



NEWS RELEASE

# TMX Group Prices \$1.1 Billion Private Placement Debenture Offering

2/12/2024

TORONTO, Feb. 12, 2024 /CNW/ - TMX Group Limited ("TMX Group") today announced that it has priced a Canadian private placement offering (the "Offering") of \$1.1 billion aggregate principal amount of senior unsecured debentures (collectively, the "Debentures") to accredited investors in Canada comprising: (i) C\$350 million aggregate principal amount of 4.678% Series G Senior Unsecured Debentures due August 16, 2029; (ii) C\$300 million aggregate principal amount of 4.836% Series H Senior Unsecured Debentures due February 18, 2032; and (iii) C\$450 million aggregate principal amount of 4.970% Series I Senior Unsecured Debentures due February 16, 2034. The Debentures will be direct senior unsecured and unsubordinated obligations of TMX Group and will rank pari passu with all other senior unsecured and unsubordinated indebtedness of TMX Group.

TMX Group expects the Offering to close on February 16, 2024 and the Debentures are expected to receive a credit rating of "AA (Low)" with a Negative Trend from DBRS Limited.

The net proceeds from the Offering will be used to repay a portion of outstanding indebtedness and for general corporate purposes.

The Debentures are being offered exclusively to persons resident in a Canadian province through a syndicate of agents led by BMO Capital Markets, National Bank Financial Inc. and TD Securities Inc. and including Barclays Capital Canada Inc., Canaccord Genuity Corp., Casgrain & Company Limited, CIBC World Markets Inc., Citigroup

Global Markets Canada Inc., Laurentian Bank Securities Inc., RBC Dominion Securities Inc., and Scotia Capital Inc. and on a private placement basis in reliance upon exemptions from the prospectus requirements under applicable securities laws in those provinces. The Debentures have not been qualified for sale to the public under such securities laws.

This news release does not constitute an offer to sell or the solicitation of an offer to buy the Debentures or any other securities of TMX Group in any jurisdiction, and is not an offer for sale within the United States of any securities of TMX Group. Securities of TMX Group, including any debt securities, may not be offered or sold in the United States absent registration under U.S. securities laws or unless exempt from registration under such laws. The Offering described in this news release is not being made in the United States and has not been and will not be registered under U.S. securities laws. Accordingly, the Debentures may not be offered or sold in the United States except in certain transactions exempt from the registration requirements under applicable U.S. securities laws.

**Caution Regarding Forward-Looking Information** This press release of TMX Group contains "forward-looking information" (as defined in applicable Canadian securities legislation) that is based on expectations, assumptions, estimates, projections and other factors that management believes to be relevant as of the date of this press release. Often, but not always, such forward-looking information can be identified by the use of forward-looking words such as "plans," "expects," "is expected," "budget," "scheduled," "targeted," "estimates," "forecasts," "intends," "anticipates," "believes," or variations or the negatives of such words and phrases or statements that certain actions, events or results "may," "could," "would," "might," or "will" be taken, occur or be achieved or not be taken, occur or be achieved. Forward-looking information, by its nature, requires us to make assumptions and is subject to significant risks and uncertainties which may give rise to the possibility that our expectations or conclusions will not prove to be accurate and that our assumptions may not be correct.

Examples of forward-looking information in this press release include, but are not limited to, the closing of the Offering and the benefits of the Offering, and the expected credit rating of the Debentures, all of which are subject to significant risks and uncertainties. These risks include, but are not limited to: dependence on the economy of Canada; adverse effects on our results caused by global economic conditions (including geopolitical events, interest rate movements, threat of recession) or uncertainties including changes in business cycles that impact our sector; geopolitical and other factors which could cause business interruption); dependence on information technology; vulnerability of our networks and third party service providers to security risks, including cyber-attacks; regulatory constraints; constraints imposed by our level of indebtedness, risks of litigation or other proceedings; currency risk; dependence on third-party suppliers and service providers; adverse effect of a systemic market event on certain of our businesses; the regulatory constraints that apply to the business of TMX Group and its regulated subsidiaries.

Forward-looking information is based on a number of assumptions which may prove to be incorrect, including, but

not limited to, business and economic conditions generally; exchange rates (including estimates of exchange rates from Canadian dollars to the U.S. dollar or GBP), commodities prices, the level of trading and activity on markets, and particularly the level of trading in TMX Group's key products; changes to interest rates and the timing thereof; the amount and timing of: revenue and technology cost synergies resulting from the AST Canada acquisition; productivity at TMX Group, as well as that of TMX Group's competitors; market competition; research and development activities; the successful introduction and client acceptance of new products and services; successful introduction of various technology assets and capabilities; the impact on TMX Group and its customers of various regulations; TMX Group's ongoing relations with its employees; and the extent of any labour, equipment or other disruptions at any of its operations of any significance other than any planned maintenance or similar shutdowns.

We have attempted to identify important factors that could cause actual actions, events or results to differ materially from those current expectations described in forward-looking information. However, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended and that could cause actual actions, events or results to differ materially from current expectations. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. These factors are not intended to represent a complete list of the factors that could affect us. A description of the above-mentioned items is contained in the section "Enterprise Risk Management" of our 2023 annual MD&A.

## **About TMX Group (TSX: X)**

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 Venture Exchange**, **TSX Alpha Exchange**, **The Canadian Depository for Securities**, **Montréal Exchange**, **Canadian Derivatives Clearing Corporation**, **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. TMX Group is headquartered in Toronto and operates offices across North America (Montréal, Calgary, Vancouver and New York), as well as in key international markets including London, Singapore and Vienna. For more information about TMX Group, visit **www.tmx.com**. Follow TMX Group on X: **@TMXGroup**.

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