (1994-1997)
- Increasingly senior management roles at Rogers Communications (1978-1994), including Vice President, Finance and CFO of a subsidiary (1991-1994)

Public company boards

Current

- Empire Company Limited (since 2015), audit committee, corporate governance and nominating committee
- Deveron Corp (since 2020), chairman

Other boards

- CSL Group Inc.
- Forge First Master Holdings
- Openscreen Inc.
- TSX Trust Company, chair

Equity ownership at March 6, 2024

TMX Group DSUs: 105,864
Equity at risk: \$3,753,937

Mr. Linton meets his equity ownership requirement (see page 40).

Audrey Mascarenhas
M.ENG, B.Sc

Calgary, Alberta
Director since
May 2021
Age 63
2023 vote: 99.21% FOR
2023 attendance: 88%



- ✓ Independent
- ✓ Expertise in the Canadian public venture market

Country of residence

Canada

Current position

- President and CEO, Questor Technology Inc. (clean technology)

Previous business experience

- various other positions at Questor Technology Inc. (1999-2005)
- various positions – Gulf Canada Resources (1982-1999)

Public company boards

Current

- Questor Technology Inc. (since 2001)

Other boards

- Society of Petroleum Engineers Methane Technical Section
- Lazaridis Institute Global Advisory
- Schulich Industry Engineering Advisory Council

Equity ownership at March 6, 2024

TMX Group DSUs: 20,235
Equity at risk: \$717,533

Ms. Mascarenhas meets her equity ownership requirement (see page 40).

John McKenzie
MBA, BBA, CPA, CMA

Burlington, Ontario
Director since
August 2020
Age 51
2023 vote: 99.51% FOR
2023 attendance: 100%



- ✓ Not Independent
- ✓ Expertise in derivatives
- ✓ Expertise in the Canadian public venture market

Country of residence

Canada

Current position

- Chief Executive Officer, TMX Group

Previous business experience

- Other positions at TMX Group including Interim CEO, (2020), Chief Financial Officer (2016-2020), President, CDS (2015-2016), Chief Operating Officer, CDS (2013-2015), Vice President, Corporate Strategy and Development (2005-2013), Director, Corporate Development (2004-2005), and Director, Financial Planning & Analysis (2000-2004)

Other boards

- Accounting Standards Oversight Council
- Hamilton Health Sciences Foundation

Equity ownership at December 31, 2023

Mr. McKenzie meets his equity ownership requirement in his role as CEO (see page 58).

Monique Mercier

LLB, M. Phil, Ad. E.

Montréal, Québec

Director since

May 2022

Age 67

2023 vote: 98.32% FOR

2023 attendance: 100%

**Claude Tessier**

BA, CPA

Laval, Québec

Director since

September 2020

Age 60

2023 vote: 96.10% FOR

2023 attendance: 100%

**Eric Wetlaufer**

CFA, BA, ICD.D, GCB.D,

CCB.D

Newton Highlands,

Massachusetts

Director since

July 2012

Age 61

2023 vote: 98.86% FOR

2023 attendance: 100%



- ✓ Independent
- ✓ Resident of Québec

- ✓ Independent
- ✓ Resident of Québec
- ✓ Expertise in derivatives

- ✓ Independent
- ✓ Expertise in derivatives

Country of residence

Canada

Current position

- Senior Advisor, Bennett Jones LLP (law firm)
- Corporate Director

Previous business experience

- Executive Vice-President, Corporate Affairs, Chief Legal and Governance Officer of Telus Corporation (2014-2018)
- various other positions at Telus Corporation (2008-2014)
- various positions at Emergis Inc. (1999-2008)

Public company boards*Current*

- Alamos Gold Inc. (since 2019) human resources committee (chair), corporate governance and nominating committee, public affairs committee
- iA Financial Corporation Inc. (since 2019) audit committee, human resources committee
- Innergex Renewable Energy Inc. (since 2015) corporate governance committee (chair), human resources committee

Other boards

- Thoracic Surgery Research Foundation of Montréal

Equity ownership at March 6, 2024

TMX Group DSUs: 12,338

Equity at risk: \$437,505

Ms. Mercier has until May 2027 to meet her equity ownership requirement (see page 40).

Country of residence

Canada

Current position

- Corporate Director
- President, Acacia Capital Inc. (external consulting and private investment firm)

Previous business experience

- Chief Financial Officer, Alimentation Couche-Tard Inc. (convenience store and road transportation fuel retail) (2016-2023)
- President, IGA Operations (2012-2016)
- Senior Vice President, Finance & Strategic Planning, Sobeys Québec (2003-2012)

Public company boards*Current*

- CCL Industries Inc. (since 2023) audit committee, nominating and governance committee
- WSP Global Group Inc. (since 2023) audit committee

Equity ownership at March 6, 2024

TMX Group shares: 6,000

TMX Group DSUs: 21,117

Equity at risk: \$956,889

Mr. Tessier meets his equity ownership requirement (see page 40).

Country of residence

United States

Current position

- Managing Partner, TwinRiver Capital (global impact investment firm)
- Corporate Director

Previous business experience

- Senior Managing Director & Global Head of Public Market Investments, Canada Pension Plan Investment Board (2011-2018)
- Group Chief Investment Officer, International of Fidelity Management & Research (2005-2010)
- Co-Founder and Partner of Oxhead Capital Management
- Chief Investment Officer of U.S. Mid Cap and Specialty Growth, Putnam Investments
- Managing Director of Cadence Capital Management

Public company boards*Current*

- Niyogin Fintech (since February 2019)

Other boards

- Enterra Solutions
- Investment Management Corporation of Ontario

Equity ownership at March 6, 2024

TMX Group DSUs: 48,063

Equity at risk: \$1,704,314

Mr. Wetlaufer meets his equity ownership requirement (see page 40).

Ava Yaskiel

LLB, LL.M, ICD.D

Toronto, Ontario

Director since

May 2023

Age 60

2023 vote: 99.96%

2023 attendance: 100%



- ✓ Independent
- ✓ Representative of Canada's independent investment dealer community

Country of residence

Canada

Current position

- Senior Strategic Advisor (public and private sectors)
- Corporate Director

Previous business experience

- G7/G20 Deputy Minister of Finance & Associate Deputy Minister of Finance for Canada (2018-2021)
- Various roles, culminating in Partner, Global Head of Corporate, M&A and Securities, Norton Rose Fulbright (formerly Ogilvy Renault LLP) (1996-2018)
- Various roles culminating in Senior Legal Counsel (Acting Director) of the Office of the General Counsel, Ontario Securities Commission (1990-1996)

Other boards

- Plan Catalyst
- LockDocs Advisory Board

Equity ownership at March 6, 2024

TMX Group DSUs: 5,521

Equity at risk: \$195,775

Ms. Yaskiel has until May 2028 to meet her equity ownership requirement (see page 40).

About the TMX Group board

The board's primary responsibility is to provide governance and stewardship to TMX Group and to oversee our strategy, business operations and management.

Its responsibilities fall into seven categories:

1. Ethical culture
2. Strategic planning
3. Financial oversight and reporting
4. Risk oversight
5. Leadership and succession
6. Shareholder communication and engagement
7. Sustainability

The board has established five standing committees to help it carry out these responsibilities. The board approves the committee charters and the limits of authority it delegates to each committee. See page 27 for information about the committees and their priorities in 2023.

The board is also responsible for establishing practices that allow the board to function independently of management and non-independent directors. See page 32 for more information about board independence.

Non-management directors meet without management present at every board and committee meeting. From time to time, the directors who are not independent may be recused from meetings to allow for independent discussion about transactions and agreements those directors may have a material interest in.

About the chair

The chair of the board must be independent. The chair leads the board and works with the CEO to make sure the company fulfills its responsibilities to stakeholders, including meeting its mandate to operate in the public interest.

1. Ethical culture

The board actively promotes a culture of integrity with the goal of advancing high standards of ethical conduct. In this rapidly changing environment, the board is continuously looking for ways to improve our culture and work environment.

We expect all directors, officers and employees to behave in a way that is fair, honest, responsible and consistent with our core values of excellence, client focus, innovation, collaboration, respect and integrity.

Board and management set the tone at the top

Our recognition orders require us to take reasonable steps to make sure that every director and officer will perform their duties with integrity and in a manner that is consistent with TMX Group's public interest responsibilities. The board assesses the integrity of every new director and officer and their ability to create a culture of integrity at TMX Group. As part of this process, every new director and officer completes a personal information form and consents to searches being conducted so his or her personal information can be verified by TSX. In addition, TMX Group retains a third party to conduct investigative due diligence-based searches and analysis of potential reputation and integrity risks on proposed new director and officer nominees.

Charters and position descriptions

The board has written position descriptions for the chair of the board, the CEO, and the chair of each board committee.

These are set out in the board and committee charters: the board charter is on page 85, and the charter for each committee is on our website (tmx.com).

The board and its committees review their respective charters at least once a year.

How to get in touch with the board of TMX Group

You can reach the board by sending an email to TMXshareholder@tmx.com

Codes of conduct

We have two codes of conduct (one for the board and one for employees), which you can find on our website (tmx.com) and on SEDAR+ (sedarplus.ca). Compliance is mandatory and all directors, officers and employees have a responsibility to report violations of the codes. Violations can result in disciplinary action, including dismissal.

Everyone signs an acknowledgement every year that they have read, understood and complied with the code of conduct. Employees must also pass a test before they sign.

Board code of conduct	Emphasizes the importance of ethics in the promotion of a climate of honesty, truthfulness and integrity. Covers the obligations of a director, confidentiality and conflicts of interest, among other things.
Employee code of conduct	Emphasizes the importance of doing business ethically. Applies to all TMX Group officers and employees (which include consultants and independent contractors) and officers and employees of our subsidiaries, and covers confidentiality, conflicts of interest, supplier and client relationships and technology, among other things.

Conflicts of interest and related party transactions

The two codes of conduct cover potential conflicts of interest and require that all directors, officers and employees avoid situations that may result in a potential conflict. In the event a director, officer or employee finds themselves in a potential conflict situation, the codes require that the person disclose the nature and extent of his or her interest in writing or by requesting to have it entered in the minutes of the meeting. In the event of a conflict of interest, the person in question will leave the meeting when the issue is discussed and, in the case of a director will refrain from participating in any decision or action.

The governance and regulatory oversight committee is responsible for overseeing and monitoring compliance of the two codes, and authorizing any waiver granted to any director or executive officer in connection with the respective code. The committee will also cause an investigation of any reported violations of the board code of conduct and will oversee an appropriate response, including corrective action and preventative measures. Any director who violates the board code of conduct will face appropriate, case specific, disciplinary action.

In addition, directors and executive officers complete annual questionnaires and must disclose any real or potential conflicts of interest or related party transactions. These questionnaires assist TMX Group to identify and monitor potential conflicts or possible related party transactions. The board takes appropriate measures to ensure the exercise of independent judgment in considering transactions and agreements that a director or executive officer may have a material interest in.

There were no material conflicts of interests or related party transactions reported by the board, CEO or the executive leadership team in 2023. On occasion, directors recuse themselves from deliberations and approvals even when their interest is not material (or the transaction or contract is not material) to avoid even the perception that a conflict of interest may arise.

How we create an ethical culture

Board and management set the tone at the top

Codes of conduct set high standards:

- board code of conduct
- employee code of conduct

Board committees monitor compliance

Reports of violations are responded to impartially and without retaliation

Monitoring compliance

The board oversees compliance with the codes through three of its committees:

Board	• approves board and employee codes of conduct
Governance and regulatory oversight committee	• monitors director and officer compliance with the board code of conduct and the employee code of conduct, respectively, reviews violations and makes recommendations to the board for any disciplinary action • considers and grants any waivers from compliance with the board code of conduct and the employee code of conduct • reviews the board code of conduct annually • oversees conflict of interest policies and procedures related to our recognition orders • oversees reports of allegations of breaches of ethical conduct received through the whistleblower hotline (other than those complaints under the oversight of the finance and audit committee, as outlined below) or other means related to our recognition orders
Human resources committee	• oversees compliance of employee code of conduct • reviews the employee code of conduct annually
Finance and audit committee	• oversees any complaints about accounting, internal controls or auditing matters

Reporting violations

Directors who are aware of a breach of the board code of conduct must immediately notify either the corporate secretary or the assistant corporate secretary of TMX Group Limited, who will inform the chair of the governance and regulatory oversight committee within two days of receiving the report.

Employees may report violations of the employee code of conduct to their manager, the CEO, the chief internal auditor or a member of the senior management team, including the chief human resources officer and the chief legal and enterprise corporate affairs officer and corporate secretary. Employees may also report violations to the chair of the finance and audit committee or, if they prefer to remain anonymous, through our confidential third-party whistleblower service. All reports are investigated promptly, confidentially and impartially. The governance and regulatory oversight committee has not waived any aspect of the board code of conduct or the employee code of conduct and no material change reports related to the conduct of any director or executive officer have been filed (generally required for behaviour that represents a material departure from the board or employee code of conduct).

TMX Group's speaking up policy empowers each employee to speak up and ask questions, raise concerns and report (including on an anonymous basis with our independent third party whistleblower service), without fear of retaliation or unfair treatment, any wrongdoing, which includes:

- all known, observed or suspected misconduct or improper or unethical acts; or
- violations or potential violations of the employee code of conduct or our corporate policies, standards and procedures; or
- violations or potential violations of any applicable law, legal or regulatory obligation or requirement, including those under a recognition order.

2. Strategic planning

The board oversees the development and execution of our strategic plan.

Management, led by the CEO, prepares the corporate strategic plan and detailed operational plans every year, and presents them to the board at a dedicated strategic planning session. The board reviews and approves the plans, making sure they are consistent with the corporate vision and purpose and take into account the long-term and short-term opportunities and risks of the business with a view to creating long-term value for all shareholders and other stakeholders.

2023 priorities

In 2023, the board focused on accelerating our transformation:

- identifying opportunities to increase recurring revenue
- expanding our global footprint.

Throughout the year, the board oversees the implementation and effectiveness of the plans within the context of our risk appetite, by comparing our results to the targets set out in the plans and in annual performance objectives.

3. Financial oversight and reporting

The board provides financial oversight to ensure that the company uses its resources wisely and reports adequate, accurate, timely, balanced and fair financial information to shareholders.

The board is responsible for:

- approving annual operating and capital budgets
- reviewing operating and financial results against approved strategy, budgets and objectives
- confirming the integrity of the system of internal controls, which include internal control over financial reporting and disclosure controls and procedures
- reviewing and overseeing our compliance with audit, accounting and financial reporting requirements
- approving our financial statements and accompanying MD&A and earnings press releases

The finance and audit committee carries out certain of these activities on behalf of the board, working with our external auditor as appropriate. You can read about the finance and audit committee's activities in 2023 on page 27.

4. Risk oversight

The board oversees risk management by:

- making sure we have policies, processes and systems in place to identify and manage key enterprise risks and objective certainty
- approving our enterprise risk management policy (ERM policy)
- approving our risk appetite statements.

The finance and audit committee oversees the adequacy and operating effectiveness of TMX Group's Enterprise Risk Management (ERM) program. The enterprise chief audit and risk officer, heads the enterprise risk management group, has a reporting line to the chair of the finance and audit committee, reports regularly to the finance and audit committee and is a member of the executive operating and risk committee.

A culture of risk management

TMX Group recognizes that effective risk management is fundamental to our ability to drive long-term sustainable growth through the execution of our strategic and operational objectives.

Our approach to risk management addresses opportunities, uncertainties and threats to the successful achievement of our objectives rather than managing our risks in isolation. This approach does not change the risks faced by our organization. Instead, it anchors the risk management process to our objectives which ensures the integration of the enterprise's risks with objectives and performance and supports the proper allocation of resources across the enterprise.

Risk management is embedded into the organization in three ways:

Culture – The board, together with the CEO and senior management, has established an enterprise-wide ethical culture that values the importance of effective risk management in day-to-day business activities and decision-making, and encourages frank and open communication.

Accountability – Risk management is integrated into policies and internal processes. Responsibilities and levels of authority for risk-taking are clearly defined. Our business unit and corporate function leaders own TMX Group's strategic and operational objectives and therefore remain accountable for the effective management of risks assumed in their activities supported by the enterprise risk management and internal audit groups.

The board's annual risk review

Reviewing management's assessment of risks and objective certainty of top strategic and operational objectives enabling a view of key enterprise risks

Discuss new and emerging risks

Develop strategies to manage, monitor, report on and mitigate each identified risk

Process – TMX Group’s ERM team facilitates and supports our leaders in their pursuit of their objectives and ensures that an appropriate framework is in place to identify, assess, measure, manage, monitor and report on material risks that may impact TMX Group’s strategic and operational objectives. It is designed to ensure that objectives and risks across the organization:

- are transparent and well understood;
- are consistent with TMX Group’s accepted and approved level of risk appetite;
- appropriately balance risk and reward; and
- serve as inputs into the enterprise strategy formulation process.

Cybersecurity and Information Technology

Our processes and networks and those of our third-party service providers, participants, and our customers may be vulnerable to information security risks, including unauthorized access, computer viruses, theft of data, denial of service attacks, and other security issues. The board regularly reviews our cybersecurity and information technology program, strategy and planning. In addition, the finance and audit committee receives quarterly updates on cybersecurity. TMX Group has invested significant resources and maintains robust systems to protect against the threat of security breaches to prevent or limit reputational, regulatory and legal consequences of cyber attacks. TMX Group continues to monitor for trends and respond accordingly with the adoption of strategies, technologies (technology modernization initiatives) and practices such as increasing reliance on cloud based services, to prevent or limit the impact of cyber threats, including those caused by the increasing evolution of the cyber threat landscape and the sophistication of threat actors. We maintain robust systems to protect our processes and networks from cybersecurity threats. Our information security team, led by our Chief Information Security Officer, develops and manages our information security services, including cybersecurity oversight for IT and business operations, data management, application development and maintenance functions. We leverage and implement industry best practice security measures to address the cyber threat landscape, manage increased volumes, and changes in our trading, clearing, settlement and depository activities, and address customer demands for improved performance and security requirements. These measures also address protection from people who could wrongfully use our information or cause interruptions or malfunctions in our operations which could damage the integrity of our markets and data provision. In addition, our employees are exposed to quarterly phishing tests and must complete an annual security awareness training and quiz.

5. Leadership and succession

The human resources committee of the board oversees human resources policies, programs and overall organizational culture, and is actively engaged in succession planning and executive compensation.

The board appoints the CEO and approves the appointment of other senior executives. It also approves the CEO’s objectives, performance targets and compensation.

Succession planning

Succession planning is an important focus for management and the board. The human resources committee reviews, approves and reports to the board on the talent assessment and succession plans for the CEO and other executives, including the named executives, to support the attraction, identification, development and retention of a diverse, inclusive and talented workforce.

To understand TMX Group’s various talent segments, we use a disciplined talent review process, led by the human resources team, to assess all employees at the Director level and above.

We also develop succession plans for every executive and/or other critical roles. The outcome of the talent review is used to determine potential successors in four time segments: Ready Now, Ready in 1-3 years, Ready in 3-5 years and Ready in 5+ years. We also identify interim successors to mitigate against potential talent departure risks.

How we develop future leaders

Proactively assess talent and define succession gaps

Identify employees with leadership potential and challenge them

Review individual development needs and career objectives

Coach and enable talent to help them achieve their full potential

The human resources team presents its findings to the human resources committee, which approves and reports to the board on the talent assessment and succession plans for executive and/or other critical roles. The CEO presents their view on CEO successors to the committee but final approval of CEO succession rests with the full board.

Over the course of 2023, talent assessments and succession plans were reviewed and where required, approved by the human resources committee.

Diversity

TMX Group leaders are responsible for creating a culture of inclusiveness. We strive to have our leadership demographic profile reflect the profile of our industry as a whole, and we actively seek to ensure our workforce is representative of the communities we operate in.

Since establishing our long-term ED&I strategy in 2021, our employee-led ED&I Council has been developing and supporting the execution of programs and policies that support a diverse and inclusive workforce. In 2023, the Council established our 2023-2025 ED&I roadmap and was responsible for overseeing the continued execution of our strategy. Key accomplishments included a ½ day Inclusive Leadership in Action session with our Global Leadership Team, launching an enterprise-wide “Community Reflections” series to showcase the power of employee stories, and completing Phase 2 of the Progressive Aboriginal Relations (PAR) program.

Our ED&I strategy continues to focus on progressing balanced gender representation in the overall workforce (defined as 40% - 60% women or men), taking into account that identification is not just binary. We achieved this goal in 2021 and have maintained overall workforce representation of 40% of all positions held by women. Further we have a goal of at least 40% women in executive positions (both senior executives and other executives) by 2025. As at December 31, 2023, approximately 31% of executive positions were held by women – an increase from 29% in the previous year. We continue to focus on ensuring we have diverse candidate slates for executive level roles, and we are continuing to develop and advance women within the organization to support the achievement of our targets.

Positions held by women	Target (established in 2021)	Positions held by women at December 31, 2023
Senior executives	40% women by 2025	2 of 8 (25%)
Executives		13 of 42 (31%)
All other employees	40 to 60% women or men by 2025	694 of 1,739 (40%)

In 2023, we maintained our Gold parity-certified status through Women in Governance. The certification recognizes organizations that have achieved results by articulating a commitment to gender parity in the workplace, integrating it into the ecosystem of the organization and implementing mechanisms to achieve that commitment and sustain it over time.

In addition to the above, our strategy also focuses on enhancing representation across all groups, including Indigenous Peoples. Please see page 10 for an overview of our report to shareholders on our progress on the development of internal programs and policies that support Indigenous employees, businesses, communities and other stakeholders.

6. Shareholder communication and engagement

The board oversees shareholder communication and engagement.

Activities include:

- establishing the processes that management uses to make sure public disclosure is consistent, transparent, accurate, fair, balanced, regular and timely
- holding an annual ‘say on pay’ advisory vote to get feedback on executive compensation
- making sure TMX Group has a mechanism to receive other feedback from shareholders.

2023 engagement

In 2023, we met with investors at ten investment or industry conferences and attended meetings with investors from 26 cities.

We post our investor brochure from these events on our website, along with other disclosure documents.

We have a disclosure policy that sets out disclosure practices, names authorized spokespeople and helps ensure confidentiality. A disclosure committee made up of management ensures we comply with the disclosure policy and applicable regulations, evaluates whether information is material and reviews disclosure documents before final approval by the board (as necessary).

TMX Group executives host conference calls with investors and analysts every quarter after announcing our financial results. These calls are broadcast live, and we make audio archives available by telephone or webcast for several months. Our investor relations staff provides information to current and potential investors, responds to inquiries and tracks any feedback received. We encourage all shareholders to attend our meeting to hear updates and interact with management and board members.

Shareholders who would like to communicate with the board should send correspondence to the attention of the chair of the board, TMX Group Limited, 100 Adelaide Street West, Suite 300, Toronto, Ontario M5H 1S3 or by email at TMXshareholder@tmx.com.

7. Sustainability

The board oversees TMX Group's integration of sustainability and climate-related objectives into our enterprise strategy, business processes, operations and investment decisions. Board, committee and management's roles are outlined below.

Board of directors

- Ethical culture
- Short and long-term strategic planning
- Financial oversight and reporting
- Risk oversight
- Leadership and succession
- Shareholder communication

Board committees

Governance and regulatory oversight committee

- Board stewardship
- Board size and composition
- Director selection and orientation (including skills requirements)
- Director education
- Director independence
- Sustainability (including ESG reporting and ESG related risks)
- Climate transition planning
- Corporate governance policies and practices
- Real and perceived conflicts of interest

Finance and audit committee

- Internal controls and whistleblower complaints
- External audit
- Internal audit and assurance
- Risk management (including climate risk)
- Financial planning, investment opportunities, treasury activities and capital planning

Human resources committee

- Executive appointment and compensation
- Oversight of TMX Group ESG objectives relative to executive compensation
- Succession planning for the Chief Executive Officer and other senior executives
- Administration of compensation and benefits plans
- Oversight of ESG objectives and the assessment and selection of appropriate financial and non-financial performance metrics

2023 highlights

Released our fourth annual ESG report, which includes disclosure informed by and aligned with both the Sustainability Accountability Standards Board (SASB) and the Task Force on Climate-Related Financial Disclosure (TCFD). The report is available on our website.

Achieved carbon neutrality for our 2022 reported emissions

Introduced new products and services for issuers and investors to manage ESG exposures.

Advanced our ED&I program to foster a more diverse, inclusive workplace (see page 25).

Took important steps in our Indigenous reconciliation journey by achieving Phase 2 of the Progressive Aboriginal Relations certification program, which provides third party, independent evaluation of corporate performance in four key areas: leadership actions, employment, business development and community relationships.

Increased the focus on ESG topics in the short-term incentive plan by including specific individual and team-based ESG goals in the individual performance objectives for the CEO and senior executives (see page 65).

Board committees

The board's primary responsibility is to provide governance and stewardship to TMX Group and to oversee our strategy, business operations and management.

Finance and audit committee

Chair

Claude Tessier¹

Members

William Linton¹
Audrey Mascarenhas
Eric Wetlaufer
Ava Yaskiel

2023 meetings

5

96% attendance

100% independent

(according to National Instrument 52-110 – *Audit Committees* and our recognition orders)

100% financially literate

(as defined by the board, but at a minimum means that the director can read and understand a set of financial statements that are comparable in scope and complexity to our financial statements, which is consistent with the meaning set out in National Instrument 52-110 – *Audit Committees*)

¹Chartered Professional Accountant

Oversees

- Financial reporting and disclosure
- Internal controls and whistleblower complaints
- External audit
- Internal audit and assurance
- Risk management
- Financial planning, investment opportunities, treasury activities and capital plan
- Pension plans

Recent areas of focus

- Recommended the annual and interim financial statements and related management's discussion and analysis and media releases to the board for approval
- Reviewed significant judgments relating to:
 - the acquisition of VettaFi Holdings LLC
 - fair value of financial instruments
 - goodwill impairment
- Reviewed business plan, capital plan, normal course issuer bid and internal reorganizations
- Reviewed financing plan for the VettaFi Holdings LLC acquisition
- Reviewed amendments to TMX Group's revolving credit facility
- Reviewed disclosure controls and procedures and internal control over financial reporting
- Reviewed and monitored the project related to the modernizing clearing platform
- Reviewed the principles for management's process and use of non-GAAP measures
- Reviewed and approved the annual internal audit plan and monitored its execution
- Reviewed enterprise risk management activities and findings, risk management policy and risk appetite statements
- Reviewed independence and performance of our external auditor and approved the audit plan
- Reviewed and assessed management's reports on pension plan oversight
- Reviewed updates on cyber security
- Recommended amendments to its committee charter

Governance and regulatory oversight committee

Chair

William Linton

Members

Nicolas Darveau-Garneau

Audrey Mascarenhas

Monique Mercier

2023 meetings

5

100% attendance

100% independent

according to National Policy 58-201 – *Corporate Governance Guidelines* and our recognition orders]

Oversees

- Board stewardship
- Board size and composition
- Director selection and orientation
- Board compensation
- Director independence
- Environmental, social and governance oversight
- Corporate governance
- Real and perceived conflicts of interest in three areas:
 - ownership interests by marketplace participants with a representative on the board
 - increased concentration of ownership in the recognized exchange
 - profit-making objectives and public interest responsibilities.

Maintains appropriate conflict of interest policies and procedures, including overseeing reports of breaches or possible breaches of a recognition order requirement.

Recent areas of focus

- Reviewed the board and each committee charter
- Completed the evaluation and assessment of the board, its committees and each director
- Recommended approval of TMX Group's annual ESG report
- Received regular updates on sustainability
- Recommended the nominees to stand for election at the annual and special meeting of shareholders
- Concluded the recruitment process for an additional board member
- Oversaw the chair of the board succession process which began in 2022 and recommended the new chair to the board for approval in May 2023
- Reviewed the corporate governance practices in the circular and recommended it to the board for approval
- Recommended the composition of the board's committees
- Received regular updates on key governance and regulatory developments
- Reviewed the board orientation and education policy, employee trading policy, timely disclosure confidentiality and insider trading policy, director qualification policy and the board diversity policy
- Reviewed directors' and officers' insurance
- Reviewed conflict of interest policies and procedures and filed its annual report with the Ontario Securities Commission
- Reviewed the report of conflicts committee and approved the appointment of the independent committee members to the conflicts committee

Human resources committee

Chair

Eric Wetlaufer

Members

Nicolas Darveau-Garneau

Martine Irman

Moe Kermani

Monique Mercier

2023 meetings

5

100% attendance

100% independent

according to National Policy 58-201 – *Corporate Governance Guidelines* and our recognition orders)

Oversees

- Executive appointment and compensation
- Succession planning for the CEO and other senior executives
- Human resources policies for executives
- Administration of compensation and benefits plans

Recent areas of focus

- Reviewed peer group and compensation benchmarking
- Reviewed annual performance assessments of senior management and approved their compensation
- Reviewed the compensation discussion and analysis and recommended it to the board for approval
- Approved the 2023 compensation design and funding
- Recommended the CEO's compensation
- Reviewed high-potential talent management and succession planning
- Reviewed and approved executive officer appointments and organizational changes
- Reviewed talent, culture and respectful workplace policies
- Continued to evaluate the linkage between ESG priorities and executive pay
- Reviewed the short and long-term incentive plan designs, considering alignment with our strategy and pay for performance philosophy
- Reviewed Canadian benefits plan design
- Approved an Equity Recognition Program for certain employees below the Director level
- Approved changes to the Human Resources Committee charter to highlight the role of the Committee with respect to ESG matters.
- Oversight of ESG objectives and the assessment and selection of appropriate financial and non-financial performance metrics

Derivatives committee

Chair

Martine Irman

Members

Monique Mercier

Kevin Sullivan

Claude Tessier

Ava Yaskiel

2023 meetings

2

100% attendance

60%

with expertise in derivatives

Advises the board on

All policy issues and matters that are likely to have a significant impact on derivatives and related products of TMX Group and its subsidiaries.

Recent areas of focus

- Reviewed regular updates on the derivatives business
- Reviewed derivatives initiatives, including extended trading hours, developing multi-service graphical user interface to enhance the client experience and expanding the current suite of products to launch new equity, fixed income and other asset class products

Public venture market committee

Chair

Moe Kermani¹

Members

Audrey Mascarenhas¹

Kevin Sullivan¹

Ava Yaskiel

2023 meetings

2

100% attendance

¹ 75% of committee members with currently relevant expertise in the Canadian public venture market (as defined by our recognition order requirements)

Advises the board on

All policy issues and matters that are likely to have a significant impact on the public venture capital market in Canada.

Recent areas of focus

- Reviewed the national advisory committee's quarterly report on summarizing its activities and the activities of the local advisory committees
- Received regular updates on TSXV's business
- Reviewed TSXV's strategy to be the pre-eminent global platform for growing venture stage issuers
- Reviewed technology initiatives to redefine the issuer experience
- Reviewed updates on various policy initiatives

About TMX Group directors

The governance and regulatory oversight committee is responsible for recommending director candidates who understand the complexity of our business and the industry we operate in, and have the skills and experience to make an effective contribution to the board.

All TMX Group directors share several basic characteristics: they are thoughtful and act with integrity, they are held in high regard by their peers, and they interact easily with other board members and management. They have the time to be fully engaged in all of the board's activities, and are willing to participate fully and frankly in a way that encourages free and open discussion.

The governance and regulatory oversight committee reviews the composition of the board at least once a year against criteria in four categories:

- recognition order requirements
- corporate and securities law requirements
- areas of expertise that support company strategy
- diversity that supports healthy debate.

Our recognition orders include requirements for independence, certain industry experience, certain geographic diversity, as well as a requirement to ensure that TMX Group has policies and procedures under which we will (i) take reasonable steps to ensure that each director is a fit and proper person, and (ii) consider whether the past conduct of a director affords reasonable grounds to believe that the director will perform his or her duties with integrity and in a manner that is consistent with the public interest responsibilities of TMX Group.

The committee has identified 14 areas of expertise that are specifically related to our business strategy. These areas will evolve over time as we execute on our global growth strategy aimed at increasing our presence in key new markets around the world. The committee will also consider diversity criteria reflecting the communities in which TMX Group operates, including but not limited to the other diversity characteristics listed on page 14.

The committee uses a matrix built from these requirements to identify any gaps between the board composition and the company's strategic requirements every year. Filling those gaps is a key consideration in the selection of new directors.

The table on the next page shows our recognition order requirements and our required areas of expertise, along with the nominees who fill each category.

Recognition order requirements	Luc Bertrand	Nicolas Darveau-Garneau	Martine Irman	Moe Kermani	William Linton	Audrey Mascarenhas	John McKenzie	Monique Mercier	Claude Tessier	Eric Wetlaufer	Ava Yaskiel	TOTAL	
Independent (see page 32) Required: at least 50%	•	•	•	•	•	•		•	•	•	•	10	91%
Resident of Québec Required: at least 25%	•							•	•			3	27%
Expertise in derivatives Required: at least 25%	•		•				•		•	•		5	45%
Currently relevant expertise in the Canadian public venture market Required: at least 25%				•	•	•	•					4	36%
Additional areas of expertise													
CEO/Senior officer experience working as a CEO or senior officer for a major organization	•	•	•	•	•	•	•	•	•	•	•	11	100%
Governance/board experience as a board member of a major or public company organization	•	•	•	•	•	•	•	•	•	•	•	11	100%
Regulated company experience working in an organization regulated by government or regulatory bodies	•	•	•		•	•	•	•	•	•		9	82%
Technology experience in businesses heavily dependent on information technology	•	•	•	•	•	•	•	•	•	•		10	91%
Strategy experience driving strategic direction and leading the growth of an organization	•	•	•	•	•	•	•	•	•	•	•	11	100%
Financial/risk financial accounting and reporting, corporate finance, internal controls and risk management	•	•	•		•	•	•	•	•	•	•	10	91%
Mergers and acquisitions experience in major mergers and acquisitions	•	•	•	•	•	•	•	•	•	•	•	11	100%
Marketing experience in marketing in the capital markets	•	•	•	•		•	•			•		7	64%
Human resources experience in compensation, benefit and pension programs, legislation and agreements	•	•	•		•	•		•		•	•	8	73%
Energy experience in the energy markets	•	•	•			•	•	•	•	•		8	73%
Broker/dealer experience working in the capital markets at a broker/dealer	•	•	•			•				•		5	45%
Clearing experience in cash, derivatives or energy clearing	•	•	•				•			•		5	45%
International experience working in an organization with global operations	•	•	•	•		•	•	•	•	•	•	10	91%
Sustainability experience or knowledge in sustainability matters, environmental issues, climate risks and opportunities, social issues, equity, diversity and inclusion, corporate governance principles and practices	•	•	•	•	•	•	•	•	•	•	•	11	100%

Determining director independence

Independence for the board is defined by National Instrument 52-110 – *Audit Committees*, National Policy 58-201 — *Corporate Governance Guidelines* and our recognition orders.

The governance and regulatory oversight committee assesses each director's independence. Directors help with this by completing an annual questionnaire that asks for details about their relationship with TMX Group, other business relationships and shareholdings. Potential nominees being considered for the board also complete the questionnaire.

Status of the 2024 nominated directors

	Independent	Status
Luc Bertrand	Yes	
Nicolas Darveau-Garneau	Yes	
Martine Irman	Yes	
Moe Kermani	Yes	
William Linton	Yes	
Audrey Mascarenhas	Yes	
John McKenzie	No	TMX Group CEO
Monique Mercier	Yes	
Claude Tessier	Yes	
Eric Wetlaufer	Yes	
Ava Yaskiel	Yes	
Total	91%	

91% of this year's nominated directors are independent

That means the nominee is independent within the meaning of:

1. Section 1.4 of National Instrument 52-110 – *Audit Committees*
2. National Policy 58-201 — *Corporate Governance Guidelines*, and
3. Our recognition orders
A director is not independent if he or she has one of the following relationships with a TSX, TSXV, MX or Alpha market participant:
 - is a partner, officer, director or employee of the market participant, or an associate of a partner, officer, director or employee of the market participant
 - is a partner, officer, director or employee of a company affiliated with the market participant, and is actively or significantly engaged in the day-to-day operations of the market participant.

Director resignation

Directors are expected to submit their resignation to the board if their circumstances change, or if there are reasonable grounds to question their ability to act independently. The governance and regulatory oversight committee will consider the resignation and make a recommendation to the board about whether it would be in the best interests of TMX Group to have the director remain on the board.

Building a diverse board

The board derives strength from the diversity of thought represented by the variety of backgrounds, qualities, skills and experience of its directors. In identifying suitable candidates, the governance and regulatory oversight committee will consider independence, and experience as a CEO/senior officer or board member or in the following areas: governance, regulated company, technology, strategy, financial and risk, mergers and acquisitions, marketing, human resources, energy, broker/dealer, derivatives, clearing, public venture market, international business and sustainability. As well, the governance and regulatory oversight committee will consider any gaps in representation from geographic regions relevant to TMX Group's strategic priorities and take into account the legal and regulatory obligations for directors unique to TMX Group under its recognition order securities law requirements. Qualities such as integrity, good character and high regard in his or her community or professional field are expected of all board members.

The recognition orders applicable to TMX Group, TSX, TSX Venture Exchange Inc., and Alpha Exchange Inc. (each an Exchange) require the Exchange to (i) have policies and procedures under which it will take reasonable steps, to ensure that each director is a fit and proper person, and (ii) consider whether the past conduct of a director affords reasonable grounds to believe that the director will perform his or her duties with integrity and in a manner that is consistent with the public interest responsibilities of the Exchange (the Fit and Proper Test).

To support the Fit and Proper Test, the governance and regulatory oversight committee requires new nominees to the board to complete a personal information form using the Toronto Stock Exchange process administered by the Investigative Services Division. New nominees are also required to complete TMX Group's director questionnaire for potential directors administered by the General Counsel's Office of TMX Group. The governance and regulatory oversight committee will also retain a third party to conduct investigative due diligence-based background searches consisting of in-depth intelligence collection and analysis of potential reputation and integrity risks on new director nominees.

When identifying and considering qualified candidates for the board, the governance and regulatory oversight committee will also consider diversity criteria reflecting the communities in which TMX Group operates, including but not limited to the other diversity characteristics listed on page 14.

The board is committed to maintaining its board composition in which women comprise at least 30% of the board's directors. On an annual basis, the governance and regulatory oversight committee will recommend that the board adopt objectives for maintaining the board diversity and inclusiveness goal set out in the board diversity policy, taking into account our unique regulatory obligations.

Gender diversity

36%
women

Our board diversity policy includes gender diversity as a factor to be considered when determining board composition. The board committed to have at least 30%- women on the board.

This year’s nominees include four women, representing 36% of the nominees. We measure the effectiveness of our approach to gender diversity by tracking the number of women on the board every year.

Other diversity

18%
other diversity
characteristics

Our board diversity policy includes other diversity characteristics as a factor to be considered when determining board composition. The board achieved its goal to have at least one director reflect one of the other diversity characteristics by TMX Group’s 2022 annual meeting.

This year’s nominees include two directors who identified themselves as being ethnically diverse (one director identifies as West Asian and one director identifies as South Asian), representing 18% of the nominees.

Age and tenure

60 years
average age

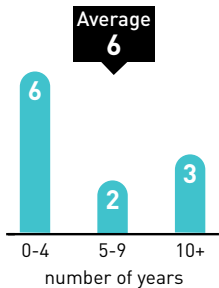
We believe that board renewal is in the best interests of TMX Group.

The board has a tenure limit of 12 years for directors appointed or elected to the board, to be served in one-year terms. Generally, a director would not be nominated for re-election at the annual meeting of shareholders following completion of their 12th year. The governance

and regulatory oversight committee can nominate a director who has reached the tenure limit for up to three additional one-year terms, if necessary to comply with regulatory requirements, to ensure a specific area of expertise is represented on the board, or if it is otherwise in the best interests of TMX Group.

In early 2023, the board amended the policy to introduce a tenure limit of five years for a person appointed chair of the board (to be served in successive one-year terms), regardless of the number of years served as a director. Under this policy, the governance and regulatory oversight committee can nominate the then-serving chair for up to three additional years (to be served in successive one-year terms).

Tenure

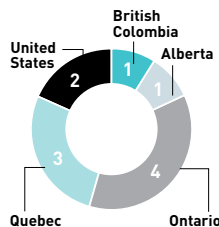


Geographic location

While our recognition orders require at least 25% of our directors to be residents of Québec, the governance and regulatory oversight committee also looks for representation from the other locations we operate in.

This year’s nominees are located in Alberta, British Columbia, Ontario, Québec and the United States.

Location



Attending meetings

2023 meeting attendance

There were 26 board and committee meetings in 2023. Directors attended 99% of all meetings, in aggregate.

Directors are expected to come fully prepared to every regularly scheduled board and committee meeting, as well as special meetings where possible (except in exceptional circumstances).

A director whose attendance falls below 75% must submit his or her resignation to the board. The governance and regulatory oversight committee will consider the resignation, and make a recommendation to the board about whether it would be in the best interests of TMX Group to have the director remain on the board.

2023 attendance

	Board	Derivatives committee	Finance and audit committee	Governance and regulatory oversight committee	Human resources committee	Public venture market committee	All board and committee meetings
Luc Bertrand	7/7	1/1				1/1	9/9 100%
Nicolas Darveau-Garneau	7/7			5/5	5/5		17/17 100%
Martine Irman	7/7	2/2	2/2		5/5		16/16 100%
Moe Kermani	7/7				5/5	2/2	14/14 100%
William Linton	7/7		5/5	5/5			17/17 100%
Audrey Mascarenhas	6/7		2/3	5/5		2/2	15/17 88%
Monique Mercier	7/7	2/2		5/5	2/2		16/16 100%
John McKenzie	7/7						7/7 100%
Kevin Sullivan	7/7	2/2				2/2	11/11 100%
Claude Tessier	7/7	2/2	5/5				14/14 100%
Eric Wetlaufer	7/7		5/5		5/5		17/17 100%
Charles Winograd ¹	3/3			3/3			6/6 100%
Ava Yaskiel ²	4/4	1/1	3/3			1/1	9/9 100%

¹ Mr. Winograd retired from the board on May 2, 2023.

² Ms. Yaskiel was elected to the board on May 2, 2023.

Serving on other public boards

1

There is one board interlock.

While we do not have a formal limit on the number of other public company boards a director can sit on, the governance and regulatory oversight committee looks at whether directors are overcommitted by keeping track of how many other public company boards our directors sit on.

The governance and regulatory oversight committee also looks at whether two or more board members sit on the same board of another public company (other than a TMX Group subsidiary), and will recommend to the board the best course of action if there is an issue.

After its review of this year's nominees, the governance and regulatory oversight committee recommended to the board and the board has determined that:

- none of this year's nominees is overcommitted
- while Ms. Mercier and Mr. Darveau-Garneau sit together on the iA Financial Corporation Inc. board, they continue to be able to exercise independent judgment as members of the board.

See the director profiles starting on page 15 for details about other boards the nominees sit on.

Director education

We make sure our directors understand our business and keep current on industry developments, the operating risk and regulatory environment, continuous disclosure obligations, accounting and financial reporting requirements and best practices in corporate governance.

The governance and regulatory oversight committee regularly reviews the content of our orientation and director education programs against current and emerging trends, corporate objectives and input from directors and management, and makes changes as necessary.

Orientation

Our orientation program for new directors is designed to help them understand TMX Group and their own responsibilities so that they can make a meaningful contribution as quickly as possible.

New directors receive a manual that includes extensive information about the business, our corporate strategy, priorities, financial performance and plans, risks and legal and regulatory requirements, as well as detailed information about the board and what we expect of our directors.

New directors also meet with the CEO and other members of the senior management team, and are invited to spend time with other senior leaders to deepen their knowledge of the company.

Continuing education

We organize presentations for directors and prepare written materials for them to read, tailoring the content to current issues and the specific needs of the board.

Continuing education is integrated into our board meetings, and directors may attend all committee meetings even when they are not sitting members as a guest. Directors receive a comprehensive package of information before every board meeting, committee meeting and strategic planning session. The board committees also deliver reports to the full board after each committee meeting. All of these materials are accessible on a permanent, secure extranet.

Directors also receive a daily news email with relevant information about the industry, and periodic reports and analysis of significant industry developments.

TMX Group staff regularly present to the board about different aspects of our business, and we arrange for third-party experts to present on specialized topics. The table below lists presentations our directors attended in 2023 as part of the continuing education program.

	Date	Presenter	Who attended
Artificial Intelligence	December 2023	Nicolas Darveau-Garneau	Full board
Artificial Intelligence at TMX	December 2023	Management	Full board

We also encourage directors to attend programs offered by others to keep up with developments in corporate governance, regulatory or industry matters and best practices relevant to their board and committee roles. They select the programs they believe will benefit them the most, and we reimburse them up to a set amount each year.

We pay for our directors to be members of the Institute of Corporate Directors, which gives them access to events, educational programs and publications. Directors are also invited to attend any seminars presented by TSX, TSXV, MX and CDCC.

Performance evaluation

The board has an annual process for evaluating its effectiveness and the effectiveness of the chair of the board, the board’s committees and individual directors.

The governance and regulatory oversight committee leads the annual assessment process, with input from all directors, using performance criteria the committee establishes together with the chair of the board.

Every director completes a self-assessment and a survey that seeks feedback on peers. This year the chair of the governance and regulatory oversight committee joined the chair of the board to interview every director one-on-one. The chair is interviewed by the chair of the governance and regulatory oversight committee. The interviews provide an opportunity to offer candid feedback on board effectiveness and to expand on the survey responses.

The chair of the board and chair of the governance and regulatory oversight committee shares feedback with each director individually as appropriate. The chair also discusses the results of the individual evaluations with the chair of the governance and regulatory oversight committee and reports summary findings to the committee and to the full board. The chair of the governance and regulatory oversight committee discusses the results of the chair of the board’s assessment survey with the committee and with the full board. The committee reviews the results of the assessments and recommends any changes it believes will improve the performance and effectiveness of the board.

Annual five-step assessment process
1. Written self-assessment
2. Peer evaluation survey
3. One-on-one interviews
4. Feedback shared individually and with the full board
5. Governance and regulatory oversight committee recommends any follow-up

How we pay our directors

Our director compensation program is designed to attract and retain highly qualified board members and to align their interests with those of our shareholders.

The board approves how much we pay our directors, and what form that compensation takes, to make sure compensation meets the program's objectives and reflects the responsibilities and risks of being a director.

The governance and regulatory oversight committee reviews director compensation levels every two years and makes recommendations for the board to consider. The committee typically retains external consultants to provide advice and benchmarks based on comparable companies.

Director compensation includes:

- an annual retainer for membership on the board (paid in a combination of cash and deferred share units (DSUs))
- an annual retainer for participating on board committees

	2023 (as of January 1, 2023)
Board retainer	
Chair of the board	
• cash	\$135,000
• DSUs	\$250,000
Directors	
• cash	\$60,000
• DSUs	\$120,000
Committee retainers	
Committee chairs	
• Finance and audit committee	\$35,000
• Human resources committee	\$30,000
• Governance and regulatory oversight committee	\$25,000
• Other committees	\$20,000
Committee members	
• Finance and audit committee	\$15,000
• Human resources committee	\$15,000
• Governance and regulatory oversight committee	\$15,000
• Other committees	\$10,000
Travel fee (if return air travel time exceeds six hours)	\$1,500

About DSUs

A DSU is a notional share that has the same value as one TMX Group common share, and therefore has the same upside and downside risk. DSUs earn additional units as dividend equivalents at the same rate as dividends paid on our shares.

Our directors redeem DSUs for cash only after they leave our board. The redemption value depends on the market value of our shares at that time.

Changes to director compensation in 2023

After retaining independent consultant Southlea Group LP (Southlea) in 2022 to review director compensation at the companies in our comparator group, the governance and regulatory oversight committee recommended and the board approved an increase to the board and committee retainers noted in the table below. See page 56 for Southlea's fee details.

The changes took effect on January 1, 2023.

Director compensation table

The table below lists all compensation earned by our directors in 2023.

Director fees include payment for services the directors provide as directors of the TMX Group board and the boards of TSX, TSXV, MX and Alpha.

All other compensation includes additional fees several directors earn for serving on the boards or committees of other subsidiaries (see below for details).

	Annual fees		Committee retainers		All other compensation	Total compensation	Allocation of annual fees	
	Board retainer	DSUs	chair	member			paid in cash	taken as DSUs
Luc Bertrand	\$110,000	\$250,000	\$6,667	\$3,333	\$33,000	\$403,000	\$33,000	92%
Nicolas Darveau-Garneau	\$60,000	\$120,000	–	\$30,000	–	\$210,000	–	100%
Martine Irman	\$60,000	\$120,000	\$13,333	\$20,000	\$26,667	\$240,000	–	100%
Moe Kermani	\$60,000	\$120,000	\$20,000	\$15,000	\$6,667	\$221,667	–	100%
William Linton	\$60,000	\$120,000	\$25,000	\$15,000	\$115,833	\$335,833	\$164,167	51%
Audrey Mascarenhas	\$60,000	\$120,000	–	\$35,000	–	\$215,000	–	100%
John McKenzie (not paid)	–	–	–	–	–	–	–	–
Monique Mercier	\$60,000	\$120,000	–	\$31,667	\$16,666	\$228,333	\$27,083	88%
Kevin Sullivan	\$60,000	\$120,000	–	\$20,000	–	\$200,000	–	100%
Claude Tessier	\$60,000	\$120,000	\$35,000	\$10,000	\$6,667	\$231,667	\$55,833	76%
Eric Wetlaufer	\$60,000	\$120,000	\$30,000	\$15,000	–	\$225,000	\$26,250	88%
Charles Winograd	\$56,250	–	–	–	–	\$56,250	–	100%
Ava Yaskiel	\$40,000	\$120,000		\$23,333	\$6,667	\$190,000	\$35,000	82%

All other compensation includes fees for sitting on boards and committees of the following TMX Group subsidiaries :

	MX rules and policies committee / TSX and Alpha rules committee	MX self-regulatory oversight committee	TSX Trust Company board	BOX Holdings Group, LLC and BOX Options Market, LLC board	Total
Luc Bertrand				\$33,000	\$33,000
Martine Irman	\$20,000	\$6,667			\$26,667
Moe Kermani	\$6,667				\$6,667
William Linton	\$3,333		\$112,500		\$115,833
Monique Mercier	\$3,333	\$13,333			\$16,666
Claude Tessier		\$6,667			\$6,667
Ava Yaskiel	\$6,667				\$6,667

Equity ownership

To align the interests of our directors with those of our shareholders, we require directors to own three times their annual retainer in TMX Group equity.

That means directors have to own at least \$540,000 (\$1,155,000 for the chair) in equity, represented by a combination of shares and DSUs. This requirement was increased on January 1, 2023, from \$510,000 for directors.

Until they meet this requirement, directors have to receive at least 50% of their annual director compensation in the form of DSUs. Unless otherwise noted, they have five years from the time they joined the board to meet the requirement.

The table below shows the value of the shares and DSUs each director held as at March 6, 2024. We calculated the value as follows:

- *TMX Group shares*: we used the closing price of our shares on TSX on March 6, 2024 (\$34.68)
- *DSUs*: we used the weighted average trading price of our shares on TSX for the five trading days ending on March 6, 2024 (\$35.46)

All of the directors meet their equity ownership requirement with the exception of Ms. Mercier, who has until May 2027, and Ms. Yaskiel who has until May 2028.

as of March 6, 2024	2023		2024		Change		Value at March 6, 2024	Meets ownership requirement
	TMX Group shares (#)	DSUs (#)	TMX Group shares (#)	DSUs (#)	TMX Group shares (#)	DSUs (#)		
Luc Bertrand	3,025,000	14,365	3,025,000	27,908	–	13,543	\$105,896,618	yes
Nicolas Darveau-Garneau	–	31,075	–	39,332	–	8,257	\$1,394,713	yes
Martine Irman	–	27,590	–	36,979	–	9,389	\$1,311,275	yes
Moe Kermani	–	18,125	–	26,456	–	8,331	\$938,130	yes
William Linton	–	97,290	–	105,864	–	8,574	\$3,753,937	yes
Audrey Mascarenhas	–	12,285	–	20,235	–	7,950	\$717,533	yes
Monique Mercier	–	5,255	–	12,338	–	7,083	\$437,505	no
Claude Tessier	6,000	14,470	6,000	21,117	–	6,647	\$956,889	yes
Eric Wetlaufer	–	39,980	–	48,063	–	8,083	\$1,704,314	yes
Ava Yaskiel	–	–	–	5,521	–	5,521	\$195,775	no

Compensation

This section of our circular describes executive compensation at TMX Group, including how we design and oversee our executive compensation program and how we link executive pay to our long-term success.

Our five named executives for 2023 were:

- John McKenzie, Chief Executive Officer
- David Arnold, Chief Financial Officer
- Jayakumar (Jay) Rajarathinam, Chief Operating Officer
- Luc Fortin, President and Chief Executive Officer, Montréal Exchange (MX) and Global Head of Trading
- Peter Conroy, Chief Executive Officer, TMX Trayport

All of the named executives were members of the TMX Group Senior Management Team on December 31, 2023.

Having your say on executive pay

We want to make sure you understand how we pay our executives, and why, before you vote at the 2024 annual and special meeting. Last year, 93.07% of votes cast voted FOR our approach to executive compensation.

Please read through this section of the circular, and if you have questions about our executive compensation program or the pay decisions for 2023, you can reach us at:

(888) 873-8392 (toll-free)

TMXshareholder@tmx.com

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Compensation discussion and analysis

2023 Overview

TMX Group is an innovation story with a proud 170-year history at the forefront of industry progress. TMX Group's story is written by the tremendous people, past and present, who have held tightly to a primary commitment: to serve clients and stakeholders across our markets with excellence and integrity. It is a story of leadership and strategic vision, rooted in purpose: to make markets better and empower bold ideas.

In 2023, we took definitive steps to strengthen TMX Group's ability to deliver modern solutions to a growing global client base, highlighted by the acquisition of VettaFi Holdings LLC, a U.S.-based indexing, digital distribution, and analytics company, completed in January 2024. TMX Group reported record revenue, driven by double-digit gains from our Global Solutions, Insights and Analytics segment, including TMX Trayport and TMX Datalinx, and Derivatives Trading and Clearing, excluding BOX. The increases were partially offset by lower revenue from capital raising activity, and Equities and Fixed Income Trading, due to challenging market conditions.

Looking ahead, we are focused on executing TMX Group's proven long-term sustainable growth strategy, and innovating across our diverse business to make markets better for stakeholders around the world.

Key financials

in millions of dollars	December 31, 2022	December 31, 2023	change
Revenue	\$1,114.9	\$1,194.1	+7%
Operating expenses	\$592.1	\$654.1	+10%
Income from operations	\$522.8	\$540.0	+3%
Earnings per share (diluted)	\$1.94	\$1.28	-34%
Adjusted earnings per share (diluted)	\$1.43	\$1.46	+2%

As reported in our audited annual consolidated financial statements for the year-ended December 31, 2023, other than adjusted earnings per share (diluted) which is a non-GAAP ratio. Please see *Non-GAAP measures* in our Annual Management's Discussion and Analysis for more information [available at www.tmx.com and www.sedarplus.ca].

Key initiatives and accomplishments

TMX Group made meaningful progress in advancing its global growth strategy through a number of expansion initiatives, including:

Capital Formation:

Venture Forward: TSXV launched a new initiative called "Venture Forward" in June 2022 to advance the evolution of our market by seeking out ways to reduce the barriers and burdens to access public venture capital, expand the global issuer and investor base, and grow the overall ecosystem. As part of the first stage of the initiative, detailed feedback was gathered from issuers, investors, advisors, and other representatives from across our stakeholder community on how Canada's unique public venture ecosystem can take action to innovate, adapt and evolve. Building on this feedback, the next phase of Venture Forward was announced in June 2023, and outlines our commitments over the coming years. In addition to four key commitments to support new companies and investors to enter our ecosystem, we are making six additional commitments designed to enhance TSXV's position as the global leader in supporting the success of small and medium-size public companies.

Equities and Fixed Income Trading and Clearing:

Canadian Collateral Management Service: In May 2023, we announced our collaboration with Clearstream Banking S.A. (Clearstream), the international central securities depository of Deutsche Börse, to launch the Canadian Collateral Management Service (CCMS). The CCMS is a market driven, innovative solution that optimizes and automates collateral across various exposure types.

U.S. Expansion: In October 2023, we announced our plan to expand our equities trading business into the U.S. markets. In 2023, a key hire was onboarded to lead the initiative, and development of the technology has begun.

Alpha-X and Alpha DRK: In August 2023, TSX Alpha Exchange (Alpha) received regulatory approval to introduce two new order books on Alpha: One being visible, also referred to as a “lit order book” (Alpha-X) and the other being non-visible, also referred to as a “dark order book” (Alpha DRK). The introduction of the new order books provides platforms on which TMX Group can introduce innovative trading solutions, such as Smart Limit and Smart Peg orders, that help clients optimize their trading. The new order books were launched in Q4/23.

Global Solutions, Insights and Analytics (GSIA):

TMX Trayport:

Global Power Offering: We continue to make progress on TMX Trayport’s global power strategy. In North America, TMX Trayport continues to build on its partnership with Nodal Exchange and is working closely with participants to deliver specific market requirements and build liquidity.

TMX Datalinx:

Term CORRA: In September 2023, the Term CORRA benchmark was launched. Term CORRA, a forward looking term rate, replaces CDOR in loans and associated derivative hedges and is derived from transactions and executable bids and offers from CORRA interest rate futures traded on the Montréal Exchange. Term CORRA is produced and managed by CanDeal Benchmark Administration Services Inc. as the benchmark administrator and with TMX Datalinx providing the licensing and distribution capabilities. This partnership to deliver the Term CORRA benchmark is another step in advancing our Index and Benchmark strategy as well as our additional core content.

VettaFi Acquisition: In January 2023, we made a strategic minority investment in VettaFi Holdings LLC, (TMX VettaFi) and added to our holdings in April 2023, taking us to approximately 22% of its common units. On January 2, 2024, we completed the acquisition of the remaining approximately 78% common units in VettaFi. TMX VettaFi is a U.S.-based, data, analytics, indexing, digital distribution, and thought leadership company. TMX VettaFi cultivates an industry-leading, data-driven platform, built to empower and educate the modern financial advisor, asset manager and institutional investor.

TMX Group also continued to advance the organization’s talent and culture initiatives and long-term sustainability objectives:

- Achieved Phase 2 of the Progressive Aboriginal Relations (PAR) program;
- Maintained Gold parity-certified status through Women in Governance;
- Awarded GTA’s Top Employer for the third year in a row;
- Working with leading ESG data and analytics providers, the TMX ESG Data Hub delivers data to global clients in support of ESG integration in investment decision-making processes. This includes tracking climate action plans, quantifying impact, screening companies and proxy controversies, following news and events and performing corporate peer analysis;
- Developed an integrated sustainability strategy;
- Recognized by the Governance Professionals of Canada for stakeholder engagement related to our reconciliation work.

Executive compensation at a glance

Executive compensation at TMX Group is carefully designed to link executive pay with our business strategy, organizational culture, company and individual performance and shareholder returns – all within a well-defined risk framework. It balances short-term and longer-term awards to make sure we meet annual objectives while continuing to provide shareholder value over the longer term.

2023 compensation program

The human resources committee oversees compensation, including compensation design, decision-making, risk, policies and programs.

TMX Group's 2023 financial results reflected strong year-over-year performance in many of our key business areas. Although we did not meet the challenging transaction-based revenue and income from operations targets that we set for ourselves under the short-term incentive plan for 2023, we significantly exceeded on our recurring revenue target, in alignment with our overall business strategy. As a result, our scorecard was 109% of target.

The committee did not make significant changes to the design of our compensation program in 2023, but did modify performance weights and ranges within our incentive plans. For our short-term incentive program, we increased the weight of recurring revenue to 20% (from 15%) and reduced the weight on transactional revenue to 10% (from 15%), to focus on driving sustainable, recurring revenue. We also widened the performance ranges (threshold and maximum) for transactional revenue and income from operations to reflect the inherent volatility of these measures. We adjusted the 2023 long-term incentive mix to have a greater portion of long-term incentives tied to performance, in alignment with our pay for performance philosophy. For executives, the committee adjusted the 2023 long-term incentive mix to increase the weighting of PSUs to 60% (from 50%), and reduced the weighting of RSUs to 20% (from 30%). Options continued to be weighted at 20% for 2023.

2023 compensation decisions

- **Salaries** (page 64) – increased for all named executives to support continued market competitiveness.
- **Short-term incentives** (page 66) – aggregate performance was above the targets that drive our short-term incentive plan funding, resulting in short-term incentive awards that were above target for all named executives.
- **Long-term incentives** (page 69) – were granted at target for the named executives. Two named executives received an off-cycle grant of restricted share units for retention purposes related to our post-trade modernization project.
- **Vested 2021 long-term incentive awards** (page 70) – paid out higher than grant values, aligned with the increase in our share price over the past three years – however for performance share units, our relative total shareholder return performance against the S&P/TSX Composite Index was slightly less than the index, resulting in a 98.1% of target multiplier.

Our compensation philosophy

Be competitive

Executives earn competitive pay when corporate and individual performance meet established objectives

Pay for performance

Executives earn more when our performance is high, and less when our performance is low

Align with shareholders

Long-term incentive plan payouts are directly linked to our share price performance

Be well governed

Executive compensation is overseen by a committee with the right expertise, using a process that demonstrates high standards of good governance

Manage risk

Compensation risk is identified, measured and managed within acceptable risk tolerance

Be easily understood

We want our stakeholders to understand how we pay our executives, and why

2023 vote:
93.07 % FOR our
approach to executive
compensation.

2023 actual compensation snapshot

	Salary	Short-term incentive	Long-term ³ incentive	2023 compensation	Percent at risk	Compared to target
John McKenzie Chief Executive Officer (CEO)	\$800,000	\$1,308,000	\$2,000,000	\$4,108,000	81%	2.7%
David Arnold Chief Financial Officer (CFO)	\$430,000	\$398,395	\$537,500	\$1,365,895	69%	2.5%
Jay Rajarathinam¹ Chief Operating Officer (COO)	\$555,000	\$756,188	\$979,000	\$2,290,188	76%	15.8%
Luc Fortin² President and Chief Executive Officer, Montréal Exchange (MX) and Global Head of Trading	\$435,000	\$592,688	\$737,250	\$1,764,938	75%	12.7%
Peter Conroy Chief Executive Officer, TMX Trayport	\$390,000	\$391,560	\$429,000	\$1,210,560	68%	7.0%

¹ Jay Rajarathinam's long-term incentive includes an additional RSU award of \$250,000 that was awarded in May 2023, for retention purposes related to our post-trade modernization project.

² Luc Fortin's long-term incentive includes an additional RSU award of \$150,000 that was awarded in May 2023, for retention purposes related to our post-trade modernization project.

³ Long-term incentive awarded in 2023.

2023 and 2024 compensation decisions

The committee reviews the executive compensation program every year, including the design features of the short-term and long-term incentive plans against competitive market practices, our pay for performance philosophy, and our long-term business strategy.

Long-term incentive pay mix

In alignment with our pay for performance philosophy, the committee adjusted the 2023 long-term incentive mix for executives to increase the weighting of PSUs to 60% (from 50%), reducing the weighting of RSUs to 20% (from 30%). Options continued to be weighted at 20%. No changes have been made to the long-term incentive program in 2024.

Short-term incentive

For the TMX Group Scorecard for 2023, the financial metrics for revenue (recurring and transactional) and operating income were retained as the key measures for plan funding. We did, however, make the following changes to the measure weights based on our long-term business strategy and the volatility of scorecard results:

- Increased the weight of recurring revenue to 20% (from 15%) and reduced the weight of transactional revenue to 10% (from 15%), to focus on driving sustainable, recurring revenue.
- Widened the performance range (threshold and maximum) for transactional revenue and income from operations, to better reflect the inherent volatility of these measures and wider range of outcomes we've experienced as we diversify and expand our business.

See page 65 for full detail and our results.

In 2024, the committee approved a change to the measurement of recurring and transaction revenue and income from operations for short-term incentive plan funding purposes. Beginning in 2024, results will be assessed on a constant currency basis in order to remove the impact of foreign exchange fluctuations on enterprise short-term incentive plan funding.

Linking ESG objectives and executive compensation

ESG is fundamental to TMX Group's long-term sustainability as both an organization and as an operator of global capital markets. Over the past few years, we have increased the focus on ESG topics in the short-term incentive plan by including specific individual and team-based ESG goals in the individual performance objectives for the CEO and each senior executive. For 2023, the committee monitored the company's progress and performance on ESG initiatives throughout the year, and performance against all objectives, including those related to ESG, were considered in determining the short-term incentive awards for each senior executive. The committee continues to monitor ESG performance and will continue to enhance the link between ESG and executive compensation as necessary. See page 65 for additional detail on our ESG objectives in 2023.

Target compensation for the named executives

For 2023, target compensation was increased for the named executives in line with competitive market compensation levels. See the profiles starting on the next page for information about 2023 and 2024 compensation decisions for each named executive.

2023 compensation decisions

John McKenzie

Chief Executive
Officer

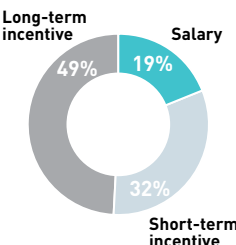
John McKenzie is responsible for the overall leadership of TMX Group and the establishment of the long-term strategy to drive sustainable performance, consistent with the interests of all stakeholders, including shareholders, clients, and employees.

In 2023, John led the organization in taking definitive steps to strengthen TMX Group's ability to deliver modern solutions to a growing global client base, highlighted by the initial investment and subsequent acquisition of the remaining interest in TMX VettaFi, a U.S.-based indexing, digital distribution, and analytics company, on January 2, 2024. TMX Group reported year-over-year revenue growth of 7%, resulting in record revenue of \$1.19B, driven by double-digit gains from our Global Solutions, Insights and Analytics segment, including TMX Trayport and TMX Datalinx, and Derivatives Trading and Clearing, excluding BOX.

Under John's leadership, TMX Group made meaningful progress in advancing its global growth strategy through a number of expansion initiatives, including a collaboration with Clearstream Banking S.A. to launch the Canadian Collateral Management Service, extending TMX Trayport's global footprint in North America via our partnership with Nodal Exchange, launching two new execution quality order books, Alpha X and Alpha DRK.

John and his leadership team also continued to advance the organization's talent initiatives, including achieving Phase 2 of the Progressive Aboriginal Relations (PAR) program, maintaining Gold parity-certified status through Women in Governance and being awarded a GTA's Top Employer for the third year in a row. The organization remained committed to its sustainability objectives, launching an ESG-data hub to deliver data to global clients in support of ESG integration in investment decision-making processes and leading by example, ranking in the 90th percentile in the S&P Global Corporate Sustainability Assessment.

2023 actual compensation mix



Total direct compensation

	2022 actual	2023 target	2023 actual	2024 target
Salary	\$750,000	\$800,000	\$800,000	\$824,000
Short-term incentive	\$765,000	\$1,200,000	\$1,308,000	\$1,236,000
Long-term incentive				
• PSUs	\$750,000	\$1,200,000	\$1,200,000	\$1,483,200
• RSUs	\$450,000	\$400,000	\$400,000	\$494,400
• Options	\$300,000	\$400,000	\$400,000	\$494,400
Total	\$3,015,000	\$4,000,000	\$4,108,000	\$4,532,000
At risk		80%	81%	82%

2023 compensation

John's salary was increased to \$800,000 and his long-term incentive target was increased from 200% to 250% of base salary to better align with competitive market data. His 2023 long-term incentive was awarded at the new target (\$2,000,000) on February 15, 2023. His 2023 short-term incentive was paid at 109% of his target award (\$1,308,000) – see page 67.

Effective January 1, 2023, he no longer participated in the defined benefit component of the TMX Group pension plan, but did participate in the defined contribution component, as described on page 79.

2024 compensation

John's salary was increased to \$824,000 and his long-term incentive target was increased from 250% to 300% of base salary to better align with competitive market data, and continuing a shift to a greater percentage of incentive compensation in long-term vehicles. His 2024 long-term incentive was awarded at the new target (\$2,472,000) on February 14, 2024.

CEO compensation aligned with shareholder value

Our compensation program is designed to align CEO compensation with the experience of our shareholders. As a result, a significant portion of CEO compensation is designed to be at risk, including long-term incentives, which are structured to deliver compensation based on our share price performance and total shareholder returns over various performance cycles.

John McKenzie was appointed CEO on August 17, 2020, following his term as interim CEO from January 10, 2020 to August 16, 2020. The table below compares the total direct compensation for his four full years as CEO (including his interim role) to the actual value of that compensation as at December 31, 2023. It also compares what he has earned with what our shareholders have earned over the same time periods.

For comparison, both CEO total direct compensation and the value earned by shareholders have been indexed to \$100. Overall, TMX Group's shareholder return has increased at double the rate of CEO compensation (36% vs. 18%).

CEO total direct compensation

Change in value of \$100 investment during the year

Compensation year	CEO pay	Value as of December 31, 2023	Measurement period	CEO pay	Shareholders
2023	\$4,108,000	\$4,485,505	Jan 1, 2023 to Dec 31, 2023	\$109	\$121
2022	\$3,015,000	\$3,576,011	Jan 1, 2022 to Dec 31, 2023	\$119	\$131
2021	\$4,286,250	\$5,091,671	Jan 1, 2021 to Dec 31, 2023	\$119	\$136
2020	\$3,234,920	\$4,019,417	Jan 1, 2020 to Dec 31, 2023	\$124	\$156
Average	\$3,661,043	\$4,293,151		\$118	\$136

CEO pay includes the total direct compensation awarded each year (salary, short-term incentive award and long-term incentive grant value).

Value includes the realized and realizable value of total direct compensation in 2023, as of December 31, 2023.

Realized value includes:

- salary and short-term incentive award paid (which is a blend of CFO, interim CEO cash allowance/short-term incentive and CEO pay for 2020)
- the value of the 2021 RSUs and PSUs that vested December 31, 2023 (paid February 2024), 2020 RSUs and PSUs that vested December 31, 2022 (paid February 2023), and the three tranches of his 2020 one-time RSU award, which vested on December 31, 2020 (paid January 2021), on December 31, 2021 (paid January 2022) and on December 31, 2022 (paid January 2023).

Realizable value includes:

- the value of outstanding RSUs and PSUs that were awarded, calculated using \$30.02 (the weighted average trading price of a common share for the 30 trading days immediately preceding December 31, 2023), and assuming a performance factor of 100% for PSUs
- the in-the-money value of options outstanding, using \$32.05 (the closing price of a common share on December 31, 2023).

David Arnold

Chief Financial Officer

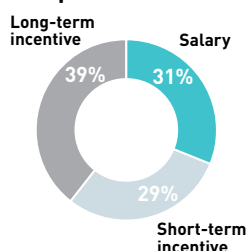
David Arnold is responsible for leading the company's finance function, including strategic financial planning and reporting, investor relations, operational administration, expense and risk management and joint oversight for strategy, corporate development, integration and innovation.

In 2023, David and his team supported the execution of a number of enterprise growth plans, including securing funding for our US expansion plans. From a corporate development perspective, David and his team supported the acquisition and subsequent sale of SigmaLogic in early 2023 and the successful acquisition of the remaining ~78% stake of TMX VettaFi on January 2, 2024, including securing US\$1 billion in committed bank financing to close the transaction. Further, the team supported the continued integration of Wall St. Horizon.

David and his team also focused on process optimization, leveraging technology tools to enhance reporting and streamline finance operations. This included a refresh of the automation pipeline for Transaction Services, billing modernization initiatives and a number of improvements to the budgeting and forecasting processes, including enhanced analytic capabilities.

David and his team delivered on a number of investor-focused initiatives in 2023 leading to a reduction in TMX Group's P/E multiple gap of 3.1x compared to global peers and growth in TMX Group's share ownership outside of Canada to 27%. Earlier in the year, TMX Group successfully implemented a five-for-one stock split of TMX Group common shares effective at the close of business on June 13, 2023.

2023 actual compensation mix



Total direct compensation

	2022 actual	2023 target	2023 actual	2024 target
Salary	\$400,000	\$430,000	\$430,000	\$430,000
Short-term incentive	\$220,000	\$365,500	\$398,395	\$387,000
Long-term incentive				
• PSUs	\$325,000	\$322,500	\$322,500	\$348,300
• RSUs	\$195,000	\$107,500	\$107,500	\$116,100
• Options	\$130,000	\$107,500	\$107,500	\$116,100
Total	\$1,270,000	\$1,333,000	\$1,365,895	\$1,397,500
At risk		68%	69%	69%

2023 compensation

David's salary was increased to \$430,000 and his short-term incentive target was increased from 80% to 85% of base salary to better align with competitive market data. His 2023 long-term incentive was awarded at target (\$537,500) on February 15, 2023.

His 2023 short-term incentive was paid at 109% of his target award (\$398,395) – see page 67. David chose to defer 100% of his 2023 short-term incentive into DSUs.

2024 compensation

David's short-term incentive target was increased from 85% to 90% and his long-term incentive target was increased from 125% to 135% of base salary to better align with competitive market data, and continuing a shift to a greater percentage of incentive compensation in long-term vehicles. His 2024 long-term incentive was awarded at the new target (\$580,500) on February 14, 2024. David's target incentive mix is 40% short-term and 60% long-term compensation.

In addition to his annual long-term incentive award, he also received an additional RSU award of \$50,000 related to exceptional performance contributions to enterprise strategy and corporate development initiatives. This award will vest on December 31, 2024.

Jay Rajarathinam

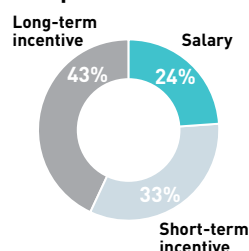
Chief Operating
Officer

As Chief Operating Officer, Jay is responsible for oversight of TMX Group's data and analytics business, TMX Datalinx, as well as enterprise technology and operations and joint oversight for strategy, corporate development and innovation. In early 2024, Jay's role was also expanded to include oversight of TMX VettaFi.

In 2023, Jay and his respective teams led a number of strategic investments and acquisitions to expand TMX Group's benchmark and index capabilities, including the acquisition of and subsequent sale of SigmaLogic in 2023 and the strategic investment and subsequent acquisition of TMX VettaFi on January 2, 2024. Further, Jay and the TMX Datalinx team executed a partnership with CanDeal Benchmark Administration Services Inc. to launch the Term CORRA benchmark, advancing our additional core content, alongside six new indices including the S&P/TSX Energy Transition Materials Index.

With respect to technology and operations, Jay and his team delivered technology solutions that enabled key growth initiatives including the launch of Alpha X and Alpha DRK order books, Canadian Collateral Management Service, and the continued development of TMX Trayport's cloud-based Joule 2.0 architecture.

2023 actual compensation mix



Total direct compensation

	2022 actual	2023 target	2023 actual	2024 target
Salary	\$530,000	\$555,000	\$555,000	\$595,000
Short-term incentive	\$500,000	\$693,750	\$756,188	\$684,250
Long-term incentive				
• PSUs	\$331,250	\$437,400	\$437,400	\$589,050
• RSUs	\$198,750	\$145,800	\$145,800	\$196,350
• Options	\$132,500	\$145,800	\$145,800	\$196,350
Total	\$1,692,500	\$1,977,750	\$2,040,188	\$2,261,000
At risk		72%	73%	74%
Other Awards¹			\$250,000	

¹ For 2023, Jay was awarded an additional RSU grant in addition to his long-term incentive award (see below for details).

2023 compensation

Jay's salary was increased to \$555,000 in May 2023, retroactive to January 1, 2023. His long-term incentive target was increased from 125% to 135% of base salary and his 2023 long-term incentive was awarded at the original target level (\$729,000) on February 15, 2023.

Effective May 15, 2023, Jay was awarded an additional RSU award in the amount of \$250,000 for retention purposes related to our post-trade modernization project. This award will vest on the earlier of the post-trade modernization project completion or April 15, 2026.

His 2023 short-term incentive was paid at 109% of his target award (\$756,188) – see page 67.

2024 compensation

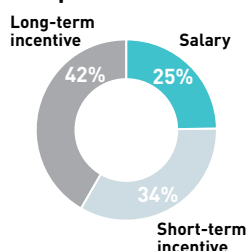
Upon the expansion of Jay's role to include oversight of TMX VettaFi, his 2024 compensation was adjusted to more closely align with competitive market data for U.S.-based executives, and continuing a shift to a greater percentage of incentive compensation in long-term vehicles. Jay's salary was increased to \$595,000, his short-term incentive target was decreased from 125% to 115% and his long-term incentive target was increased from 135% to 165% of base salary. His 2024 long-term incentive was awarded at the new target (\$981,750) on February 14, 2024. Jay's target incentive mix is 40% short-term and 60% long-term compensation.

In addition to his annual long-term incentive award, he also received an additional RSU award of \$50,000 related to exceptional performance contributions to enterprise strategy and corporate development initiatives. This award will vest on December 31, 2024.

Luc Fortin

President and Chief Executive Officer,
MX and Global Head of Trading

2023 actual compensation mix



Luc Fortin is responsible for leading growth and new product development across all TMX Group markets, including derivatives, fixed income, equities trading, and post-trade, and delivering a best-in-class experience to our global trading clients.

In 2023, Luc and his team delivered against a key milestone in our global growth strategy, commencing our US expansion initiative focused on an execution quality equities marketplace alongside the launch of two new order books – Alpha X and Alpha DRK – in Canada. Luc and his team also launched the Canadian Collateral Management Service (CCMS), a market driven innovative solution that optimizes and automates collateral across various exposure types. The CCMS is live where onboarding of early adopter clients is underway to support the first transactions for the initial phase of CCMS in Q2, 2024.

Within derivatives trading and clearing, Luc and his team progressed the transition from Canadian Dollar Offer Rate (CDOR) to Canadian Overnight Repo Rate Average (CORRA), with full cessation scheduled for June 2024.

Luc and his team continued to focus on the delivery of our CDS modernization project, working closely with industry participants to revise the modernization timelines to accommodate the change in standard settlement cycle from two days (T+2) to one day (T+1), communicated by Canadian regulators in 2023.

Total direct compensation

	2022 actual	2023 target	2023 actual	2024 target
Salary	\$425,000	\$435,000	\$435,000	\$450,000
Short-term incentive	\$365,000	\$543,750	\$592,688	\$517,500
Long-term incentive				
• PSUs	\$265,625	\$352,350	\$352,350	\$445,500
• RSUs	\$159,375	\$117,450	\$117,450	\$148,500
• Options	\$106,250	\$117,450	\$117,450	\$148,500
Total	\$1,321,250	\$1,566,000	\$1,614,938	\$1,710,000
At risk		72%	73%	74%
Other Awards¹			\$150,000	

¹For 2023, Luc was awarded an additional grant of RSUs in addition to his long-term incentive award (see below for details).

2023 compensation

Luc's salary was increased to \$435,000 and his long-term incentive target was increased from 125% to 135% of base salary to better align with competitive market data. His 2023 long-term incentive was awarded at the new target (\$587,250) on February 15, 2023.

Effective May 15, 2023, Luc was awarded an additional RSU award in the amount of \$150,000 for retention purposes related to our post-trade modernization project. This award will vest on the earlier of the post-trade modernization project completion or April 15, 2026.

His 2023 short-term incentive was paid at 109% of his target award (\$592,688) – see page 67.

2024 compensation

Luc's salary was increased to \$450,000, his short-term incentive target was decreased from 125% to 115% and his long-term incentive target was increased from 135% to 165% of base salary to better align with competitive market data, and continuing a shift to a greater percentage of incentive compensation in long-term vehicles. His 2024 long-term incentive was awarded at the new target (\$742,500) on February 14, 2024. Luc's targeted incentive mix is 40% short-term and 60% long-term compensation.

Peter Conroy

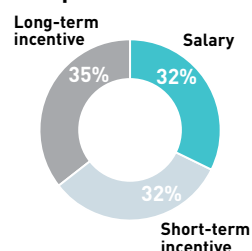
Chief Executive Officer,
TMX Trayport

Peter Conroy is CEO of Trayport Limited, a wholly owned subsidiary of TMX Group. TMX Trayport is the primary connectivity network and data and analytics platform for European wholesale energy markets. As its CEO, Peter is responsible for the general management of the business and driving strategy to achieve continued growth.

In 2023, Peter and his team continued to make progress on TMX Trayport's global power strategy and working closely with participants to deliver specific market requirements and build liquidity. In 2023, approximately 4% to 5% of TMX Trayport's revenue was from North American sources. In addition, the team further expanded in Japanese power markets, onboarding additional broker clients throughout 2023.

Peter and his team also focused significant investment in the re-architecture of TMX Trayport's core aggregation technology, in order to deliver improved performance, security and reliability of TMX Trayport's core offerings and support the continued growth and innovation of services.

2023 actual compensation mix



Total direct compensation

	2022 actual	2023 target	2023 actual	2024 target
Salary	\$375,000	\$390,000	\$390,000	\$390,000
Short-term incentive	\$250,000	\$312,000	\$391,560	\$390,000
Long-term incentive				
• PSUs	\$187,500	\$257,400	\$257,400	\$351,000
• RSUs	\$112,500	\$85,800	\$85,800	\$117,000
• Options	\$75,000	\$85,800	\$85,800	\$117,000
Total	\$1,000,000	\$1,131,000	\$1,210,560	\$1,365,000
At risk		66%	68%	71%
Other Awards¹	\$100,000			

¹For 2022, Peter was awarded an additional grant of RSUs in addition to his long-term incentive award.

2023 compensation

Peter's salary increased to \$390,000 and his long-term incentive target increased from 100% to 110% of base salary to better align with competitive market data. His 2023 long-term incentive was awarded at the new target (\$429,000) on February 15, 2023.

His 2023 short-term incentive was paid at 126% of his target award (\$391,560) – see page 67.

2024 compensation

Peter's short-term incentive target was increased from 80% to 100% and his long-term incentive target was increased from 110% to 150% of base salary to better align with competitive market data, continuing a shift to a greater percentage of incentive compensation in long-term vehicles. His 2024 long-term incentive was awarded at the new target (\$585,000) on February 14, 2024. Peter's targeted incentive mix is 40% short-term and 60% long-term compensation.

Share performance and executive pay

The graph below compares our total cumulative shareholder return over the past five years with the cumulative total return of the S&P/TSX Composite Index. It assumes \$100 was invested in our common shares and in the Index on December 31, 2018, and that dividends were reinvested during the five year period.

The graph also shows total direct compensation paid to the named executives in each year, also indexed to \$100 for comparison. This includes:

- salary paid
- short-term incentive paid
- grant value of long-term incentives awarded
- currency allowance paid to former CEO in 2018
- interim CFO and interim CEO compensation paid in 2020 and 2021.

It does not include one-time sign-on awards, pensions or 'all other compensation' as disclosed in the summary compensation table.

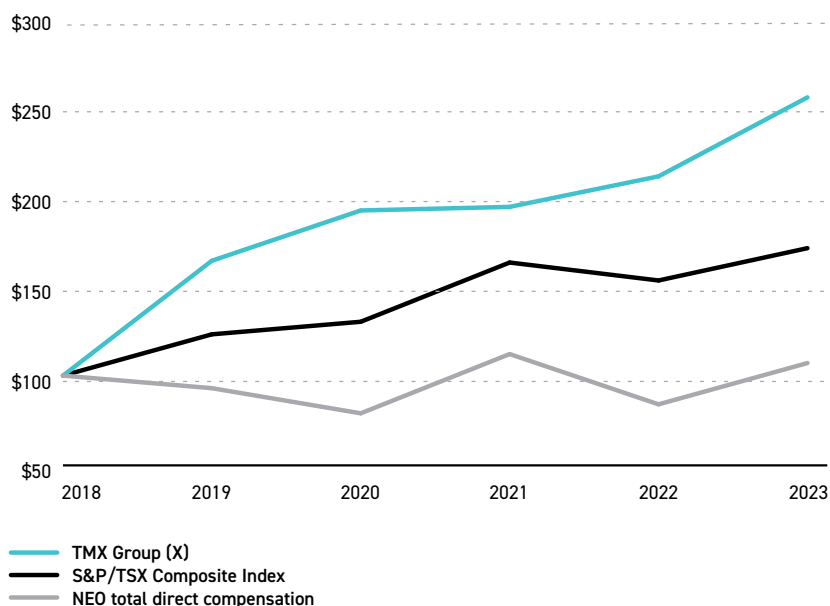
For comparability year over year, we include the active CEO, CFO and three most highly compensated named executives as of December 31 of each year. For 2020 and 2021, interim CFO compensation was included.

TMX Group's share price has outperformed the S&P/TSX Composite Index since 2018. At the same time, what our executives earn – which includes long-term incentive awards that are directly linked to our share price – has increased slightly and at a significantly lower rate than our share price performance.

The human resources committee and the board believe that the executive compensation program provides competitive pay, aligns executives' interests with those of our shareholders, reflects good governance practices, aligns with our risk profile and is easily understood.

Total shareholder return

(as of December 31)



as of December 31	2018	2019	2020	2021	2022	2023
TMX Group (X)	\$100	\$164	\$192	\$194	\$211	\$255
S&P/TSX Composite Index	\$100	\$123	\$130	\$163	\$153	\$171
Total direct compensation paid to the named executives	\$100	\$93	\$79	\$112	\$84	\$107

For comparability year over year, we include the active CEO, CFO and three most highly compensated named executives as of December 31 of each year. For 2020 and 2021, interim CFO compensation was included.

Linking pay to performance

Our short-term incentive plan is tied to measures that are directly linked to our financial performance and corporate strategy. Our scorecard in 2023 continued to be comprised of 100% financial goals, with two key measures that drive share price: income from operations and revenue (both recurring and transaction revenue). See page 65 for details. Our short-term incentive results have changed significantly year-over-year which has directly impacted named executive pay – for example our 2021 short-term incentive payout was notably above target at 181%, however in 2022 was well below target at 68%. We have made changes to the short-term incentive plan to reduce the inherent volatility of the financial measures. See page 65 for additional details.

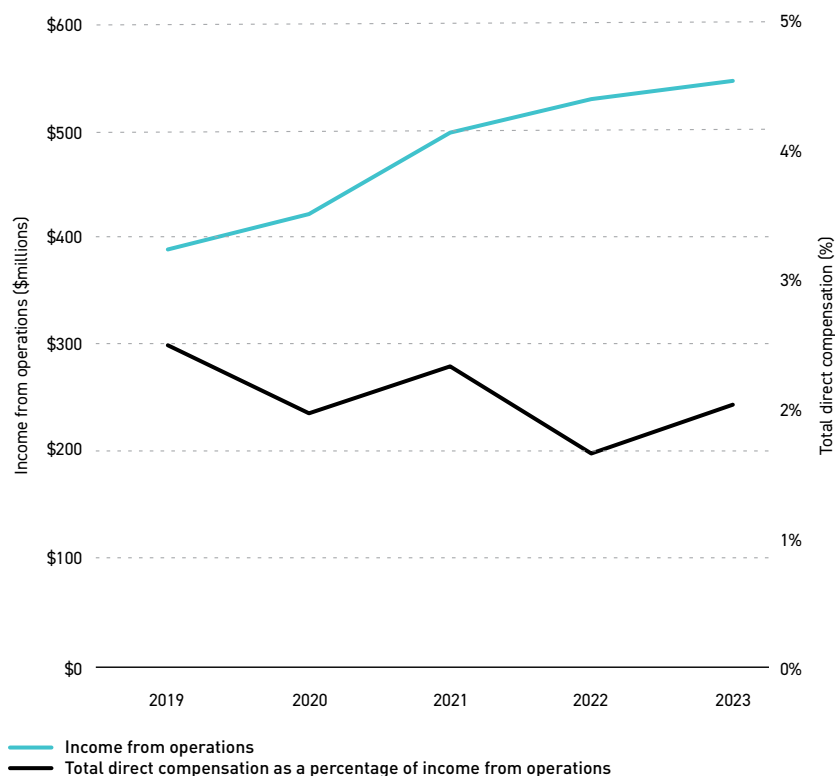
A large part of executive compensation is awarded as long-term incentives linked to our share price performance. The value of outstanding long-term incentive awards changes in proportion to the change in our total shareholder return. See page 68 for details.

To align their interests with those of our shareholders, the named executives have to own equity in TMX Group. The equity ownership requirement varies by level (see page 40).

To encourage business decisions that are in the long-term interests of TMX Group and its shareholders, the CEO is required to maintain his minimum equity ownership requirement for 12 months after retirement, resignation or termination without cause.

Pay for performance analysis

(as of December 31)



as of December 31	2019	2020	2021	2022	2023
Income from operations (\$ millions)	\$382.4	\$415.9	\$491.2	\$522.8	\$540.0
Total direct compensation of the named executives (\$ millions)	\$9.4	\$8.0	\$11.2	\$8.4	\$10.74
Total direct compensation as a percentage of income from operations	2.5%	1.9%	2.3%	1.6%	2.0%

For comparability year over year, we include the active CEO, CFO and three most highly compensated named executives as of December 31 of each year. For 2020 and 2021, we have included the interim CFO compensation.

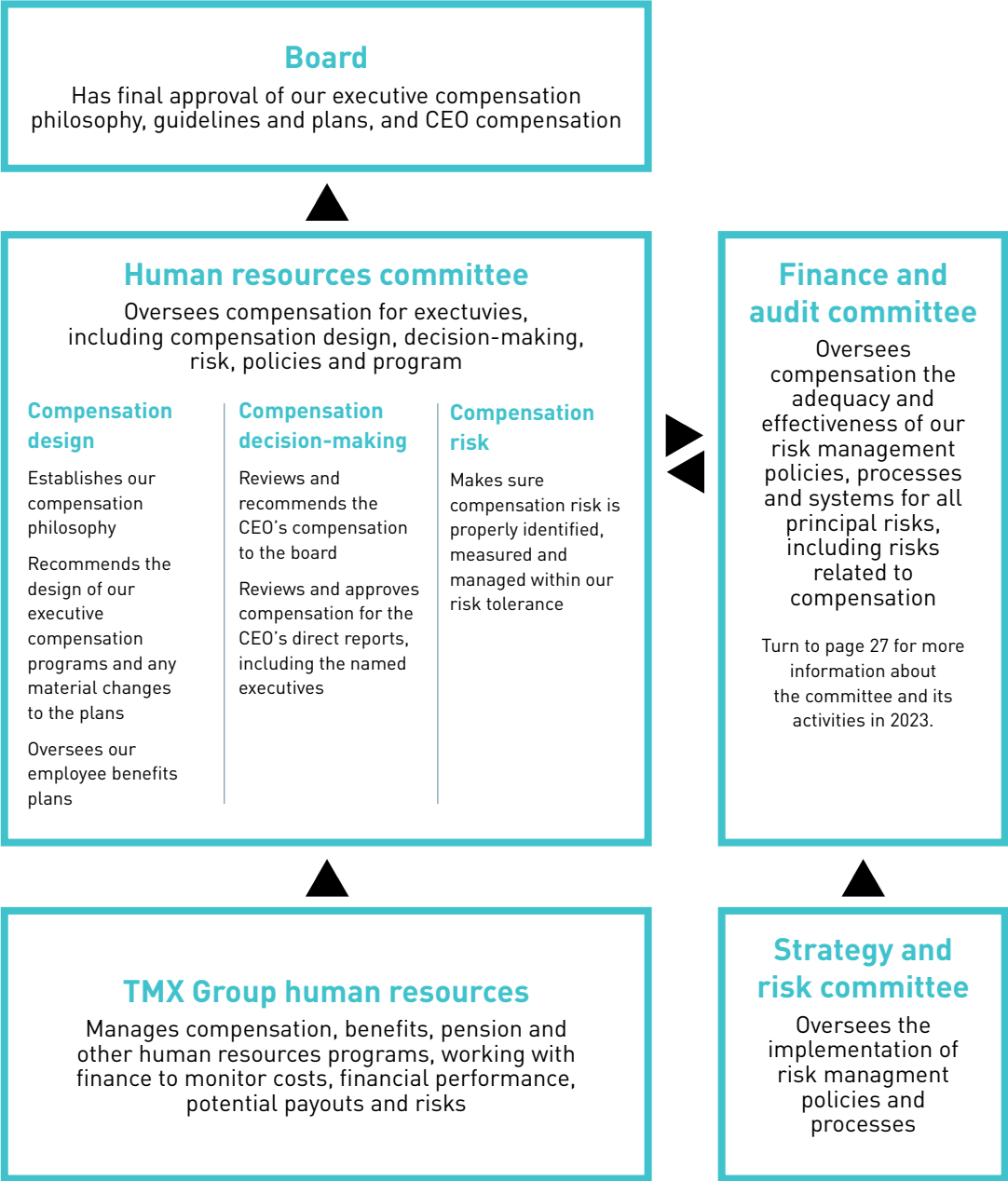
Compensation governance

The TMX Group board, the human resources committee and management are all involved in compensation design, decision-making, oversight and risk management.

Turn to page 20 for more informaton about the board, its responsibilities and priorities in 2023

The human resources committee is responsible for overseeing aspects of human resources at TMX Group. Turn to page 29 for more information about the committee and its activites in 2023

TMX Group Management



Committee expertise

The human resources committee currently has five members. The average committee tenure is four years.

Members are required to have a good understanding of issues related to human resources and compensation. Most have experience in financial management and risk, and all have worked as a senior executive at a major organization. Every member meets our requirements for independence (see page 32).

The table below lists the directors on the committee and their relevant experience. You can read more about them in their profiles starting on page 15. You will also find more information about their skills on page 31.

	Committee member since	Independent	Human resources experience in compensation, benefit and pension programs, legislation and agreements	Financial and risk experience in financial accounting and reporting, corporate finance, internal controls and risk management	Senior executive experience as a CEO or senior officer for a major organization
Eric Wetlaufer (chair)	2012	yes	yes	yes	yes
Nicolas Darveau-Garneau	2019	yes	yes	yes	yes
Martine Irman	2022	yes	yes	yes	yes
Moe Kermani	2021	yes	no	no	yes
Monique Mercier	2023	yes	yes	yes	yes

Independent advice

The committee retains an independent advisor for advice about executive compensation, including compensation philosophy, governance, decision-making and risk, and for information about compensation trends.

In 2023, the committee retained WTW (formerly Willis Towers Watson) for the following services:

- advising the committee and management on relevant competitive market trends and executive compensation governance matters
- reviewing the compensation benchmarking peer group criteria
- reviewing modifications to the short-term incentive plan
- reviewing compensation levels and design for the CEO and named executive officers
- reviewing minimum equity ownership guidelines
- reviewing the management information circular
- providing ongoing executive compensation consulting support as needed.

For non-executive compensation related fees, the chair of the committee pre-approves any services WTW provides to management and other committees of the board.

The table to the right shows the fees paid to WTW in the past two years. Non-executive compensation fees in 2022 included consulting support on design of incentive compensation for sales/product front-line roles, as well as other analytical resources to support annual compensation reporting. The advisory team for these engagements was different from the executive compensation advisory team.

	2022	2023
Executive compensation related fees	\$297,914	\$204,517
Non-executive compensation related fees	\$17,962	\$0
Insurance broker and placement services • provided to TMX Group management	\$78,413	\$78,215
Total	\$394,289	\$282,732

Consulting fees not including taxes.

Insurance broker and placement services are retained under an annual fixed fee contract, using a different team from the advisory teams retained for executive and non-executive compensation. The table above includes the prorated fees for the percentage of the contract covered in the year.

The committee evaluates the independence of WTW and the executive compensation consulting team each year. In 2023, the committee concluded that the advisors are independent of TMX Group management, well qualified in human resources and compensation, and effectively represent the interests of shareholders when working with the committee and board. The committee considered the following in its evaluation:

- Members of the WTW executive compensation consulting team are not responsible for selling other WTW services to TMX Group and receive no incentive or other compensation based on the fees charged to TMX Group for other services provided by WTW or any of its affiliates.
- The WTW executive compensation consulting team is separate and distinct from the team that provides insurance broker and placement services to TMX Group management.
- The executive compensation consultants do not have a business or personal relationship with any of the committee members or senior management, and do not own any TMX Group shares other than possibly through mutual funds.
- WTW has strict protocols and processes to mitigate actual or potential conflicts of interests and all consultants are required to adhere to a code of conduct.

In 2022, the governance and regulatory oversight committee retained independent consultant Southlea Group LP (Southlea) to review TMX Group and subsidiary board of director compensation levels, which is part of a regular review completed every two years (the board and committee retainers were increased last year – see page 38) for the retainers that came into effect January 1, 2023. The fees paid to Southlea for this review were \$36,000 (not including taxes).

Managing compensation risk

An acceptable level of risk is a necessary component of our business strategy. Identifying and effectively managing risk is integral to our business operations and financial performance.

The board is responsible for overseeing risk at TMX Group. It oversees the adequacy and effectiveness of our risk management framework and establishes our risk tolerance.

The finance and audit committee oversees our enterprise risk management approach, and the adequacy and effectiveness of our risk management policies, processes and systems for all principal risks, including risks related to executive compensation.

The human resources committee ensures compensation risk is properly identified, measured and managed within our risk tolerance. It does this in three ways:

1. Compensation governance

Senior executives have to own equity in TMX Group

The equity ownership requirement varies by level.

The CEO has to hold his equity after he leaves

The CEO has to maintain equity ownership requirement for a year after leaving the company.

Executives are not allowed to hedge

Executives and directors are not allowed to:

- sell TMX Group securities short, or buy or sell call or put options for TMX Group shares, or
- buy any financial instrument (including prepaid variable forward contracts, equity swaps, collars or units of exchange funds) that are designed to hedge or offset a decrease in market value of TMX Group equity securities the executive or director has received as compensation or holds directly or indirectly.

Compensation can be clawed back

If we have to restate our financial statements because of intentional misconduct by the CEO or any member of the senior management team, and the restatement would have resulted in lower incentive awards, the executive has to repay incentive compensation received in the two years before the date of the restatement (after February 2014). This includes:

- all or part of their short-term incentive awards
- all of their vested and unvested long-term incentive awards.

Severance is reasonable

Severance arrangements are not excessive. Severance is limited to no more than two years of salary, benefits and short-term incentive awards at target.

2. Compensation design

Regular review of executive compensation

Program is designed considering prevailing market practices and industry trends, investor feedback and the competitive market for talent.

A significant amount of executive pay is at risk

Executives with more responsibility have a higher amount of pay that is variable and not guaranteed. We call this pay at risk.

Incentive plans are aligned with business strategy

The human resources committee makes sure the performance measures and targets used for the short-term incentive are aligned with the business plan approved by the board, and with our risk tolerance.

Incentive plans are aligned with shareholder experience

The value of all long-term incentives is directly linked to our share price over several time horizons.

Incentive awards are capped

Short-term incentive funding and individual awards have maximum payment caps as part of the design. The long-term incentive has a cap on the PSU performance multiplier.

3. Compensation decision-making

Formal decision-making process

The human resources committee uses a formal process to ensure compensation design is effective and compensation decisions are appropriate.

Regular review of business risks

Management regularly monitors performance and potential payouts to manage any inherent risks.

Scenario testing

Scenarios are modeled to understand potential payment outcomes.

Oversight of payouts

The human resources committee reviews total annual payouts under all incentive plans and provides oversight and governance of sales incentive plans, including reviewing the compensation of non-executive employees who earn more than \$1 million annually.

Use of discretion

The committee has the discretion to adjust the overall funding for our annual short-term incentive pool, long-term incentive pool and the compensation of individual executives when there are exceptional circumstances.

Equity ownership

To align their interests with those of our shareholders, members of the senior management team are required to own a minimum level of equity in TMX Group. The committee reviews equity ownership requirements and actual holdings for all senior management team members on an annual basis. Included in this review are total holdings by type (i.e., common shares, DSUs, RSUs, PSUs and options), and ownership multiples as a percentage of salary and total target compensation. The committee also reviews competitive market practice and shareholder perspectives to inform any changes to equity ownership guidelines.

The equity ownership requirement varies by level and newly appointed executives covered under the policy have five years to meet their equity ownership requirement. When an executive is promoted to a position that has a higher equity ownership requirement, due to either a change in the multiple of salary and/or a significant salary increase, more time is allowed to meet the new requirement, but the executive is still expected to meet the original requirement within the original timeframe. TMX Group shares, RSUs and DSUs qualify for meeting the requirement (options and PSUs do not qualify).

Executives who have not yet met their equity ownership requirement can convert some or all of their short-term incentive award into DSUs. See page 73 for more information about the plan.

To encourage business decisions that are in the long-term interest of TMX Group and its shareholders, the CEO is required to maintain the minimum salary equity ownership for one year after leaving the company. As CEO, John McKenzie's ownership as at December 31, 2023 is 8.3x salary or 1.7x total target direct compensation, which includes salary, target short-term incentive and target long-term incentive. Further, his ownership requirement is achieved on the basis of common shares and DSUs alone.

The table below shows the equity holdings for the named executives.

We calculated ownership levels based on the following:

- Base salaries and equity holdings as of December 31, 2023.
- The value of TMX Group shares, RSUs and DSUs is calculated using \$31.53 (the weighted average trading price of our common shares for the five trading days immediately preceding December 31, 2023). The table below does not include any historical grant or purchase price values.

	Required ownership as a multiple of salary	TMX Group shares	DSUs	RSUs	Total	Ownership as multiple of salary
John McKenzie¹	5x	74,814 shares \$2,358,885	82,628 units \$2,605,261	51,922 units \$1,637,111	\$6,601,258	8.3x
David Arnold²	2x	4,275 shares \$134,791	16,004 units \$504,599	18,817 units \$593,301	\$1,232,691	2.9x
Jay Rajarathinam	2x	11,633 shares \$366,788	9,005 units \$283,938	30,571 units \$963,901	\$1,614,628	2.9x
Luc Fortin	2x	16,077 shares \$506,908	–	22,757 units \$717,514	\$1,224,422	2.8x
Peter Conroy³	2x	4,451 shares \$140,340	–	14,115 units \$445,050	\$585,390	1.5x

¹ John McKenzie elected to exercise and hold 49,600 options in February 2024 – these shares are not included in this table because they were held after December 31, 2023.

² David Arnold elected to defer 100% of his 2023 short-term incentive award into DSUs – these DSUs are not included in this table because they were granted after December 31, 2023.

³ Peter Conroy has until March 22, 2027 to meet his requirement.

Compensation design and decision-making

The human resources committee uses a five-step process each year to make sure executive compensation at TMX Group is aligned with our performance, is competitive, and motivates and rewards our executives.

The committee does not determine compensation using a formula. It considers internal guidelines, company and scorecard results, employment contract requirements, and external compensation data and advice, and uses business judgement and discretion to award compensation that aligns with our performance and promotes our long-term success.



1. Designing the program

At the beginning of the year, the committee reviews our compensation philosophy and our executive compensation program, in consultation with the independent consultant. It reviews changes brought forward by management and approves those it feels are appropriate, taking into consideration compensation risk, and recommends them to the board for approval. The committee did not make any material changes to the program for 2023, but did change the long-term incentive mix to include more weight on PSUs – see page 68 for details.

The table below summarizes the compensation program approved for 2023. The program rewards executives over different time horizons: annual compensation, compensation paid over the mid and long-term, and benefits they receive over their full career with TMX Group.

Read more
on page 64

Annual compensation		Why we use it
Salary	Fixed annual salary, set based on level of responsibility, capabilities, knowledge, experience and sustained performance in the role.	to attract and retain top performing executives
Short-term incentive	Annual cash bonus that depends on corporate and individual performance compared to pre-approved goals.	to motivate and reward executives for achieving or exceeding annual corporate and individual performance goals aligned with achieving our financial and strategic objectives

Read more
on page 68

Long-term compensation		Why we use it
Performance share units (PSUs)	PSUs vest 35 months after the grant based on three-year performance compared to a relevant index. They are paid in cash based on our share price.	- to motivate and reward executives for creating shareholder value over the medium and long term - granted at the beginning of each year to recognize the executive's contribution to the growth, profitability and sustainability of the business and to motivate and retain talent - can also be granted when there are internal appointments, promotions, external hires at senior levels, or for retention and in other special circumstances
Restricted share units (RSUs)	RSUs vest 35 months after the grant. They are paid in cash based on our share price.	
Options	Options vest 25% each year beginning on the first anniversary of the grant. We may also award performance-based options that have performance vesting conditions specific to each grant. Options expire after 10 years. Their value depends on our share price on the day they are exercised.	
Deferred share units (DSUs)	Executives can choose to receive their short-term incentive as DSUs instead of cash. We also grant DSUs as a long-term incentive award in certain circumstances. DSUs can only be redeemed after the executive leaves the company. They are paid in cash based on our share price at the time of redemption.	

Benefits		Why we use it
Pension	Defined contribution plan CEO transitioned from legacy defined benefit plan on January 1, 2023.	• to be market competitive • to attract and retain qualified executives • to support the overall wellbeing of employees
Benefits	Group benefits plan that all employees participate in, including the named executives. Benefits depend on the local market, but can include: • extended health • dental • financial protection in the event of death, accident or disability • health and wellness spending accounts • other optional benefits	
Perquisites	Varies by level, but can include: • an annual cash allowance • paid parking • annual medical exam • home security services	

Compensation benchmarking

Because of the unique nature of TMX Group, there is not a specific sample of companies that exactly matches our industry, geography, size and scope. We collect several market references to benchmark the competitiveness of executive compensation. This review helps us to assess our compensation structure each year and make any adjustments to target pay levels for the upcoming year.

In 2023, we made minor adjustments to our peer group, reviewing comparators for type, size and scope of the company which resulted in a different composition of constituent companies relative to prior years.

The 2023 benchmarking review was completed using the market samples below to benchmark compensation for the CEO and other named executives. We believe these market samples are appropriate because the companies in each group i) compete with us for talent, and ii) have similar executive positions we can use as a market reference.

Data sources, screening criteria and benchmark matches

	International: Stock Exchanges	Canadian/ International: Financial services & technology	Canadian: Large financial institutions	Canadian: General industry	International: U.S. financial services & technology	International: UK financial services & technology
Source	Public filings ¹	Public filings ¹	Korn Ferry ²	WTW CDB ³	WTW CDB ³	WTW CDB ³
Screening criteria	• publicly traded • international stock exchanges • no size restrictions	• publicly traded • Canadian financial services & technology with annual revenues and market capitalization generally falling in the range of 1/3 to 3x that of TMX Group (companies with market capitalization under \$1B are excluded) • international stock exchanges with comparable scope	• publicly traded • large five • Canadian banks and two insurers	• publicly traded • cross-industry (excluding metals & mining, oil & gas, chemicals) • revenues of \$300 million to \$5 billion • market capitalization above \$1B	• publicly traded • U.S. financial services & technology organizations • revenues of \$300 million to \$5 billion	• U.K. financial services & technology organizations • finance-related, e-commerce services and business, software products and services and business / technical consulting services companies (excluding banking, insurance, real estate investment trusts / services and building societies) • no size restrictions

¹ Most recent public disclosure, including management information circulars or remuneration reports

² Aggregate data sourced from the Korn Ferry (CA) Ltd proprietary compensation database.

³ WTW's 2023 Executive Compensation Data Bank (WTW CDB)

	International: Stock Exchanges	Canadian/ International: Financial services & technology	Canadian: Large financial institutions	Canadian: General industry	International: U.S. financial services & technology	International: UK financial services & technology
Sample size and peer/reference groups	10 companies: - ASX Limited - CBOE Global Markets, Inc. - CME Group Inc. - Deutsche Börse Aktiengesellschaft - Euronext N.V. - Hong Kong Exchanges & Clearing Limited - Intercontinental Exchange, Inc. - London Stock Exchange Group plc. - Nasdaq, Inc. - Singapore Exchange Limited	19 companies: - ASX Limited - BlackBerry Limited - Canadian Western Bank - CBOE Global Markets, Inc. - Celestica Inc. - Definity Financial Corporation - The Descartes Systems Group Inc. - Element Fleet Management Corp. - EQB Inc. - Euronext N.V. - goeasy Ltd. - IGM Financial Inc. - Laurentian Bank of Canada - Lightspeed Commerce Inc. - Morningstar, Inc. - Nuvei Corporation - Open Text Corporation - Quebecor Inc. - Singapore Exchange Limited	7 companies: - Bank of Montreal - The Bank of Nova Scotia - Canadian Imperial Bank of Commerce - Royal Bank of Canada - The Toronto-Dominion Bank - Manulife Financial - Sun Life Financial	18 companies	61 companies	61 companies

Participating organizations in WTW's 2023 General Industry Executive Compensation Data Bank in Canada, the U.S and the U.K. who meet the above screening criteria

Benchmark matches

John McKenzie	CEO	CEO	SEVP/Group Head ¹	CEO	–	–
David Arnold	CFO	CFO/ Top Financial Officer	SVP ¹	CFO/ Top Financial Officer	–	–
Jay Rajarathinam	COO / CIO / CTO (where disclosed)	COO / CIO / CTO (where disclosed)	EVP / direct report to Group Head ¹	COO / CIO / CTO	COO / CIO / CTO	–
Luc Fortin	Segment heads & business unit leaders (where disclosed)	Segment heads & business unit leaders (where disclosed)	EVP / direct report to Group Head ¹	Segment head roles		–
Peter Conroy	Division head roles (where disclosed)	Division head roles	SVP ¹		–	Division head roles

¹ Reflects a cross section of executive jobs with comparable scope and complexity based on an assessment using the Korn Ferry Hay Chart-Profile MethodSM

2. Establishing the mix of components

We focus our executives on performance by making sure the majority of their total direct compensation is variable and not guaranteed. Executives with more responsibility have a higher amount of variable pay. We call this pay at risk. Further, we aim to ensure that the majority of incentive compensation is delivered through long-term incentives.

The table to the right shows the target total direct compensation mix for 2023 for each of the named executives. The actual mix depends on company and individual performance – see page 45 for this year’s results.

	Salary	Short-term incentive	2023 pay at risk		
			PSUs	RSUs	Options
John McKenzie	20%	30%	30%	10%	10%
David Arnold	32%	27%	24%	8%	8%
Jay Rajarathinam	28%	35%	22%	8%	8%
Luc Fortin	28%	35%	22%	8%	8%
Peter Conroy	34%	28%	23%	8%	8%

3. Setting compensation and performance targets

At the beginning of each year, the human resources committee recommends the target compensation for the CEO for the upcoming year, as well as approves the CEO’s target compensation recommendations for his direct reports (including the named executives). This includes reviewing and approving any changes to salary, short and long-term incentive target awards, benefits and other perquisites.

As part of this process, the committee:

- reviews the CEO’s performance objectives for the year and recommends them to the board for approval
- approves the annual performance objectives for the CEO’s direct reports; approves the target compensation for the CEO’s direct reports based on the CEO’s recommendation
- reviews and approves the measures, targets and weightings for the financial scorecard for any short-term incentive plan in which a named executive participates, ensuring they align with the annual business plan approved by the board
- reviews corporate non-financial measures and business unit performance goals that support the achievement of the short-term incentive plan targets.

The board reviews and approves:

- the CEO’s performance objectives for the year and the CEO’s target compensation for the year
- the establishment of a material incentive plan, or any significant change to the measures or weightings in the annual scorecard(s) for any short-term incentive plan in which a named executive participates.

4. Reviewing progress

Throughout the year, the committee reviews our progress by:

- monitoring interim results against scorecard targets
- monitoring performance and results against objectives and the alignment with our risk framework
- reviewing potential payouts to manage risk
- approving compensation changes related to new senior management team appointments
- commissioning and reviewing competitive market research as required.

5. Awarding compensation

At the end of each year, the CEO:

- evaluates the performance of his direct reports (including the named executives) against their individual performance objectives, taking into consideration their contribution to scorecard results and the financial and non-financial performance of their line of business or functional area
- makes a compensation recommendation to the committee based on his assessment.

The human resources committee:

- approves the funding for the short-term incentive pool(s) based on performance against the financial scorecard and its overall assessment of performance against non-financial measures tied to our strategy
- has discretion to adjust the pool funding up or down based on our non-financial performance, and if unexpected or exceptional circumstances arise
- approves the funding for long-term incentive awards
- assesses the CEO's overall performance and specific accomplishments against his objectives, considering financial and non-financial components
- recommends the CEO's total compensation to the board for approval, including his short-term incentive award, grants of long-term incentives and any adjustments to salary or other compensation elements
- reviews the performance assessments and compensation recommendations prepared by the CEO for his direct reports, including the other named executives, and approves their total compensation.

The board:

- considers the committee's evaluation and compensation recommendations for the CEO
- approves the CEO's total compensation for the year, with independent advice from the committee's independent advisor. The CEO does not participate in these discussions.

2023 compensation review

This section explains our compensation program in more detail, and the compensation decisions for 2023. You will find a consolidated discussion for each named executive starting on page 46.

Salary

The table below shows the salary changes made in 2023.

	2022 (ending salary)	2023 (ending salary)	change
John McKenzie	\$750,000	\$800,000	6.7%
David Arnold	\$400,000	\$430,000	7.5%
Jay Rajarathinam ¹	\$530,000	\$555,000	4.7%
Luc Fortin	\$425,000	\$435,000	2.4%
Peter Conroy	\$375,000	\$390,000	4.0%

¹ Jay Rajarathinam's salary was increased in May 2023 to \$555,000, retroactive to January 1, 2023.

Short-term incentive plan

Each named executive's incentive target is set as a percentage of salary based on their role. Performance objectives for each executive are approved at the beginning of the year, and aligned with achieving our financial and strategic objectives.

TMX Group scorecard

Short-term incentives for all named executives (except Peter Conroy) are based on funding calculated using a performance scorecard, which is based entirely on TMX Group's corporate financial performance. The committee approves the design of the performance scorecard at the beginning of each year, and sets threshold, target and maximum performance goals tied to achieving our financial goals, in line with our corporate strategy. It reviews the interim results at regular intervals throughout the year. If performance falls below threshold for one of the approved measures, the funding generated for that measure can be zero.

At the end of the year, the committee assesses our financial results prepared in accordance with generally accepted accounting principles (GAAP) against the pre-defined targets. The committee also evaluates any adjustments to financial results proposed by management that it believes are exceptions or not a reflection of core business performance. The chair of the finance and audit committee also reviews these adjustments (and their impact on proposed incentive funding), and as required, the committee's independent advisor WTW may also review exceptions.

In assessing the reasonability of proposed adjustments, the committee considers a range of factors, including whether the adjustment better reflects core business performance, year-over-year consistency in adjustments applied, and impact on overall incentive funding.

The committee also undertakes a holistic assessment of how the organization performed against strategic non-financial objectives. Although these objectives are not included in the scorecard calculation, they are key drivers of our financial performance, and connect to the strategic priorities established during the business planning process and that are approved by the board. The committee can use its discretion to adjust short-term incentive funding up or down based on our non-financial performance, and if there are unexpected or exceptional circumstances.

Individual performance

The committee assesses each executive's individual performance based on several factors, including:

- overall contribution to corporate financial and non-financial performance
- the executive's business or functional unit performance
- the executive's individual performance on other key priorities as determined at the beginning of the year.

The committee does not use a formula to calculate the final award, and there are no weights aligned with these factors. Once the incentive funding has been determined, individual awards are allocated based on an assessment of the executive's achievement of his or her personal objectives, considering business/functional unit financial and non-financial measures and results against the objectives that were set at the beginning of the year. We take a holistic approach, within the context of the overall funding generated by the scorecard. The CEO, the committee and the board use discretion in determining final individual awards. Please see pages 46 through 51 for highlights of each named executive's individual performance in 2023, that were considered in determining their short-term incentive awards.

ESG and Incentive Design

Last year, we increased the focus on ESG topics in the short-term incentive plan by including specific individual and team-based ESG goals in the individual performance objectives for the CEO and each senior executive. This approach meant ESG objectives could be tailored to each role and business unit or corporate function, with goals cascaded down through the organization. Focus was placed on both TMX Group's corporate actions (talent and culture, diversity and inclusion, net neutral carbon footprint, and other sustainable business practices), and our commercial actions, including the products and services we provide to our clients, and the support we provide our clients to help them achieve their own ESG objectives.

The committee monitored the company's progress and performance on ESG initiatives throughout 2023. At the end of the year, the committee reviewed and approved the performance assessments of each named executive, and recommended the performance assessment of the CEO to the board for approval. Performance against all objectives, including those related to ESG, were considered in determining the short-term incentive awards for each named executive.

The named executives achieved the following accomplishments against ESG objectives in 2023:

- Maintained overall workforce representation of 40% of all positions held by women and made progress towards our enterprise gender diversity goals at executive levels, increasing the representation of women from 29% in 2022 to 31% in 2023 (see page 25)
- Completed Phase 2 of the Progressive Aboriginal Relations (PAR) program and maintained our Gold parity-certified status through Women in Governance
- Hosted our inaugural Indigenous Investors Day and the first Ring the Bell for Climate event as part of the WFE campaign alongside COP 28
- Fully offset 2023 GHG emissions
- Launched the TMX ESG Data Hub which provides ESG-related research reports and thought-leadership through a library of on-demand ESG education resources for issuers
- Maintained our inclusion in the S&P/TSX Composite ESG index and ranked in the 90th percentile in the S&P Global Corporate Sustainability Assessment
- Created an integrated enterprise sustainability strategy

In 2024, we plan to perform and report on an assessment on the full scope of our GHG emissions for purposes of actively exploring ways to address our global annual consumption, including setting a science-based target for our GHG emissions.

2023 Scorecard Design

The 2023 scorecard included two key financial measures that support shareholder value creation: income from operations (weighted 70%) and revenue (weighted 30% in aggregate).

Consistent with its annual review process, the committee reviewed the short-term incentive plan's alignment with TMX Group's strategy and pay for performance philosophy. The financial metrics were retained as the key measures to fund the plan, but the committee did approve changes to the weights and performance ranges for 2023, based on our long-term business strategy and the inherent volatility of scorecard results, as follows:

- Increased the weight of recurring revenue to 20% (from 15%) and reduced the weight of transactional revenue to 10% (from 15%), to focus on driving sustainable, recurring revenue. We define the two forms of revenue as follows:
 - recurring revenue: includes substantially all of Global Solutions, Insights and Analytics, as well as sustaining fees, custody fees, transfer agency fees, and other access/subscription based revenue
 - transaction-based revenue: all other revenue (mainly equities, fixed income and derivative trading and clearing fees, settlement & depository fees, and initial and additional listing fees).
- Widened the performance range (threshold and maximum) for transactional revenue and income from operations, to better reflect the inherent volatility of these measures and wider range of outcomes we've experienced as we diversify and expand our business.

2023 Results

The table below shows the threshold, target and maximum performance goals that were approved at the beginning of the year, our results and the calculated score.

TMX's 2023 financial results were positive and reflected strong year-over-year performance in many of our key business areas. Although we did not meet the challenging transaction-based revenue and income from operations targets that we set for ourselves under the short-term incentive plan for 2023, we significantly exceeded on our recurring revenue target, in alignment with our overall business strategy. As a result, the committee approved the calculated score of 109% (see below). No discretion was applied.

		(\$millions)			Approved 2023 adjusted results for scorecard ¹	Score	X	Weighting	=	Weighted score	Calculated score
		Threshold 50	Target 100	Maximum 200							
Income from operations ¹	70%	416.2 (80% of target)	520.3	624.4 (120% of target)	494.3	87.5%	X	70%	=	61.3%	109%
Recurring Revenue ¹	20%	530.2 (95% of target)	558.1	586.0 (105% of target)	585.3	197.5%	X	20%	=	39.5%	
Transaction Revenue ¹	10%	425.8 (80% of target)	532.3	638.8 (120% of target)	495.6	82.8%	X	10%	=	8.3%	

¹ The 2023 results we used in the short-term incentive scorecard are different from what appears on page 42 and in our 2023 annual financial statements, and are accordingly Non-GAAP measures. For scorecard purposes, the committee approved the adjustments described below. This resulted in a \$45.7 million decrease in income from operations and a \$113.3 million reduction in revenue (\$25.6 million in recurring revenue and \$87.6 million in transaction revenue) for scorecard purposes.

As part of its annual review, the committee assessed our financial results prepared in accordance with GAAP against the pre-defined targets, and approved some adjustments to revenue and income from operations for 2023 to reflect transaction activities that occurred during the year. The table below shows the adjustments that management recommended and the committee approved for scorecard calculation purposes. These adjustments are consistent in nature with adjustments made to scorecard results in previous years.

	Revenue (\$M)	Income from operations (\$M)
2023 reported results	\$1,194.1	\$540.0
Adjustments: Excluding BOX operating results ^{1,2} and acquisition/integration and corporate restructuring costs ²	(\$113.2)	(\$45.7)
2023 adjusted results for scorecard	\$1,080.9	\$494.3

¹ BOX refers to BOX Options Market LLC and when the context requires includes its parent BOX Holdings Group LLC.

² Adjustments in prior years have been related to strategic realignment costs, acquisition or transaction costs, tax provisions and other one-time events. For 2023, we excluded net operating results related to BOX (operating results for BOX are not included in the revenue and income from operations scorecard targets set at the beginning of the year, and are therefore excluded from year-end results), amortization related to the purchase price allocation of Wall Street Horizon (\$1.9 million), Wall Street Horizon integration costs (\$0.6 million), acquisition/integration costs related to the equity investment/acquisition of VettaFi, acquisition cost related to the acquisition/divestiture of SigmaLogic, and the acquisition of Wall Street Horizon (\$5.9 million in aggregate), and strategic realignment (\$5.7 million).

Short-term incentive plan – Peter Conroy

Peter Conroy's short-term incentive plan funding for 2023 was based 50% on the TMX Group scorecard as noted above, and 50% on TMX Trayport's scorecard. TMX Trayport's scorecard includes revenue (30%), income from operations (30%), client satisfaction goals (15%), and TMX Group's scorecard result (25%). The committee assessed Peter's individual performance based on his overall contribution to financial and non-financial results and his individual performance on other key priorities for the year. Given Peter's contributions to both TMX Group's and TMX Trayport's 2023 performance, the committee approved a short-term incentive award of 126% of target, reflecting a combination of TMX Group's (at 109% of target) and TMX Trayport (at 142% of target) scorecard results.

2023 awards

The table below shows the short-term incentive award paid to each named executive for 2023, compared to 2023 target and 2022 actual awards. The year-over-year increase reflects that scorecard funding in 2022 was well below target at 68% (and 83.4% for Peter Conroy).

The committee approved payments for the named executives that ranged between 109% and 126% of target. Please see pages 46 through 51 for highlights of each named executive's individual performance in 2023, that were considered in determining their short-term incentive award.

	Salary	X	Incentive target as a percentage of salary	=	Incentive target	2023 short-term incentive award min: \$0 max: 2x target	Compared to 2023 target	Compared to 2022 actual
John McKenzie	\$800,000	X	150%	=	\$1,200,000	\$1,308,000	+9%	+71%
David Arnold	\$430,000	X	85%	=	\$365,500	\$398,395	+9%	+81%
Jay Rajarathinam	\$555,000	X	125%	=	\$693,750	\$756,188	+9%	+51%
Luc Fortin	\$435,000	X	125%	=	\$543,750	\$592,688	+9%	+62%
Peter Conroy¹	\$390,000	X	80%	=	\$312,000	\$391,560	+26%	+57%

¹ Peter Conroy's 2023 short-term incentive award was based 50% on TMX Trayport results and 50% on TMX Group results.

New for 2024

TMX Group Scorecard:

For 2024, revenue (recurring and transactional) and income from operations will be retained as the key measures to fund the TMX Group scorecard plan for 2024, with no changes to the weights or performance ranges.

As we continue our expansion into other geographies, our exposure to foreign exchange and its impacts on the scorecard is increasing. Accordingly, the committee approved a change to the measurement of recurring and transaction revenue and income from operations for short-term incentive plan funding purposes. Beginning in 2024, results will be assessed on a constant currency basis in order to remove the impact of foreign exchange fluctuations on enterprise short-term incentive plan funding.

Long-term incentive plan

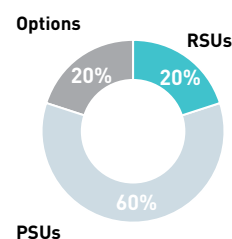
The long-term incentive is granted in the form of PSUs, RSUs and options, as shown in the graph to the right.

In line with TMX Group's pay for performance philosophy and continuing shareholder preference to have a greater portion of long-term incentives tied to performance, the committee adjusted the 2023 long-term incentive mix to increase the weighting of PSUs to 60% (from 50%), and reducing the weighting of RSUs from 30% to 20%. Options continued to be weighted at 20%. No changes to the mix were made for 2024.

About PSUs, RSUs and options

The human resources committee can, with the required regulatory approval or shareholder approval, amend, suspend or terminate the PSU, RSU and share option plans at any time, in whole or in part.

2023 and 2024 Long-term incentive target allocation



	Performance share units	Restricted share units	Options
Who participates	Mainly directors or above, but the CEO can also select employees below the director level to participate.		
How we calculate the number of units or options awarded	We divide the dollar amount awarded as PSUs and RSUs by the weighted average trading price of our common shares on TSX for the five trading days immediately before the grant date		We divide the dollar amount awarded as options by a Black-Scholes value to calculate the number of options awarded (see page 75 for details)
Dividend equivalents	Dividend equivalent units are earned and reinvested over the vesting period		Options do not qualify for dividend equivalents
Transferability	Can only be transferred or assigned if the employee dies		
Vesting	Vest 35 months after the grant date based on three-year performance. The number of units that vest is calculated by multiplying the units awarded (plus the units granted as dividend equivalents) by a performance multiplier that is determined by our three-year total shareholder return compared to a relevant index (see page 70)	Vest 35 months after the grant date	Time-based options vest 25% each year for four years starting on the first anniversary of the grant date
Payout	The final payout is in cash. We calculate it by multiplying the units that vest (including the units granted as dividend equivalents) by the weighted average trading price of our common shares on TSX for the 30 trading days immediately before the vesting date	The final payout is in cash. We calculate it by multiplying the units awarded (plus the units granted as dividend equivalents) by the weighted average trading price of our common shares on TSX for the 30 trading days immediately before the vesting date	Executives can buy TMX Group common shares with their vested options (called exercising the options). An option's exercise price is normally the weighted average trading price of our common shares on TSX for the five trading days immediately before the grant date. The value of the option is the difference between its exercise price (set at the time of the grant), and the price of a TMX Group share at the time of exercise. An option with an exercise price that is higher than the price of a TMX Group common share has no value (known as underwater or out of the money options). Options that are not exercised expire at the end of 10 years (excluding earlier expiry dates linked to termination). If an option's expiry date falls within a blackout period or outside a trading window (as defined in the share option plan), the expiry date will normally be extended to 10 business days after the end of the blackout period or into the next trading window

2023 awards

The table below shows the long-term incentives granted to each named executive for 2023. The awards were granted on February 15, 2023. Jay Rajarathinam and Luc Fortin, also received additional RSU awards granted on May 15, 2023.

We calculated the number of PSUs and RSUs granted to each named executive by dividing the dollar amount awarded by \$27.07 (the weighted average trading price of our common shares on TSX for the five trading days before the grant date of February 15, 2023). We used a Black-Scholes value of \$3.56 to calculate the number of options awarded – see page 75 for details. For Jay and Luc's May 15, 2023 award, we divided the dollar amount by \$28.91 (the weighted average trading price of our common shares on TSX for the five trading days before May 15, 2023)

	Salary	x	Incentive target as a percentage of salary	=	Incentive target	2023 long-term incentive award	Form of award		
							PSUs 60%	RSUs 20%	Options 20%
John McKenzie	\$800,000	x	250%	=	\$2,000,000	\$2,000,000	\$1,200,000	\$400,000	\$400,000
David Arnold	\$430,000	x	125%	=	\$537,500	\$537,500	\$322,500	\$107,500	\$107,500
Jay Rajarathinam ¹	\$540,000	x	135%	=	\$729,000	\$729,000	\$437,400	\$145,800	\$145,800
	–		–		–	\$250,000	–	\$250,000	–
Luc Fortin ²	\$435,000	x	135%	=	\$587,250	\$587,250	\$352,350	\$117,450	\$117,450
	–		–		–	\$150,000	–	\$150,000	–
Peter Conroy	\$390,000	x	110%	=	\$429,000	\$429,000	\$257,400	\$85,800	\$85,800

¹ At time of grant, Jay Rajarathinam's salary was \$540,000. He received an additional RSU award of \$250,000 in May 2023, for retention purposes related to our post-trade modernization project. This award will vest on the earlier of the post-trade modernization project completion or April 15, 2026.

² Luc Fortin received an additional RSU award of \$150,000 in May 2023, for retention purposes related to our post-trade modernization project. This award will vest on the earlier of the post-trade modernization project completion or April 15, 2026.

PSU performance conditions

Grant date: February 15, 2023

Vesting date: December 31, 2025

Performance period: January 1, 2023 to December 31, 2025

Multiplier range: 0 to 200% of PSUs

PSU performance measure

The performance multiplier will be based on the TMX Group three-year total shareholder return (expressed as a compound annual growth rate over the performance period) compared to the threshold, target and maximum total return of the S&P/TSX Composite Index (compound annual growth rate), assuming reinvested dividends, as described in the table below.

Threshold 0	Target 100	Maximum 200
15 percentage points below the total return of the S&P/TSX Composite Index (compound annual growth rate) for the performance period	Match the total return of the S&P/TSX Composite Index (compound annual growth rate) for the performance period	15 percentage points above the total return of the S&P/TSX Composite Index (compound annual growth rate) for the performance period

If performance falls between threshold and maximum, we will calculate the performance multiplier using a straight line interpolation. If the TMX Group total shareholder return is higher than the S&P/TSX Composite Index but negative over the performance period, the performance multiplier will be capped at 100%.

Because of the unique nature of TMX Group, there is not a specific sample of companies that exactly matches our industry, geography, size and scope. We use the S&P/TSX Composite Index as a relative performance comparator group because it reflects the performance of the broad Canadian equities market from which we compete for investment. TMX Group is one of the companies included in the Index.

Payout of PSUs awarded for 2021

Grant date: February 18, 2021

Grant price: \$25.608

Vesting date: December 31, 2023

Performance period: January 1, 2021 to December 31, 2023

The table below shows the payout value of the PSUs granted on February 18, 2021 that vested on December 31, 2023. See below for details about how we calculated the payout.

	2021 grant value of PSUs	Number of PSUs granted	+	Number of PSUs received as dividend equivalents	X	PSU performance multiplier see below	X	Price of TMX Group shares on TSX for the 30 trading days immediately before vesting	=	Payout	Payout as a percentage of grant value
John McKenzie	\$600,000	23,430	+	1,750	X	98.1%	X	\$30.02	=	\$741,544	123.6%
Jay Rajarathinam	\$265,000	10,350	+	773	X	98.1%	X	\$30.02	=	\$327,571	123.6%
Luc Fortin	\$212,500	8,300	+	620	X	98.1%	X	\$30.02	=	\$262,689	123.6%
Peter Conroy	\$119,000	4,645	+	347	X	98.1%	X	\$30.02	=	\$147,011	123.6%

How we calculated the payout

We calculated the payout at the end of the performance period in two steps:

- we calculated how many units vested by multiplying the units awarded (plus the units earned as dividend equivalents) by the performance multiplier
- we multiplied the number of vested units by the weighted average trading price of our common shares on TSX for the 30 trading days immediately before the vesting date.

Threshold 0	Target 100	Maximum 200
15 percentage points below the total return of the S&P/TSX Composite Index (compound annual growth rate) for the performance period	Total return of the S&P/TSX Composite Index (compound annual growth rate) for the performance period: 8.7%	15 percentage points above the total return of the S&P/TSX Composite Index (compound annual growth rate) for the performance period

How we calculated the performance multiplier

The performance multiplier was 98.1%, based on the TMX Group three-year total shareholder return from January 1, 2021 to December 31, 2023 (expressed as a compound annual growth rate over the performance period), compared to the total return of the S&P/TSX Composite Index (compound annual growth rate) during the same period, assuming reinvested dividends.

TMX Group three-year shareholder return (compound annual growth rate):

8.4%

This is 0.3 percentage points below the target, which resulted in a performance multiplier of

98.1%

Payout of RSUs awarded for 2021

The table below shows the payout value of the RSUs granted on February 18, 2021 that vested on December 31, 2023. The payout value of RSUs is based on the number of units granted (plus the units earned as dividend equivalents), multiplied by the weighted average trading price of our common shares on TSX for the 30 trading days immediately before the vesting date.

	2021 grant value of RSUs	Number of RSUs granted	+	Number of RSUs received as dividend equivalents	X	Price of TMX Group shares on TSX for the 30 trading days immediately before vesting	=	Payout	Payout as a percentage of grant value
John McKenzie	\$450,000	17,575	+	1,313	X	\$30.02	=	\$567,010	126%
Jay Rajarathinam	\$198,750	7,760	+	580	X	\$30.02	=	\$250,356	126%
Luc Fortin	\$159,375	6,225	+	465	X	\$30.02	=	\$200,833	126%
Peter Conroy	\$89,250	3,485	+	260	X	\$30.02	=	\$112,434	126%

Options exercised in 2023

No named executive exercised any options in 2023.

More information about the share option plan

- The human resources committee administers the share option plan on behalf of the board, to comply with TSX requirements and all laws that apply.
- The committee determines the vesting schedule and term of options.
- We do not provide financial assistance for participants to exercise their options.
- See *Termination and change of control provisions* on page 81 for information about what happens to vested and unvested options when a named executive stops working for TMX Group.

Securities authorized for issue under the plan

As of December 31, 2023	Number of securities to be issued upon exercise of outstanding options	Weighted average exercise price of outstanding options	Remaining contractual life	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders (TMX Group share option plan)	4,035,070	\$22.52	6.33	10,161,655

2023 activity

- 560,595 options granted
- 139,095 options cancelled
- 1,016,250 options exercised and shares issued

Plan limits

- Maximum number of TMX Group shares that can be issued under the share option plan: 19,735,900 equivalent to approximately 7.1% of total shares outstanding as at December 31, 2023). Of this, 10,161,655 (approximately 3.7% of total shares outstanding) remain available for issue at December 31, 2023.
- Maximum number of TMX Group shares issued to any one participant: 5% of total shares outstanding.
- Maximum number of TMX Group shares issued to insiders as a whole within any one year period: 10% of total shares outstanding.
- Maximum number of TMX Group shares issuable to insiders as a whole: 10% of total shares outstanding.

Plan status as of December 31	2022		2023	
	#	% of shares outstanding	#	% of shares outstanding
Shares issued on exercise of options	15,940,865	5.7%	16,957,115	6.1%
Options granted and outstanding	4,629,820	1.7%	4,035,070	1.5%
Options available for future grants	10,583,154	3.8%	10,161,655	3.7%
Total	31,153,840	11.2%	31,153,840	11.3%

Burn rate, overhang and dilution

as of December 31	2019	2020	2021	2022	2023
Burn rate					
Total options granted during the year, as a percentage of the weighted average of TMX Group shares outstanding	0.7%	0.4%	0.4%	0.3%	0.2%
Overhang					
Outstanding options plus the options available to grant, as a percentage of total TMX Group shares outstanding	4.0%	6.4%	6.1%	5.5%	5.1%
Dilution					
Outstanding options, as a percentage of total TMX Group shares outstanding	2.9%	2.1%	2.0%	1.7%	1.5%

At March 6, 2024 burn rate is 0.2%, overhang is 4.97% and dilution is 1.5%

Making changes to the plan

Shareholder approval is required to make any of the following changes to the plan:

- increase the number of TMX Group shares reserved for issuance under the share option plan or to remove or exceed any insider participation limit under the plan
- reduce the exercise price of an option (including cancelling and then reissuing an option at a reduced exercise price to the same participant)
- expand the category of people who qualify to participate in the plan (except as already allowed by the plan)
- extend the term of an option granted beyond its original expiry date (except as already allowed by the plan)
- allow the issuance of deferred or restricted share units or any other provision that results in participants receiving TMX Group shares when no cash consideration is received by TMX Group
- allow options granted under the share option plan to be transferable or assignable (except when a participant dies, which is already allowed by the plan)
- amend, modify or delete any of the amendment provisions described in our share option plan

The board or the human resources committee can make the following changes without shareholder approval as long as it receives all necessary regulatory reviews and/or approvals:

- terminate the plan
- change the vesting provisions of outstanding options
- add or change any form of financial assistance provisions to the plan
- make necessary adjustments to the issuable shares or the exercise of outstanding options when there is a share split, share dividend, combination or exchange of shares, merger, consolidation or spin-off, other distribution of TMX Group assets to shareholders (other than normal cash dividends) or any other alteration of the share capital affecting TMX Group shares
- make changes necessary to comply with laws or regulatory requirements
- other administrative changes.

TMX Group executive DSU plan

All executives can choose to convert all or part of their short-term incentive award into DSUs. DSUs can be redeemed for cash only when the executive retires or leaves the company.

Executives can convert up to an amount equal to two times annual salary, plus equity ownership requirements for members of the senior management team (turn to page 58 for information about equity ownership requirements).

We calculate the number of DSUs awarded by dividing the dollar amount the executive is deferring by the weighted average trading price of our common shares on TSX for the five trading days immediately before the deferral date. DSUs earn dividend equivalents that are credited as additional units at the same rate as dividends paid on TMX Group common shares.

When DSUs are redeemed, we calculate the payout by multiplying the units awarded (plus the units earned as dividend equivalents) by the weighted average trading price of our common shares on TSX for the 30 trading days immediately before the redemption date (five trading days for DSUs granted before 2010).

The human resources committee can amend, suspend or terminate the DSU plan at any time, in whole or in part, with regulatory or shareholder approval as required.

Plan changes in 2023

There were no changes to our long-term incentive plan documents in 2023.

Plan changes for 2024 – TMX Group Executive DSU plan

To support alignment with shareholders, we increased the maximum deferral permitted under our executive DSU plan from 2x base salary plus equity ownership requirements, to 2x target total direct compensation. This change would allow eligible executives to continue to build equity ownership in alignment with external shareholder views.

Compensation details

Summary compensation table

The table below shows the total compensation awarded to the named executives for the last three years ending December 31.

		Salary (\$)	Share-based awards (\$)	Option- based awards (\$)	Non-equity incentive plan compensation - Annual incentive plan (\$)	Non-equity incentive plan compensation - Long-term incentive plan (\$)	Pension value (\$)	All other compensation (\$)	Total compensation (\$)
John McKenzie Chief Executive Officer	2023	800,000	1,600,000	400,000	1,308,000	–	120,000	6,364	4,234,364
	2022	750,000	1,200,000	300,000	765,000	–	221,563	8,940	3,245,503
	2021	750,000	1,050,000	450,000	2,036,250	–	520,172	6,306	4,812,728
David Arnold Chief Financial Officer	2023	430,000	430,000	107,500	398,395	–	64,500	6,141	1,436,536
	2022	400,000	520,000	130,000	220,000	–	60,000	6,091	1,336,091
	2021	233,333	590,000	0	185,600	–	35,000	3,262	1,047,195
Jay Rajarathinam Chief Operating Officer	2023	555,000	833,200	145,800	756,188	–	83,250	98,524	2,471,962
	2022	530,000	530,000	132,500	500,000	–	79,500	162,388	1,934,388
	2021	530,000	463,750	198,750	1,199,125	–	79,500	48,397	2,519,522
Luc Fortin President and Chief Executive Officer, MX and Global Head of Trading	2023	435,000	619,800	117,450	592,688	–	65,250	11,561	1,841,749
	2022	425,000	425,000	106,250	365,000	–	63,750	13,113	1,398,113
	2021	425,000	371,875	159,375	961,563	–	63,750	12,245	1,993,808
Peter Conroy Chief Executive Officer, TMX Trayport	2023	390,000	343,200	85,800	391,560	–	58,500	163,135	1,432,195
	2022	375,000	400,000	75,000	250,000	–	56,250	188,793	1,345,043
	2021	350,000	208,250	89,250	224,566	262,500	50,313	148,723	1,333,602

Salary

Salaries have been pro-rated where applicable.

- David Arnold was appointed CFO on June 1, 2021 at a salary of \$400,000.

Share-based awards

Includes PSUs and RSUs. We calculated the number of units awarded by dividing the dollar amount by the weighted average trading price of our common shares on TSX for the five trading days immediately before the date of the award.

- David Arnold's 2021 amount includes two RSU awards effective June 1, 2021, as specified in his employment agreement: a long-term incentive award of \$290,000 and a one-time sign-on award of \$300,000. The RSUs vest 40% on the first anniversary of the grant date, 30% on the second anniversary and 30% on the third anniversary.
- Peter Conroy's 2022 amount includes an additional RSU award of \$100,000.
- Jay Rajarathinam's 2023 amount includes an additional RSU award of \$250,000, effective May 15, 2023.
- Luc Fortin's 2023 amount includes an additional RSU award of \$150,000, effective May 15, 2023.

	Award	Grant date	Grant price
2023	PSUs & RSUs	February 15	\$27.07
	RSUs	May 15	\$28.912
2022	PSUs & RSUs	February 16	\$26.42
2021	PSUs & RSUs	February 18	\$25.608
	RSUs	June 1	\$26.884

Option-based awards

We calculated the grant date fair value of the awards using the data in the table to the right.

	Award	Grant date	Exercise price	Accounting fair value
2023	Options	February 15	\$27.07	\$3.56
2022	Options	February 16	\$26.42	\$2.69
2021	Options	February 18	\$25.608	\$2.91

Calculating the fair value of options

We used a Black-Scholes methodology to calculate the fair value of options, using the following assumptions (the same assumptions we used for accounting purposes):

	Grant date	Expected life (years)	Expected volatility	Risk-free interest rate	Expected dividend yield
2023	February 15	2 to 5	16.41 to 16.44%	3.7 to 4.6%	2.6%
2022	February 16	2 to 5	15.79 to 15.8%	2.1 to 2.3%	2.5%
2021	February 18	2 to 5	19.4 to 19.5%	0.55 to 1.2%	2.2%

Non-equity Incentive plan compensation

Annual incentive plan

- John McKenzie chose to defer 50% of his 2021 short-term incentive award into DSUs.
- David Arnold's 2021 short-term incentive award was calculated using his pro-rated salary and paid at target, as specified in his employment agreement. David has chosen to defer 100% of his annual short-term incentive awards into DSUs.

Long-term incentive plan (non-equity)

- Peter's 2021 compensation includes \$262,500 awarded under an additional cash incentive opportunity related to TMX Trayport results. Payouts under the plan were made in early 2022 at the end of a three year performance period (2019-2021). The award opportunity ranged from 0% - 100% of Peter's three year cumulative annual short-term incentive target based on performance against financial growth milestones over the performance period. Peter's award reflected 50% of the maximum potential award level.

Pension value

The compensatory change for each named executive. See the pension tables starting on page 79.

- On December 31, 2020, changes were made to John McKenzie's participation in the TMX Group registered pension plan to provide for a transition from the defined benefit portion to the defined contribution portion of the plan effective January 1, 2023 (see page 80 for details).

All other compensation

Includes:

- premiums for term life insurance, AD&D and other amounts maintained for the benefit of the named executives
- employer contributions to the Employee Share Purchase Plan.

Jay Rajarathinam also receives the following:

- Jay is provided with annual tax advice as he is a U.S. citizen. For 2023 the amount was \$40,760 (for 2022 was \$102,774). There is a critical need for Jay to be present at headquarters in Canada and as a result we provide housing related support. In 2023, he received a \$51,400 payment to reimburse the taxable benefit impact of company provided housing and expenses while in Canada (in 2022 was \$53,250).

Peter Conroy also receives the following:

- Peter is provided with a cost of living allowance, annual tax advice, dependent education (ended in 2022), family flights, and Toronto home maintenance for his time in the U.K. For 2023, his amount included a \$64,560 cost of living allowance (same as 2022), and \$66,760 for annual tax advice.

Incentive plan awards

The table below shows outstanding long-term incentive awards as of December 31, 2023. See page 58 for more information and a list of all outstanding DSUs for the named executives.

Option-based awards

The value of unexercised in-the-money options is the difference between the option's exercise price and \$32.05 (the closing price of a TMX Group share on December 31, 2023).

Share-based awards

We calculate the market or payout value of share-based awards that have not vested, or have vested but are not paid out or distributed, by multiplying the number of units by \$30.02 (the weighted average trading price of a common share for the 30 trading days immediately preceding December 31, 2023). PSUs assume performance below threshold and a payout of \$0. For any share-based award where we know what the payment is (for example, awards that vested and were paid in early 2024), we have included the actual payments known.

Share-based awards do not include DSUs executives receive when they choose to defer a short-term incentive award.

Option-based awards						Share-based awards				
	Grant date	Number of securities underlying unexercised options	Share option exercise price	Share option expiration date	Value of unexercised in-the-money options	Grant date	=Type of award	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed
John McKenzie	Feb 12, 2015	49,600	\$9.424	Feb 11, 2025	\$1,122,250	July 11, 2016	DSUs	7,359		\$220,917
	Feb 23, 2017	69,970	\$14.446	Feb 22, 2027	\$1,231,752	Feb 18, 2021 ¹	RSUs	18,888		\$567,010
	Feb 22, 2018	80,060	\$15.256	Feb 21, 2028	\$1,344,528		PSUs	25,180		\$741,544
	Feb 25, 2019	99,790	\$16.786	Feb 24, 2029	\$1,523,195	Feb 16, 2022	RSUs	17,891	\$537,093	
	Feb 20, 2020	81,430	\$23.502	Feb 19, 2030	\$696,064		PSUs	29,817	–	
	Feb 18, 2021	154,745	\$25.608	Feb 17, 2031	\$996,867	Feb 15, 2023	RSUs	15,143	\$454,605	
	Feb 16, 2022	111,690	\$26.42	Feb 15, 2032	\$628,815		PSUs	45,435	–	
	Feb 15, 2023	112,235	\$27.07	Feb 14, 2033	\$558,930					
David Arnold						Jun 1, 2021 ²	RSUs	3,437	\$103,193	
							RSUs	3,560	\$106,861	
	Feb 16, 2022	48,400	\$26.42	Feb 15, 2032	\$272,492	Feb 16, 2022	RSUs	7,751	\$232,683	
	Feb 15, 2023	30,165	\$27.07	Feb 14, 2033	\$150,222		PSUs	12,918	–	
						Feb 15, 2023	RSUs	4,069	\$122,151	
							PSUs	12,212	–	
Jay Rajarathinam	Feb 25, 2019	95,750	\$16.786	Feb 24, 2029	\$1,461,528	Feb 18, 2021 ¹	RSUs	8,340		\$250,356
	Feb 20, 2020	78,125	\$23.502	Feb 19, 2030	\$667,813		PSUs	11,123		\$327,571
	Feb 18, 2021	68,345	\$25.608	Feb 17, 2031	\$440,278	Feb 16, 2022	RSUs	7,903	\$237,254	
	Feb 16, 2022	49,330	\$26.42	Feb 15, 2032	\$277,728		PSUs	13,170	–	
	Feb 15, 2023	40,910	\$27.07	Feb 14, 2033	\$203,732	Feb 15, 2023	RSUs	5,519	\$165,689	
							PSUs	16,563	–	
						May 15, 2023 ³	RSUs	8,809	\$264,441	

Option-based awards

Share-based awards

	Grant date	Number of securities underlying unexercised options	Share option exercise price	Share option expiration date	Value of unexercised in-the-money options	Grant date	=Type of award	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested	Market or payout value of vested share-based awards not paid out or distributed
Luc Fortin	Feb 25, 2019	21,370	\$16.786	Feb 24, 2029	\$326,192	Feb 18, 2021 ¹	RSUs	6,690		\$200,833
	Feb 20, 2020	36,190	\$23.502	Feb 19, 2030	\$309,352		PSUs	8,920		\$262,689
	Feb 18, 2021	41,105	\$25.608	Feb 17, 2031	\$264,798	Feb 16, 2022	RSUs	6,333	\$190,119	
	Feb 16, 2022	39,555	\$26.42	Feb 15, 2032	\$222,695		PSUs	10,560	-	
	Feb 15, 2023	32,955	\$27.07	Feb 14, 2033	\$164,116	Feb 15, 2023	RSUs	4,448	\$133,535	
							PSUs	13,340	-	
						May 15, 2023 ⁴	RSUs	5,285	\$158,665	
Peter Conroy	Feb 23, 2017	5,575	\$14.446	Feb 22, 2027	\$98,142	Feb 18, 2021 ¹	RSU	3,745		\$112,434
	Feb 22, 2018	10,925	\$15.256	Feb 21, 2028	\$183,474		PSU	4,992		\$147,011
	Feb 25, 2019	35,085	\$16.786	Feb 24, 2029	\$535,537	Feb 16, 2022	RSU	4,474	\$134,313	
	Feb 20, 2020	38,155	\$23.502	Feb 19, 2030	\$326,149		PSU	7,452	-	
	Feb 18, 2021	30,690	\$25.608	Feb 17, 2031	\$197,705	Feb 16, 2022 ⁵	RSU	1,323		\$39,726
	Feb 16, 2022	27,925	\$26.42	Feb 15, 2032	\$157,218		RSU	1,323	\$39,726	
	Feb 15, 2023	24,075	\$27.07	Feb 14, 2033	\$119,894	Feb 15, 2023	RSU	3,249	\$97,536	
							PSU	9,747	-	

¹ Share-based awards that vested December 31, 2023

RSUs and PSUs awarded on February 18, 2021 vested on December 31, 2023, and were paid in February 2024. To provide complete disclosure, we show the actual amounts paid. These were redeemed at \$30.02 which was the weighted average trading price of our common shares for the 30 trading days immediately preceding the vesting date, and a 98.1% performance multiplier for the PSUs.

² CFO RSU awards

David Arnold's RSUs were granted on June 1, 2021. These included \$290,000 in RSUs as a long-term incentive, calculated using his pro-rated salary and awarded at target. He also received a one-time sign-on award of \$300,000 in RSUs. The RSUs vest 40% on the first anniversary of the grant date, 30% on the second anniversary and the final 30% on the third anniversary. The first tranche of the awards vested on June 1, 2022 (\$238,118 calculated using \$26.658, the weighted average trading price of our common shares for the 30 days immediately preceding June 1, 2022). The second tranche of the awards vested on June 1, 2023 (\$197,203 calculated using \$28.532, the weighted average trading price of our common shares for the 30 days preceding June 1, 2023).

³ Additional RSU awards

Jay Rajarathinam received an additional RSU award (\$250,000) in May 2023, with vesting on the earlier of the completion of the post-trade modernization project or April 15, 2026 (see page 49 for details).

⁴ Additional RSU awards

Luc Fortin received an additional RSU award (\$150,000) in May 2023, with vesting on the earlier of the completion of the post-trade modernization project or April 15 2026. (see page 50 for details).

⁵ Additional RSU awards

In 2022, Peter Conroy received an additional RSU award in addition to his long-term incentive award (\$100,000), with vesting over 3 years. The first tranche vested December 31, 2022 and was paid in January 2023 (\$35,712), and the second tranche vested December 31, 2023 and was paid in January 2024 (\$39,726).

Incentive plan awards – value vested or earned in 2023

The table below includes:

- option-based awards: the gain the named executives would have received if they had exercised all options that vested in 2023 on the day the options vested
- share-based awards:
 - for all named executives except David Arnold, includes the value of RSUs and PSUs that were granted on February 18, 2021 and vested on December 31, 2023
 - for Peter Conroy, includes the value of his 2021 RSUs and PSUs (\$259,445) plus the second tranche of his one-time RSUs that were awarded on February 16, 2022 and vested on December 31, 2023 (\$39,726)
 - for David Arnold, includes the second tranches of his two sign on RSUs which vested on June 1, 2023 (\$197,203)
- non-equity awards: the short-term incentive award for 2023, paid on February 29, 2024.

	Long-term incentive plan		Short-term incentive plan
	Option-based-awards – value vested during the year	Share-based-awards – value vested during the year	Non-equity incentive plan compensation – value earned during the year
John McKenzie	\$407,735	\$1,308,554	\$1,308,000
David Arnold	\$6,776	\$197,203	\$398,395
Jay Rajarathinam	\$353,018	\$577,926	\$756,188
Luc Fortin	\$314,598	\$463,522	\$592,688
Peter Conroy	\$171,974	\$299,172	\$391,560

Retirement benefits

We offer retirement benefits to the named executives through the TMX Group registered pension plan. The pension plan has both *defined benefit* and *defined contribution* components.

Defined contribution

- non-contributory defined contribution component of the TMX Group registered pension plan
- records kept by Sun Life
- named executives who participate: John McKenzie, David Arnold, Jay Rajarathinam, Luc Fortin, and Peter Conroy (effective January 1, 2023 John McKenzie became a participant – see *Defined benefit* below for details)

We contribute 15% of each named executive's salary to the plan every year.

The defined contribution plan is governed by pension legislation that limits annual contributions. We automatically credit any contributions that exceed this limit to a non-registered savings plan on an after-tax basis.

The table below shows the amounts accumulated in the defined contribution component of the TMX Group registered pension plan and the non-registered savings plan, at the start and the end of the year. The compensatory change is the amount TMX Group contributed for each executive in 2023.

	Accumulated value at start of year (January 1, 2023)	Compensatory change	Accumulated value at year end (December 31, 2023)
John McKenzie	\$0	\$120,000	\$125,797
David Arnold	\$90,795	\$64,500	\$167,783
Jay Rajarathinam	\$450,736	\$83,250	\$588,587
Luc Fortin	\$407,092	\$65,250	\$535,245
Peter Conroy	\$537,320	\$58,500	\$618,284

Defined benefit

- non-contributory defined benefit component of the TMX Group registered pension plan
- closed to new participants in 2009
- named executive who participated: John McKenzie (prior to January 1, 2023)

The Income Tax Act (Canada) limits the benefits that can be paid by defined benefit pension plans. We maintain a supplementary plan to top up the benefits earned under the defined benefit plan. The supplementary plan is funded through a retirement compensation arrangement.

Our defined benefit component and supplementary plan provide an annual pension benefit. The total annual benefit is capped at 100% of the executive's final salary, calculated as follows:

Years of credited service x 2% x the average of the best three consecutive years of pensionable earnings. Pensionable earnings = salary plus short-term incentive, capped at 50% of salary, commencing in 2006.

Normal retirement age is 65, but executives can choose to retire:

- before 65 if they are at least 60 or when their age plus service equals 85. They will receive a full pension.
- on or after the first day of the month after their 55th birthday. Their pension will be reduced by 0.25% for each month that retirement is before they turn 60 (or when their age plus service equals 85).

The annual pension is payable for life. If the executive dies, his or her spouse will receive 60% of the annual pension for life. Otherwise, pension payments are guaranteed for 120 months. In addition, executives are guaranteed the greater of:

- the commuted value of their accrued pension benefit
- 10% of their pensionable earnings accumulated each year with interest.

On December 31, 2020, changes were made to John McKenzie's participation in the TMX Group registered pension plan to provide for a transition from the defined benefit portion to the defined contribution portion of the plan. Effective December 31, 2022, the defined benefit component and supplementary plan were amended such that the total annual benefit accrued up to December 31, 2022 was frozen for John McKenzie. Effective January 1, 2023, he participates in the defined contribution component of the TMX Group registered pension plan and the non-registered savings plan for any contributions exceeding the limits as per pension legislation (see Defined contribution section for details).

Defined benefit obligation

The table below shows the total estimated annual benefits payable to John McKenzie under the defined benefit and supplementary retirement plans, and the present value of our accrued obligation:

	Number of years credited service	Annual benefits payable ¹		Opening present value of defined benefit obligation	Compensatory change	Non-compensatory change	Closing present value of defined benefit obligation
		at year end	at age 65				
John McKenzie	22.3	\$455,963	\$455,963	\$4,349,086	0	\$470,337	\$4,819,423

¹ Annual benefit payable at year-end is based on final average earnings and service at December 31, 2022, excluding any reduction for early retirement. As of December 31, 2022, the executive is no longer accruing future benefits and the final average earnings are frozen as of this date.

Opening present value is the value of the projected pension earned for service up to December 31, 2022, calculated using the actuarial methods and assumptions disclosed in note 24 of our 2023 annual financial statements.

Compensatory change is the value of the projected pension earned for service in 2023, calculated using the actuarial methods and assumptions disclosed in note 24 of our 2023 annual financial statements, plus gains or losses related to changes in compensation levels or actuarial assumptions. Due to the changes made to John McKenzie's participation in the defined benefit portion of the TMX Group registered pension plan and supplementary plan as described above, there is no compensatory change starting in 2023.

Non-compensatory change includes interest accrued on the opening present value, plus gains and losses not related to changes in compensation levels or actuarial assumptions.

Closing present value is the projected pension earned for service up to December 31, 2023, calculated using the actuarial methods and assumptions disclosed in our 2023 financial statements. It represents the actuarial present value of our total obligation to John at December 31, 2023.

Termination and change of control provisions

What our named executives are entitled to if they stop working with TMX Group.

	What the executive is entitled to			If his or her employment is terminated:	
	If he or she: resigns voluntarily	retires ¹	dies	without cause	with cause
Salary	Stops on the date of resignation	Stops on the date of retirement	Stops on the date of death	As required by law or according to employment agreements (see below)	Stops on the termination date
Short-term incentive	Forfeited	Pro-rated based on time worked during the fiscal year	Pro-rated based on time worked during the fiscal year	Paid out at target or based on a historical average, or according to employment agreements (see below)	Forfeited
Performance share units	Forfeited	Continue to vest according to the vesting schedule	PSUs vest in full as of the date of death and are paid out with a performance factor of 100%	Vesting is pro-rated to the date of termination assuming a performance factor of 100%, or according to employment agreements (see below) If a participant is 55, on the date of termination, PSUs are treated under the retirement provisions of the plan	Forfeited
Restricted share units	Forfeited	Continue to vest according to the vesting schedule	RSUs vest in full as of the date of death and are paid out	Vesting is pro-rated to the date of termination, or according to employment agreements (see below) If a participant is 55, on the date of termination, RSUs are treated under the retirement provisions of the plan	Forfeited
Share options	Unvested options are forfeited Vested options must be exercised within 30 days of the date of resignation	Unvested options vest according to the original schedule Vested options must be exercised within the later of 36 months of the retirement date or 90 days from the day the last option vests Options granted before September 18, 2015: • Unvested options are forfeited on the date of retirement • Vested options must be exercised within 36 months of the date of retirement	Unvested options vest immediately. Vested options must be exercised within 12 months of the date of death	Unvested options are forfeited, or according to employment agreements (see below) Vested options must be exercised within 90 days of the date of termination If a participant is 55, on the date of termination, options are treated under the retirement provisions of the plan	All vested and unvested options are forfeited
Deferred share units	Canadian employees must file a notice of redemption by December 15 of the year after the year of resignation or retirement We redeem all DSUs owned by U.S. employees on the date of resignation or retirement		We redeem all DSUs within 90 days of the date of death (for Canadian employees) or 30 days (for U.S. employees)	Canadian employees must file a notice of redemption by December 15 of the year after the year employment is terminated We redeem all DSUs owned by U.S. employees on the termination date, or according to employment agreement	
Benefits and perquisites	Benefits and perquisites end on the date of resignation	Retirement benefits continue if applicable. All other benefits and perquisites end on the retirement date	Dependent survivors retain their benefits coverage for two years. Perquisites end on the date of death	Benefits and perquisites continue for the executive's severance period	Benefits and perquisites end on the date of termination

¹ Retired executives who start working again are required to contact us to find out whether they lose their rights to unvested PSUs, RSUs, and options granted after September 18, 2015.

Employment agreements

We have employment agreements with our named executives covering key compensation and other employment terms, including:

- salary, short-term and long-term incentives
- participation in our pension plan, benefits and perquisites programs
- obligation to own TMX Group equity (see page 58)
- post-employment ownership requirements for the CEO
- 24-month non-competition and non-solicitation for the CEO
- 12-month non-competition and non-solicitation requirements for other named executives
- sign-on awards and relocation support, where applicable.

The employment agreements for John McKenzie, David Arnold, Jay Rajarathinam, Luc Fortin and Peter Conroy also provide for specified entitlements if their employment is terminated without cause (see below).

We do not have change of control agreements with our named executives. A change of control on its own would not trigger any specific compensation. If the executive's employment is terminated after a change of control, the information in this section will apply.

Termination without cause

	Severance period	Entitlements
John McKenzie	24 month severance period	Severance: salary and short-term incentive at target for the severance period. Pension and benefits: continue for the severance period. Short-term incentive: pro-rated to the date of termination with a performance factor of 100%. If he secures equivalent alternate full-time employment after a termination without cause: • severance payments, pension and benefits stop on the effective date of the commencement of new employment • he receives a lump sum equivalent to 50% of the total severance payments that would have been made during the rest of the severance period.
David Arnold	Depends on the timing of termination: • during the first 12 months of employment, severance period is 12 months • after 12 months, an additional month of severance per year of service, to a maximum of 18 months (pro-rated for a partial final year)	Severance: salary and short-term incentive at target for the severance period. Pension and benefits: continue for the severance period. Short-term incentive: pro-rated to the date of termination with a performance factor of 100%. Long-term incentive: One-time on-hire RSUs (\$300,000 grant value) that are not vested prior to the termination date, will immediately vest and be paid. If he secures equivalent alternate full-time employment after a termination without cause: • severance payments, pension and benefits stop on the effective date of the acceptance of new employment • he receives a lump sum equivalent to 50% of the total severance payments that would have been made during the rest of the severance period.
Jay Rajarathinam	Depends on the timing of termination: • between 24 and 60 months, severance period is 14 months (no longer applies) • between 60 and 96 months, severance period is 18 months • after 96 months, severance period is calculated on a sliding scale to a maximum of 24 months (after reaching 18 years of service)	Severance: salary and short-term incentive at target for the severance period. Pension and benefits: continue for the severance period. Short-term incentive: pro-rated to the date of termination with a performance factor of 100%. Also qualifies for relocation support. If he secures equivalent alternate full-time employment after a termination without cause: • severance payments, pension and benefits stop on the effective date of the acceptance of new employment • he receives a lump sum equivalent to 50% of the total severance payments that would have been made during the rest of the severance period.

	Severance period	Entitlements
Luc Fortin	Depends on the timing of termination: • between 24 and 60 months, severance period is 14 months (no longer applies) • between 60 and 96 months, severance period is 16 months • after 96 months, severance is as required by law	Severance: salary and short-term incentive at target for the severance period. Pension and benefits: continue for the severance period. Short-term incentive: pro-rated to the date of termination with a performance factor of 100%. If he secures equivalent alternate full-time employment after a termination without cause: • severance payments, pension and benefits stop on the effective date of the acceptance of new employment • he receives a lump sum equivalent to 50% of the total severance payments that would have been made during the rest of the severance period.
Peter Conroy	18 month severance period	Severance: salary and short-term incentive at target for the severance period. Pension and benefits: continue for the severance period. Short-term incentive: pro-rated to the date of termination with a performance factor of 100% If he secures equivalent alternate full-time employment after a termination without cause: • severance payments, pension and benefits stop on the effective date of the acceptance of new employment • he receives a lump sum equivalent to 50% of the total severance payments that would have been made during the rest of the severance period.

What we would pay the named executives if they had stopped working with TMX Group on December 31, 2023

The table below includes the amounts triggered by each termination event – it does not include the value of options and DSUs that were considered vested at December 31, 2023.

We calculated the value of PSUs, RSUs and options using \$30.02, the weighted average trading price of a common share for the 30 trading days immediately preceding December 31, 2023 (or the actual amounts of RSU/PSU awards that vested December 31, 2023).

These amounts are estimates. What we would actually pay depends on several things, including our share price at the time the executive stopped working, and the executive's age and years of service.

What the executive would have received

		If he or she had			If his or her employment had been terminated	
		resigned voluntarily	retired	died ¹	without cause ²	with cause
John McKenzie³	Cash	–	not eligible	–	\$5,260,000	–
	PSUs, RSUs and options	–	–	\$5,680,364	\$2,835,626	–
	Pension	–	–	–	\$240,000	–
	Benefits	–	–	–	\$20,766	–
	Total	–	–	\$5,680,364	\$8,356,392	–
David Arnold⁴	Cash	–	not eligible	–	\$1,284,738	–
	PSUs, RSUs and options	–	–	\$1,538,966	\$757,080	–
	Pension	–	–	–	\$72,563	–
	Benefits	–	–	–	\$11,681	–
	Total	–	–	\$1,538,966	\$2,126,061	–
Jay Rajarathinam⁵	Cash	–	not eligible	–	\$2,599,275	–
	PSUs, RSUs and options	–	–	\$2,676,166	\$1,265,004	–
	Pension	–	–	–	\$124,875	–
	Benefits	–	–	–	\$200,098	–
	Total	–	–	\$2,676,166	\$4,189,252	–
Luc Fortin⁶	Cash	–	not eligible	–	\$1,877,550	–
	PSUs, RSUs and options	–	\$2,111,247	\$2,111,247	\$2,111,247	–
	Pension	–	–	–	\$87,000	–
	Benefits	–	–	–	\$13,844.00	–
	Total	–	–	\$2,111,247	\$4,089,641	–
Peter Conroy⁵	Cash	–	not eligible	–	\$1,397,400	–
	PSUs, RSUs and options	–	–	\$1,366,207	\$686,005	–
	Pension	–	–	–	\$87,750	–
	Benefits	–	–	–	\$151,870	–
	Total	–	–	\$1,366,207	\$2,323,025	–

¹ Standard acceleration of vesting under long-term incentive plans if an employee dies.

² No acceleration of long-term incentives if a named executive is terminated without cause, and our standard plan provisions would apply.

³ John McKenzie ceased participation in the defined benefit pension plan effective December 31, 2022. The pension value reflected here is based on the defined contribution value, based on an employer contribution rate of 15% of the executive's base salary.

⁴ David Arnold's remaining one-time sign-on RSUs that had not vested prior to termination date would vest immediately and be paid.

⁵ Jay Rajarathinam's and Peter Conroy's benefits assume continued international benefits and tax support.

⁶ Luc Fortin's long-term incentive is assumed under retiree treatment – would be eligible under the LTIP for this treatment if opting to retire from TMX Group.

* The S&P/TSX indices are a product of S&P Dow Jones Indices LLC ("SPDJI") and TSX Inc. ("TSX"). Standard & Poor's® and S&P® are registered trademarks of Standard & Poor's Financial Services LLC ("S&P"); Dow Jones® is a registered trademark of Dow Jones Trademark Holdings LLC and TSX® is a registered trademark of TSX. Dow Jones, S&P, their respective affiliates and TSX do not sponsor, endorse, sell or promote any products based on the Index and none of such parties make any representation regarding the advisability of investing in such product(s) nor do they have any liability for any errors, omissions or interruptions of the Index or any data related thereto.

Other information

Insurance and indemnification

We have indemnification agreements and liability insurance to protect directors, officers and some employees and others who act on our behalf:

- The indemnification agreements indemnify them from and against liability and costs if there is an action or suit against them related to the carrying out of their duties, with certain limitations as set out by law.
- Our liability insurance policy includes \$60 million for any loss (including defence costs), subject to a deductible of \$500,000 for each loss. We paid a premium of \$319,181 in 2023. The policy is renewable on October 1, 2024.

Loans to directors and officers

We had no loans outstanding to any directors or officers at any time in 2023, or on December 31, 2023.

TMX Group Limited (the “Corporation”) Board Charter

1. General

The primary responsibility of the Board of Directors of the Corporation (the “Board”) is to provide governance and stewardship to the Corporation.

All terms used herein and not otherwise defined shall have the meaning given in the Ontario Securities Commission’s amended and restated recognition order recognizing each of the Corporation, TSX Inc. and Alpha Exchange Inc. as an exchange dated February 8, 2019, as amended from time to time and Decision of the Autorité des marchés financiers recognizing each of the Corporation, TMX Group Inc. and Bourse de Montréal Inc. as an exchange, and the Bourse de Montréal Inc. as a self-regulatory organization, dated May 2, 2012 as amended from time to time.

The Board will appoint a competent executive management team to run the day-to-day operations of the Corporation and will oversee and supervise the management of the business of the Corporation by that team, including overseeing the management of the regulatory and public interest responsibilities of the Corporation.

The Board will oversee the Corporation’s systems of (i) corporate governance; and (ii) internal controls over financial reporting, to ensure that the Corporation reports adequate and fair financial information to shareholders and engages in ethical and legal corporate conduct.

The Board will carry out its mandate directly and through the following committees of the Board (and such other committees as it appoints from time to time): the Finance and Audit Committee, the Human Resources Committee, the Governance and Regulatory Oversight Committee, the Public Venture Market Committee and the Derivatives Committee.

2. Appointment and Supervision of Management

The Board will:

- Appoint the Chief Executive Officer (“CEO”) and other senior officers comprising the executive officers, and provide them with advice and counsel.
- Monitor the performance of the CEO against a set of mutually agreed corporate objectives directed at maximizing shareholder value and approve CEO compensation.
- Establish a process to adequately provide for management succession.
- Establish boundaries between the Board and management responsibilities and establish limits of authority delegated to management.
- Satisfy itself, to the extent feasible, as to the integrity of the CEO and other senior officers and that the CEO and other senior officers create a culture of integrity throughout the Corporation.
- Review and consider for approval all material amendments or departures proposed by management from established strategy, capital and operating budgets or matters of policy.

3. Strategic Planning

The Board will:

- Maintain a strategic planning process and review and approve annually a corporate strategic plan and vision which takes into account, among other things, the opportunities and risks of the business on a long-term and short-term basis, including the impact of environmental, social and governance factors.
- Ensure the strategic and operational plans are consistent with the corporate vision.
- Supervise the implementation and effectiveness of the Corporation's strategic and operational plans taking into consideration its risk appetite statement.
- Monitor the Corporation's performance against both short-term and long-term strategic plans, operational plans and annual performance objectives, including its key sustainability and climate-related objectives.

4. Risk Management

The Board will:

- Confirm that the Corporation has adequate risk management policies, processes and systems in place to identify and manage its key risks impacting strategic objectives, including environmental, social and governance risks.
- Confirm that management processes are in place to address and comply with applicable regulatory, corporate, securities and other compliance matters.
- Review and approve annually the Corporation's enterprise risk management policy and its risk appetite statement.
- Confirm that processes are in place to comply with the Corporation's by-laws, Codes of Conduct, all recognition orders and exemption orders issued in respect of the Corporation by applicable securities regulatory authorities, and all other significant policies and procedures.

5. Financial Reporting and Management

The Board will:

- Approve the Corporation's financial statements, and all related management's discussion and analysis and press releases, and review and oversee the Corporation's compliance with applicable audit, accounting and financial reporting requirements.
- Approve the annual business plan and the capital plan.
- Confirm the integrity of the Corporation's system of internal controls, which include internal control over financial reporting and disclosure controls and procedures (as such terms are defined in National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings).
- Review operating and financial performance results relative to established strategy, budgets and objectives.
- Review and assess the adequacy of the Finance and Audit Committee Charter on an annual basis.

6. Public Interest Responsibilities

- The Board will confirm that management has a system in place to conduct the business and operations of the Corporation in a manner that is consistent with the public interest.

7. Shareholder Communication

The Board will:

- Confirm that management has established a system for effective corporate communications including processes for consistent, transparent, regular and timely public disclosure.
- Approve the adoption of a disclosure policy relating to, among other matters, the confidentiality of the Corporation's business information.
- Report annually to shareholders on the Board's stewardship for the previous year.
- Determine appropriate criteria against which to evaluate corporate performance against shareholder expectations and confirm that the Corporation has a system in place to receive feedback from shareholders.

8. Corporate Governance

The Board will:

- Establish an appropriate system of corporate governance including practices to permit the Board to function independently of management and non-independent directors.
- Establish committees and approve their respective charters and the limits of authority delegated to each committee.
- As required, establish a CEO Search Committee, or instruct the Governance and Regulatory Oversight Committee or the Human Resources Committee, to recommend to the Board for approval a candidate for appointment as CEO.
- Determine Board member qualifications and reflect them in the Director Qualification Policy.
- Establish appropriate processes for the regular evaluation of the effectiveness of the Board, its chair, all the committees of the Board and their respective chairs, and all the members of the Board and its committees.
- Review on an annual basis whether any two or more Board members sit on the board of another corporation (other than any of the Corporation's subsidiaries) and whether the composition of the Board needs to be changed to eliminate these interlocks.
- Approve the nomination of directors.
- Review the adequacy and form of directors' compensation to ensure it realistically reflects the responsibilities and risks involved in being a director.
- Ensure that each director attends a minimum of 75% of Board and committee meetings (unless there are exceptional circumstances), keeping in mind the principle that the Board believes that all directors should attend all meetings of the Board and each committee on which he or she sits, and review in advance all the applicable materials for such meetings.

9. Codes of Conduct

The Board will:

- Adopt a Board Code of Conduct and an Employee Code of Conduct (collectively, the "Codes of Conduct") and monitor compliance with those codes.
- Approve any waivers and ensure disclosure of any waivers of the Codes of Conduct in the Corporation's annual report or management information circular.

10. The Chair of the Board

The Chair of the Board is selected by the Board on an annual basis from the Directors elected by the shareholders. He/she provides leadership to the Board in matters relating to the effective execution of all Board responsibilities and works with the CEO to ensure that the organization fulfills its responsibilities to stakeholders including shareholders, employees, customers, governments and the public. The Chair of the Board will be a director other than the CEO and must be independent.

The Chair of the Board will:

- Provide effective leadership so that the Board can function independently of management by ensuring that the Board meets regularly without management and non-independent directors, and that the Board may engage outside advisors as required subject to any approvals determined by the Board.
- Establish procedures to govern the Board's work including:
 - together with the corporate secretary, scheduling meetings of the Board and its committees;
 - chairing all meetings of the Board;
 - encouraging full participation, stimulating debate, facilitating consensus and ensuring clarity regarding decision-making;
 - developing the agenda for Board meetings with input from other Board members and management;
 - together with the corporate secretary, ensuring proper and timely information is delivered to the Board;
 - ensuring that the Board has appropriate administrative support; and
 - addressing complaints, questions and concerns regarding Board matters.
- Ensure the Board fully exercises its responsibilities and duties and complies with applicable governance and other policies.
- Meet or communicate regularly with the CEO regarding corporate governance matters, corporate performance and feedback from Board members.
- Act as a liaison between the Board and management.

- Serve as advisor to the CEO and other senior officers.
- Together with the Board's Governance and Regulatory Oversight Committee, establish appropriate committee structures, including the assignment of Board members and the appointment of committee chairs.
- Ensure that adequate orientation and ongoing training programs are in place for Board members. Together with the Board's Governance and Regulatory Oversight Committee, establish performance criteria for the Board and for individual Board members and co-ordinate the evaluation of performance and reporting against these criteria.
- Work with the Board or appropriate Board committee to establish performance criteria for the CEO and to facilitate the evaluation of the CEO's performance.
- Work with the Board's Human Resources Committee to establish and manage a succession program for the CEO's position.
- Oversee matters relating to shareholder relations and chair meetings of the shareholders.
- Work with the CEO to represent the Corporation to external stakeholders including shareholders, the investment community, governments and communities.

The Chair of the Board's performance will be measured against the following key metrics:

- The effectiveness with which the Board functions, including satisfaction of Board members regarding the functioning of the Board.
- The extent to which the Corporation carries out its responsibilities to shareholders, employees, customers, governments, and the public.
- The quality of communications between the Board and management, including satisfaction of members of management and Board members regarding this communication.

11. The Chief Executive Officer

The CEO is accountable to the Board for achieving corporate goals and objectives within specified limitations and in accordance with the CEO's performance objectives determined annually by the Board.

The CEO will:

- Provide worldwide vision and leadership for the Corporation.
- Develop and recommend corporate strategies, and business and financial plans for the approval of the Board.
- Execute the corporate strategy to achieve profitable growth and maximize shareholder value for the Corporation's shareholders.
- Manage the business operations in accordance with the strategic direction approved by the Board and within operational policies as determined by the Board.
- Challenge management to set and achieve viable annual and long-term strategic and financial goals.
- Recommend appropriate rewards and incentives for management.
- Monitor the performance of management against a set of agreed corporate objectives directed at maximizing shareholder value within reasonable risk parameters.
- Develop and execute effective succession plans that help to minimize succession risk for the Corporation.
- Work with external stakeholders to enhance the competitiveness of Canadian capital markets.
- Report information from management to the Board in a manner and time so that the Board may effectively monitor and evaluate corporate (operational and financial) performance against stated objectives and within executive limitations.
- Report to the Board on relevant trends, anticipated media and analyst coverage, material external or internal changes, and any changes in the assumptions upon which any Board decision or approval has previously been made.
- Advise the Board if, in the CEO's opinion, the Board is not in compliance with its own policies, or legal and/or regulatory requirements.
- Provide the Board with all information and access that the Board may require in order to make fully-informed decisions.
- Report in a timely manner any actual or anticipated non-compliance with any Board approved policy or decision.

How to vote

How to vote at our 2024 annual and special meeting

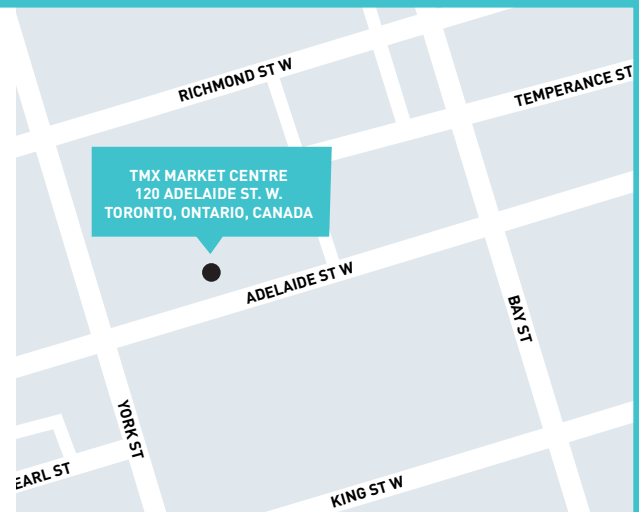
Friday, May 3, 2024

2:00 p.m. (Eastern time)

You can vote your TMX Group common shares if you owned them at the close of business on March 6, 2024.

Three ways to vote

- 1 in person at the meeting
TMX Market Centre
120 Adelaide Street West
Toronto, Ontario, Canada
- 2 at our virtual meeting by live audio webcast:
<https://virtual-meetings.tsxtrust.com/en/1597>
- 3 by proxy, using your proxy or voting instruction form



Who can vote?

You can vote your TMX Group common shares if you owned them at the close of business on March 6, 2024. There are some restrictions – see the note on the next page.

How many votes you have

You have one vote for every share you held on March 6, 2024. On March 6, 2024, there were 277,044,830 shares outstanding and eligible to vote.

What you're voting on

We need a simple majority of votes (50% plus one vote) cast for each item to be approved.

**The board recommends
you vote FOR these items.**

	Where to read about it
appointing our auditor	page 8
electing our directors	page 9
voting on our approach to executive compensation	page 9

Voting restrictions

No person or company, or combination of people or companies acting together, can beneficially own (directly or indirectly) or exercise control or direction over more than 10% of our common shares (except if approved in advance by the Ontario Securities Commission and Québec's Autorité des marchés financiers). No person or company can exercise the right to vote more than 10% of the votes attached to our common shares.

As of March 6, 2024, our directors and officers were not aware of any person or company, or combination of people or companies acting together, who beneficially owned (directly or indirectly) or exercised control or direction over more than 10% of our common shares.

Counting the votes

Our transfer agent, TSX Trust Company, counts and tabulates the proxies.

Your vote is private

Your vote is kept confidential unless it's clear that you want your position to be communicated to management, or as necessary to meet legal requirements.

Questions?

Contact our transfer agent, TSX Trust Company:

tel (416) 361-0930 (Toronto area)
tel 1-866-393-4891 (North America)
fax (416) 595-9593
email tsxtis@tmx.com

How to vote if you're a registered shareholder

You're a registered shareholder if you hold your shares directly with TMX Group.

Three ways to vote

- 1 in person at the meeting
- 2 at our virtual meeting
- 3 by proxy, using the proxy form we sent you

How to vote at the meeting

If you want to attend the meeting and vote in person, do not complete the proxy form. Just register with TSX Trust Company when you arrive at the meeting. You can still attend the meeting if you have already submitted your voting instructions, but you cannot vote again at the meeting unless you revoke your proxy as described.

How to vote at our virtual meeting

1. Log in at <https://virtual-meetings.tsxtrust.com/en/1597> 15 minutes before the meeting starts
2. Click on "I have a control number"
3. Enter your control number (on your proxy form)
4. Enter the password: tmx2024
5. Vote!

You have to be connected to the internet at all times to be able to vote – it's your responsibility to make sure you stay connected for the entire meeting.

How to vote by proxy

Voting by proxy means appointing someone (your proxyholder) to attend the meeting and vote according to instructions you've provided.

1. Appoint someone to be your proxyholder

Luc Bertrand, chair of the board, and John McKenzie, CEO, will be your proxyholders unless you appoint someone else.

If you want to appoint someone else to be your proxyholder, cross out the chair and CEO's names, and write in the name of the person you're appointing. Your proxyholder does not have to be a TMX Group shareholder, but he or she does need to understand that your vote will not be counted unless he or she attends the virtual meeting or at the meeting and votes your shares for you.

You or the person you appoint is required to contact TSX Trust to receive a meeting access number, in order to participate at the Meeting. To register with TSX Trust, please go to <https://tsxtrust.com/resource/en/75> and complete the form. It is the responsibility of the TMX Group shareholder to advise their proxy (the person they appoint) to register with TSX Trust to receive a meeting access number. Without the meeting access number, proxyholders will not be able to participate in the meeting.

2. Provide your voting instructions

Use the form to specify how you want to vote on each item. Your proxyholder has to follow these instructions.

If you do not specify how you want your shares to be voted, your proxyholder can vote your shares as he or she sees fit. In this situation, Luc Bertrand and John McKenzie will vote your shares:

- *for each director*
- *for our auditor*
- *for our approach to executive compensation*

If there are amendments to the items or other items are properly brought before the meeting, your proxyholder can vote as he or she sees fit. As of the date of this circular, management was not aware of any proposed amendments or other matters to be presented at the meeting.

TSX Trust Company

100 Adelaide Street West,
Suite 301 Toronto, Ontario
M5H 4H1
Fax (416) 595-9593

3. Send in your proxy form

Sign and date the form, and mail it to our transfer agent by **2:00 p.m. (Eastern time) on May 1, 2024**. You can send it to TSX Trust Company by mail, voting online or fax.

How to revoke your proxy

You can revoke your proxy by:

- delivering a letter to the Chief Legal and Enterprise Corporate Affairs Officer and Corporate Secretary by 2:00 p.m. (Eastern time) on May 1, 2024 (or, the last business day before the meeting, if it is postponed), stating that you want to revoke your proxy
- any other way allowed by law.

How to change your vote

You can also change your vote by sending in another properly completed and signed proxy form with a later date, as long as it is received by 2:00 p.m. (Eastern time) on May 1, 2024, or the last business day prior to the date the meeting is reconvened if it is adjourned.

How to vote if you're a beneficial shareholder

You're a beneficial shareholder if you hold your shares through an intermediary (a bank, securities broker, trust company, clearing agency or other financial institution).

Your intermediary will vote your shares, but you have the right to tell it how to vote.

Three ways to vote

- 1** in person at the meeting
- 2** at our virtual meeting
- 3** by proxy, using the proxy form we sent you

How to vote at the meeting

If you are a beneficial shareholder, you will receive a voting information form from your intermediary with respect to the number of common shares held on your behalf. Follow the instructions on the voting instruction form. In most cases, you will simply print your name in the space provided for appointing a proxyholder and return the voting instruction form as instructed by your intermediary. Do not complete the voting section of the voting instruction form, because you will be voting at the meeting. Please register with TSX Trust Company when you arrive at the meeting.

How to vote at our virtual meeting

1. Appoint yourself as proxyholder by writing your name in the space provided on the form of proxy or voting instruction form. Do not fill out your voting instructions
2. Sign and send it to your intermediary, following the voting deadline and submission instructions on the voting instruction form
3. Get a control number by contacting TSX Trust Company at **tsxtrustproxyvoting@tmx.com** by 2:00 p.m. (Eastern) on May 1, 2024
4. Log in at **<https://virtual-meetings.tsxtrust.com/en/1597>** at least
5. 15 minutes before the meeting starts
6. Click on "I have a control number"
7. Enter your control number
8. Enter the password: tmx2024
9. Vote!

You have to be connected to the internet at all times to be able to vote – it's your responsibility to make sure you stay connected for the entire meeting.

How to vote by proxy

1. Complete the proxy or voting instruction form, indicating your voting instructions on each item
2. Sign the form and follow instructions provided on the voting information form with respect to the voting deadline and submission of your voting instruction form.
3. If you change your mind and want to vote at the meeting, follow the instructions on your voting information form to see if this is possible and what steps you need to take.

How to change your vote

If you have provided voting instructions to your intermediary and change your mind about how you want to vote, or you decide to attend the meeting and vote at the meeting, contact your intermediary to find out what to do.

About your voting materials

Your intermediary sent you this circular and a proxy or voting instruction form unless you told them not to send you voting information. If we sent you these materials directly, your intermediary gave us your name, address and information about your shareholdings in accordance with securities regulatory requirements. By choosing to send these materials to you directly, we have assumed responsibility for delivering them to you and for following your voting instructions.



For more information

Please contact TMX Group if you have any additional questions or require further clarification.

General Enquiries

300-100 Adelaide St. West
Toronto, ON
M5H 1S3

T + 1 888 873-8392

info@tmx.com

