



NEWS RELEASE

# TMX Group Limited Announces Agreement to Acquire RAFI Indices from Research Affiliates

2026-06-11

Acquisition more than triples TMX VettaFi's Assets Under Indexing

Toronto, Ontario--(Newsfile Corp. - June 11, 2026) - TMX Group Limited (TMX Group) today announced an agreement to acquire RAFI Indices, LLC (RAFI Indices) from Research Affiliates Global Holdings, LLC (Research Affiliates), a global index provider and investment advisor for US\$490 million (\$683 million<sup>1</sup>) in total consideration. The acquisition will significantly expand equity portfolio coverage of TMX VettaFi, a differentiated index provider with modern distribution solutions, and TMX Group subsidiary.

Transaction Highlights:

- RAFI Indices' pro forma run rate revenue was approximately US\$49 million (\$68 million<sup>1</sup>) at March 31, 2026, and adjusted earnings before interest, taxes, depreciation and amortization (adjusted EBITDA) was approximately US\$38 million (\$53 million<sup>1</sup>).<sup>2</sup>
- Implied total valuation of US\$393 million (\$547 million<sup>1</sup>) net of expected tax benefit with a net present value of approximately US\$97 million (\$135 million<sup>1</sup>), primarily representing amortizable acquired goodwill and intangibles.
- The transaction will more than triple TMX VettaFi Assets Under Indexing (AUI) from approximately US\$81 billion to US\$263 billion<sup>3</sup>.
- Expected to be accretive to adjusted earnings per share<sup>4</sup> within the first 12 months of closing, excluding synergies.
- Revenue growth is expected to be in-line with TMX VettaFi's High Growth (high-single to double digit growth) over the long term.

- Will accelerate our key transformational measures, increasing recurring revenue, revenue outside Canada, and revenue from Global Insights.
- Transaction is expected to be financed with debt, and pro forma leverage ratio, including the previously announced and pending Cboe Australia and Cboe Canada transaction, is expected to be approximately 2.7x<sup>5</sup> after closing, with plans to return to target leverage range one-year post close.

"RAFI Indices brings a legacy of deep research and pioneering methodologies that align with TMX VettaFi's commitment to providing innovative and data-driven investment solutions," said Peter Conroy, CEO, Global Insights, TMX Group. "By combining RAFI Indices' world-class intellectual property with our modern "Index Factory" technology and distribution platform, we are expanding the toolkit available to our partners to include some of the most respected fundamental strategies in the industry."

RAFI Indices is an index company founded by Research Affiliates. It specializes in constructing, publishing, and licensing indices that reflect a deep, academically rigorous understanding of the fundamental factors driving capital market returns. The company is renowned for its innovative approach, offering over 90 indices that cater to a diverse range of investment needs worldwide.

"Today we begin an exciting new chapter in the RAFI story. Our simple idea of creating an index strategy that selects and weights using fundamental measures of size, rather than price or market value, advanced the state of the art for equity investing," said Rob Arnott, Founding Partner and Board Chair of Research Affiliates. "With TMX VettaFi's resources and our shared vision, they will be properly equipped to take RAFI, and our newer strategies in cap-weighted core and growth investing, to new levels of global success."

Completion of this transaction is anticipated to close by the end of Q3 2026, subject to regulatory approval and customary closing conditions.

TD Securities served as financial advisor and WilmerHale LLP acted as legal counsel to TMX Group. Ardea Partners LP served as financial advisor and Paul, Weiss, Rifkind, Wharton & Garrison LLP acted as legal advisor to Research Affiliates. National Bank of Canada and The Toronto-Dominion Bank are providing new committed credit facilities to TMX Group.

For more information about TMX VettaFi, please visit [www.vettafi.com](http://www.vettafi.com).

<sup>1</sup>Based on USD/CAD exchange rate of 1.3930 at June 10, 2026. Actual amounts in Canadian dollars subject to change.

<sup>2</sup>Pro forma run rate revenue and pro forma run rate adjusted EBITDA are compilations of financial information provided by Research Affiliates management as of March 31, 2026. The financial information is unaudited and may not be prepared in accordance with IFRS for public companies.

<sup>3</sup>TMX VettaFi AUI as of March 31, 2026. RAFI Indices AUI is based on information provided by Research Affiliates management as of March 31, 2026.

<sup>4</sup>Adjusted EPS excludes the impact of acquisition, integration and related items, strategic re-alignment expenses, litigation, dispute and related items, (gain) / loss on fair value revaluation or sale of subsidiary / investment / other.

<sup>5</sup>Pro Forma Debt / Adjusted EBITDA based on pro forma Debt as of March 31, 2026, assuming Cboe Australia, Cboe Canada, and RAFI Indices are 100% funded by debt and close simultaneously; divided by pro forma adjusted EBITDA for TMX standalone March 2026 LTM plus 2025 adjusted EBITDA for Cboe Australia, Cboe Canada, and pro forma run rate adjusted EBITDA as at March 31, 2026 for RAFI Indices. Debt is defined as term loans, commercial paper plus debentures. Adjusted EBITDA is a non-

GAAP measure, and Debt / Adjusted EBITDA is a non-GAAP ratio and does not have standardized meaning prescribed by GAAP, and therefore is unlikely to be comparable to similar measures presented by other companies. See discussion under "Non-GAAP Financial Measures" and "Forward-Looking Information".

### **Teleconference / Audio Webcast**

TMX Group will host a teleconference / audio webcast to discuss the transaction.

Time: 8:00 a.m. - 9:00 a.m. ET on Friday, June 12, 2026

Participants may access the conference call via the webcast link:

<https://www.gowebcasting.com/14722>

The audio webcast of the conference call and investor presentation will also be available on TMX Group's website at [www.tmx.com](http://www.tmx.com), under Investor Relations.

Alternatively, participants may join the live call by dialing 1-833-752-4317 or 1-647-846-2266.

An audio replay of the conference call will be available at 1-855-669-9658 or 1-412-317-0088, access code 6148097.

### **Caution Regarding Forward-Looking Information**

This press release of TMX Group Limited ("TMX Group", "us", "we", "our") 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", "projects", "is expected", "projected", "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 TMX Group 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 anticipated benefits of the transactions to TMX Group, TMX VettaFi, and RAFI Indices; the expected impact on TMX Group's earnings and adjusted earnings per share; expectations regarding the revenue growth of RAFI Indices; TMX Group's leverage ratio after closing; the ability to integrate RAFI Indices into TMX Group and the potential synergies; the expected impact on TMX's long-term growth strategy and transformational objectives; the ability for TMX Group to accelerate RAFI Indices' growth; the source and amount of funds to fund the acquisition; the ability to deleverage and the timing thereof; the timing and receipt of regulatory approvals; our ability to maintain our long-term target dividend payout ratio and the timeline for the completion of the transaction, each of which is subject to a number of significant risks and uncertainties. These risks include, but are not limited to: competition from other exchanges or marketplaces, including alternative trading systems and new technologies, on a national and international basis; dependence on the economies of Canada, the United States; adverse effects on our results caused by global economic conditions (including geopolitical events, interest rate movements or threats of recession) or uncertainties including changes in business cycles that impact our sector; failure to retain and attract qualified personnel; 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; failure to properly identify or implement our strategies; regulatory constraints; constraints imposed by our level of indebtedness, risks of litigation or other proceedings; dependence on adequate numbers of customers; failure to develop, market or gain acceptance of new products; failure to close and effectively integrate acquisitions, including the RAFI Indices acquisition, to achieve planned economics or divest underperforming businesses; currency risk; adverse effect of new business activities; adverse effects from business divestitures; not being able to meet cash requirements because of our holding company structure and restrictions on paying inter-corporate dividends; dependence on third-party suppliers and service providers; dependence of trading operations on a small number of clients; risks associated with our clearing operations; challenges related to international expansion; restrictions on ownership of TMX Group common shares; inability to protect our intellectual property; adverse effect of a systemic market event on certain of our businesses; risks associated with the credit of customers; cost structures being largely fixed; the failure to realize cost reductions in the amount or the time frame anticipated; dependence on market activity that cannot be controlled; the regulatory constraints that apply to the business of TMX Group and its regulated subsidiaries, costs of on exchange clearing and depository services, trading volumes (which could be higher or lower than estimated) and the resulting impact on revenues; future levels of revenues being lower than expected or costs being higher than expected.

Forward-looking information is based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions with respect to the impact of the cost of acquisition financing on adjusted earnings per share; assumptions in connection with the ability of TMX Group to successfully compete against global and regional marketplaces and other venues; business and economic conditions generally; exchange rates (including estimates of exchange rates from Canadian dollars to the U.S. dollar), commodities prices, the level of trading and activity on markets, and particularly the level of trading in TMX Group's key products; business development and marketing and sales activity; the continued availability of financing on appropriate terms for future projects; changes to interest rates and the timing thereof; 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 shutdown.

#### Forward-Looking Information (FLI)

In addition to the assumptions outlined above, forward-looking information related to long-term revenue CAGR objectives, and long term adjusted earnings per share CAGR objectives are based on assumptions that include, but not limited to:

- TMX Group's success in achieving growth initiatives and business objectives;
- continued investment in growth businesses and in transformation initiatives including next generation technology and systems;
- no significant changes to our effective tax rate, and number of shares outstanding;
- organic and inorganic growth in recurring revenue;
- moderate levels of market volatility over the long term;
- level of listings, trading, and clearing consistent with historical activity;
- economic growth consistent with historical activity;
- no significant changes in regulations;
- continued disciplined expense management across our business;
- continued re-prioritization of investment towards enterprise solutions and new capabilities;
- free cash flow generation consistent with historical run rate; and
- a limited impact from inflation, rising interest rates and supply chain constraints on our plans to

grow our business over the long term including on the ability of our listed issuers to raise capital.

While we anticipate that subsequent events and developments may cause TMX Group's views to change, TMX Group has no intention to update this forward-looking information, except as required by applicable securities law. This forward-looking information should not be relied upon as representing TMX Group's views as of any date subsequent to the date of this press release. TMX Group has 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 TMX Group. Important additional information identifying risks and uncertainties and other factors is contained in TMX Group's 2025 Annual Report under the headings entitled "Caution Regarding Forward-Looking Information" and "Enterprise Risk Management" which may be accessed at [tmx.com](http://tmx.com) in the Investor Relations section under Regulatory Filings.

### Non-GAAP Financial Measures

This press release includes references to financial measures that are not defined by GAAP. Although such non-GAAP measures are calculated according to accepted industry practice, such measures disclosed in this press release may be different from non-GAAP measures used by other companies. This data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. While TMX Group believes these measures provide investors with greater transparency and supplemental data relating to the transaction, readers are cautioned that these non-GAAP measures are not alternatives to measures determined in accordance with GAAP and should not, on their own, be construed as indicators of TMX Group's or RAFI Indices' future performance or profitability. Readers should not rely on any single financial measure when evaluating TMX Group's business or that of RAFI Indices. We use non-GAAP measures and non-GAAP ratios that do not have standardized meanings prescribed by GAAP and are, therefore, unlikely to be comparable to similar measures presented by other companies. Management uses these measures, and excludes certain items, because it believes doing so provides investors a more effective analysis of underlying operating and financial performance, including, in some cases, our ability to generate cash and our ability to repay debt. Management also uses these measures to more effectively measure performance over time, and excluding these items increases comparability across periods. The exclusion of certain items does not imply that they are non-recurring or not useful to investors.

Adjusted earnings per share provided above is a non-GAAP ratio and does not have a standardized meaning prescribed by GAAP and is therefore, unlikely to be comparable to similar measures presented by other companies. TMX Group presents Adjusted EPS and excludes, among other things, acquisition, integration, and related items; amortization of intangibles related to acquisitions; strategic re-alignment expenses; dispute, litigation and related items; and other items as disclosed in TMX Group's 2025 Annual Report and Q1 2026 Report to Shareholders. For more information on Adjusted EPS, including definitions and explanations of how these measures provide useful information, refer to Non-GAAP Measures in TMX Group's 2025 Annual Report and Q1 2026 Report to Shareholders.

TMX Group Adjusted EBITDA is a non-GAAP measure and Debt/Adjusted EBITDA is a non-GAAP ratio. TMX Group presents income before income taxes to indicate operating and financial performance. TMX Group presents adjusted EBITDA from income before income taxes after share of income from equity accounted investees, impairment charges, (gain) loss on fair value revaluation or sale of

subsidiary / investment / other, net finance income/costs, depreciation and amortization, acquisition, integration and related items, and strategic re-alignment expenses.

RAFI Indices' pro forma run rate adjusted EBITDA is calculated as net income excluding interest expense, income tax expense, depreciation and amortization, acquisition, integration, and related costs, one-time income (loss), and other significant items that are not reflective of the underlying business operations of RAFI Indices. RAFI Indices adjusted EBITDA is a compilation of financial information provided to us for RAFI Indices by Research Affiliates management as of March 31, 2026. The RAFI Indices financial information is unaudited and may not be prepared in accordance with IFRS for public companies.

Cboe Canada and Cboe Australia's adjusted EBITDA is calculated as net income excluding interest expense, income tax expense, depreciation and amortization, acquisition, integration, and related costs, one-time income (loss), and other significant items that are not reflective of the underlying business operations of Cboe Canada and Cboe Australia. Cboe Canada and Cboe Australia Adjusted EBITDA is a compilation of financial information provided to us for Cboe Canada and Cboe Australia entities as of December 31, 2025. The Cboe Canada and Cboe Australia financial information is unaudited and prepared in accordance with IFRS (Cboe Canada) or Australian Accounting Standards (Cboe Australia) for public companies. Adjusted EBITDA for Cboe Canada and Cboe Australia excludes certain items such as discontinued operations, transfer pricing, unrealized gains / losses, and one-time employee costs.

### **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](#), [TSX Trust](#), [TMX Trayport](#), [TMX Datalinx](#), [TMX VettaFi](#) and [TMX Newsfile](#), 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](http://www.tmx.com). Follow TMX Group on X: [@TMXGroup](#).

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