

This letter is important and requires your immediate attention.

If you are in any doubt about the contents of this letter or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, accountant or other independent financial adviser authorised under FSMA if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are taking advice in a territory outside the United Kingdom.

6 December 2024



Dear Participant

**The Aquis Exchange CSOP (the “CSOP”) and
the recommended cash acquisition of Aquis Exchange plc by SIX Exchange Group AG**

On 11 November 2024, the boards of Aquis Exchange plc (“**Aquis**”) and SIX Exchange Group AG (“**SIX**”) announced that they had reached agreement on the terms of a recommended cash offer for the entire issued and to be issued ordinary share capital of Aquis (the “**Acquisition**”).

We are writing to explain how the Acquisition will affect your option(s) granted under the CSOP (your “**CSOP Options**”) and the decisions you need to make.

Please read everything in this letter (the “**Letter**”) and everything shared with it carefully. The contents are very important.

You will need to take action to receive value from the CSOP Options that you hold. This will NOT happen automatically.

It is recommended that you complete, sign and submit the enclosed Form of Instruction and return a copy by e-mail to [REDACTED] to exercise your CSOP Options conditional on sanction of the Scheme by the Court (known as “Choice A”) as soon as possible and by no later than 5pm (United Kingdom time) on 10 January 2025 or by any earlier deadline you are told about once the expected date of the Sanction Hearing is known.

IF YOU TAKE NO ACTION YOUR CSOP OPTIONS WILL LAPSE ON THE EFFECTIVE DATE (unless they lapse earlier under the CSOP rules).

This Letter only relates to your CSOP Options. If you participate in any other Aquis Share Plans you will receive separate communications setting out the effect of the Acquisition on those options and any Aquis Shares held under those Aquis Share Plans. Please also read those communications carefully as the treatment of those options and any Aquis Shares held under those Aquis Share Plans may be different from the treatment of your CSOP Options.

In this Letter:

- Part A describes the effect of the Acquisition on your CSOP Options, the choices available to you and what action you will need to take.
- Part B explains the key words and phrases used in this Letter. Unless otherwise defined, capitalised terms used in this Letter have the same meaning as in the Scheme Document.

Please also see section 10 below about how your CSOP Options will be treated if you leave employment with the Aquis Group before the Court Sanction Date.

Summary of your choices

Choice A: Apply now to exercise your CSOP Options on the Court Sanction Date

You can elect in advance to exercise your CSOP Options conditional on sanction of the Scheme by the Court on the Court Sanction Date. If you do this:

- Your CSOP Options will be exercised on sanction of the Scheme.
- The Aquis Shares which you receive on the exercise of your CSOP Options will be purchased by SIX as part of the Acquisition.
- You will receive 727 pence for each Aquis Share (less the aggregate Exercise Price).

If you want to select Choice A, you must complete, sign and submit the enclosed Form of Instruction and return a copy by e-mail to [REDACTED] as soon as possible and by no later than 5pm (United Kingdom time) on 10 January 2025 or by any earlier deadline you are told about once the expected date of the Sanction Hearing is known.

Choice B: Exercise your vested CSOP Options before the Court Sanction Date

If all or part of your CSOP Options vest before the Court Sanction Date (which is expected to be in Q2 2025), you can also exercise your CSOP Options (to the extent vested) in the ordinary course at any time before they lapse on the Effective Date. You will need to make arrangements with Aquis to satisfy the Exercise Price payable on exercise of your CSOP Options.

Any Aquis Shares which you hold at the Scheme Record Time will be automatically purchased by SIX as part of the Acquisition. You will receive 727 pence for each such Aquis Share.

If you want to exercise your vested CSOP Options before the Court Sanction Date, you must contact [REDACTED] to request an exercise form and return the duly completed exercise form before your vested CSOP Options lapse.

If you do not exercise your CSOP Options before the Effective Date (or by any earlier date prescribed under the CSOP rules), your CSOP Options will lapse and you will not receive any value for them.

If your CSOP Options lapse before the Court Sanction Date, any Choice A election you have made will not take effect.

Part A

1. The Acquisition

The Acquisition will result in Aquis and its subsidiaries becoming wholly-owned subsidiaries of SIX.

The Acquisition will take place through a “scheme of arrangement” (the “**Scheme**”). This is a procedure which must be approved by Aquis Shareholders and the Court. The date on which the Court approves the Scheme is referred to in this Letter as the “**Court Sanction Date**”. The Court Sanction Date is not when the Acquisition will complete. The Acquisition is currently expected to complete on the day following the Court Sanction Date (this is referred to as the Scheme becoming “**Effective**” which will occur on the “**Effective Date**”).

Full details of the Scheme are set out in the Scheme Document sent or made available to Aquis Shareholders on 27 November 2024. A copy of the Scheme Document is also available on the Aquis website at <https://www.aquis.eu/investors/offer-documentation> and the SIX website at <https://www.six-group.com/en/company/investors/recommended-offer-aquis.html>. A copy of this Letter is also available on the same Aquis website and SIX website. If you are already an Aquis Shareholder, the Scheme Document sets out the impact of the Acquisition on the Aquis Shares that you currently hold. This Letter should be read together with the Scheme Document.

2. What are the terms of the Acquisition?

Aquis Shareholders will receive 727 pence for each Aquis Share they own.

3. When is the Effective Date likely to take place?

The Effective Date is currently expected to take place in Q2 2025 but only after a number of Conditions are satisfied. The expected timetable of events is available in the Scheme Document at pages xi-xii. **This is an estimated time frame, so please do not rely on the Scheme taking place in Q2 2025, or at all.**

4. How will the Acquisition affect your unvested CSOP Options?

The Acquisition will change the usual treatment of your unvested CSOP Options.

Normally, your CSOP Options would vest and become exercisable three years from the date of grant, and remain exercisable until the day before the tenth anniversary of the grant date.

As a result of the Acquisition your unvested CSOP Options will vest and become exercisable early on the Court Sanction Date, unless they lapse earlier under the CSOP rules.

The extent to which your CSOP Options vest is subject to the Aquis Nomination and Remuneration Committee’s determination as to the application of time pro-rating on, or before, the Court Sanction Date. The Aquis Nomination and Remuneration Committee currently expects that:

- your CSOP Options granted in 2025 (if any) will vest on the Court Sanction Date subject to time pro-rating; and

- your CSOP Options granted in earlier financial years will vest with no application of time pro-rating.

Once the Aquis Nomination and Remuneration Committee has formally determined the extent to which your CSOP Options vest (if at all) and whether time pro-rating will apply, you will be notified of its decision. Any part of your CSOP Options that does not vest will lapse on the Court Sanction Date.

5. How will the Acquisition affect your vested CSOP Options?

The Acquisition will change the usual treatment of any vested CSOP Options.

A vested CSOP Option is normally exercisable until the day before the tenth anniversary of the grant date.

However, as a result of the Acquisition, the exercise period for a vested CSOP Option will end early on the Effective Date (unless it lapses earlier under the CSOP rules). To the extent that a vested CSOP Option is unexercised as at that time, it will lapse and you would not receive any value for it.

6. What are your choices?

The choices you have in relation to your CSOP Options in connection with the Scheme are set out in the “Summary of your choices” section above, and are also set out below. If you leave employment with the Aquis Group before the Court Sanction Date and before you exercise your CSOP Options (if vested), different rules may apply – these are explained in section 10 below.

If Aquis and SIX agree to increase the price offered per Aquis Share between the date of this Letter and the Effective Date (which is currently not expected to occur), any choice you make in relation to your CSOP Options will continue to apply.

Choice A: Apply now to exercise your CSOP Options on the Court Sanction Date

You can elect in advance to exercise your CSOP Options conditional on sanction of the Scheme by the Court. If you do this:

- Your CSOP Options will be exercised on sanction of the Scheme.
- The Aquis Shares which you receive on the exercise of your CSOP Options will be purchased by SIX as part of the Acquisition.
- You will receive 727 pence for each Aquis Share (less the aggregate Exercise Price).

If you want to select Choice A, you must complete, sign and submit the enclosed Form of Instruction and return a copy by e-mail to [REDACTED] as soon as possible and by no later than 5pm (United Kingdom time) on 10 January 2025 or by any earlier deadline you are told about once the expected date of the Sanction Hearing is known.

Choice B: Exercise your vested CSOP Options before the Court Sanction Date

If your CSOP Options vest before the Court Sanction Date (which is expected to be in Q2 2025), you can also exercise your CSOP Options (to the extent vested) in the ordinary course at any time before they lapse on the Effective Date. You will need to make arrangements with Aquis to satisfy the Exercise Price payable on exercise of your CSOP Options.

Any Aquis Shares which you still hold at the Scheme Record Time will be automatically purchased by SIX as part of the Acquisition. You will receive 727 pence for each such Aquis Share.

If you want to exercise your vested CSOP Options before the Court Sanction Date, you must contact ██████████ to request an exercise form and return the duly completed exercise form before your vested CSOP Options lapse.

To facilitate the timely completion of the Acquisition, the Aquis Shares to which you become entitled in connection with Choice A will be held on your behalf by the trustee of the Aquis Exchange Employee Benefit Trust (the “**EBT Trustee**”) as your nominee, and these Aquis Shares will automatically be sold on your behalf to SIX for the offer price.

7. Do I have to make a choice?

It is important that you make a choice because, if you do not take any action, your CSOP Options will lapse automatically on the Effective Date (unless they lapse earlier under the CSOP rules), and **you will not receive any value for them.**

8. When and how will I receive the money?

If you select Choice A or Choice B, the cash you receive will be paid to you by Aquis through payroll, in your payroll currency. If you are resident outside of the United Kingdom, your sale proceeds will be converted into your local currency using the prevailing exchange rate (rounded down to the nearest equivalent unit to a penny). Neither Aquis nor SIX will be responsible for any fluctuation in exchange rates.

- If you select Choice A, the cash will be paid to you as soon as reasonably practicable after the Effective Date once Aquis receives the funds from SIX.
- If you select Choice B and still hold Aquis Shares at the Scheme Record Time, the cash proceeds will be paid to you in pounds sterling by SIX, within 14 days of the Effective Date.

Neither Aquis nor SIX will be responsible for any charges your bank levies to convert your proceeds to your local currency or any fluctuation in exchange rates.

9. What if the Acquisition does not go ahead?

If the Court does not sanction the Scheme for any reason, your CSOP Options will continue as normal under the CSOP rules.

10. What happens if I leave employment with the Aquis Group?

The leaver provisions under the CSOP rules will apply to your CSOP Options in the normal way prior to vesting. This means that if you hold unvested CSOP Options and, before the Court Sanction Date:

- you leave for a “good leaver” reason under the CSOP rules (for example, death, injury or disability in certain circumstances, retirement as defined in the CSOP rules, or redundancy as defined in applicable law), the default position is that your unvested CSOP Options will vest on the earlier of: (i) the Court Sanction Date; and (ii) the normal vesting date, subject to time pro-rating from the date of grant up to the date of cessation of employment, and will continue to be exercisable until the earlier of: (i) the day before the Effective Date; and (ii) the end of the 12 month period following the normal vesting date; or
- you do not qualify as a “good leaver” under the CSOP rules, your unvested CSOP Options will lapse on the date of cessation of employment.

If you hold vested CSOP Options and you leave employment, your CSOP Options will continue to be exercisable until the earlier of: (i) the day before the Effective Date; and (ii) the end of the 12 month period following the cessation of employment, unless the reason for the cessation of employment is your misconduct (in which case your CSOP Options will lapse on the date of cessation of employment).

Please note: if you leave the Aquis Group before the Court Sanction Date, there is a risk that your CSOP Options could lapse on your leaving date or some other date before the Court Sanction Date. If your CSOP Options lapse before the Court Sanction Date, any Choice A instruction you have given will not take effect. Your instruction will not be affected if you qualify as a “good leaver”, provided your CSOP Options have not otherwise lapsed before the Court Sanction Date.

11. What if I am an insider?

If you are a restricted person under the Share Dealing Policy, or you have otherwise been told that the Share Dealing Policy applies to you, you must obtain clearance to exercise your CSOP Options under the Share Dealing Policy before you submit an instruction. Your instruction must be submitted as soon as possible and in any event within two Business Days of clearance being granted. You can ask for clearance to deal by following the process set out in the Share Dealing Policy. However, unless exceptional circumstances exist, it is unlikely you will be granted permission to deal while you are an insider. It is recommended that, if you wish to select Choice A or Choice B, and you are a restricted person under the Share Dealing Policy (or you will probably become one), or you have otherwise been told that the Share Dealing Policy applies to you, you should take action as soon as possible.

12. What are the tax implications for me?

The information in this section is intended as a general guide only to certain United Kingdom tax considerations based on current United Kingdom law and what is understood to be the current practice of HMRC as at the date of this Letter and does not constitute tax advice to you or any individual participant. Please remember that tax law can and often does change, and you should not necessarily assume the current tax position will continue. As the tax rules for each country are different, the final amount of tax and social security contributions you will have to pay depends upon where you are resident for tax purposes. The information in this section applies only to participants resident for tax purposes in the United Kingdom and nowhere else throughout the time between the date that their CSOP

Options were granted and the time that they are exercised. We strongly recommend that, if you are unsure how your CSOP Options will be taxed or if you are a resident or otherwise subject to tax in a jurisdiction outside the United Kingdom and in particular if your tax residency has changed during the period between grant and exercise, you seek advice from an independent tax adviser in your country of tax residence.

Please note that none of Aquis or SIX, or any of their employees, can provide you with legal, personal tax or financial advice. If you are in any doubt as to the contents of this Letter or the effect that the Acquisition will have on your personal tax position, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, accountant, or other independent financial adviser authorised under FSMA if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are taking advice in a territory outside the United Kingdom.

No income tax or employee's National Insurance contributions will be due on the exercise of your CSOP Options if you select Choice A or Choice B.

If you exercise your CSOP Options and sell your Aquis Shares, including under Choice A or Choice B, capital gains tax ("**CGT**") is expected to arise if the difference between the aggregate Exercise Price paid for your Aquis Shares and the sale proceeds for your Aquis Shares (together with any other capital gains that you make) exceeds your CGT annual exemption (or other available reliefs) in the relevant tax year. For the tax year ending 5 April 2025, the annual exemption is currently £3,000. The transfer of Aquis Shares to your spouse / civil partner is generally tax free and your spouse / civil partner may be able to use their CGT annual exemption to reduce any CGT payable on the disposal of Aquis Shares.

Any CGT on the sale of Aquis Shares is payable by you to HMRC under self-assessment. If your aggregate capital gains are likely to exceed your annual exemption, you are strongly recommended to seek your own independent tax advice, including as to whether you need to submit a tax return.

13. What if I have any questions?

If you have any questions about your CSOP Options, what your choices are or how to exercise your CSOP Options, please contact [REDACTED], HR Manager, in the first instance.

Please note that Aquis and SIX cannot give you any legal, tax, investment or financial advice on the merits of the Acquisition, its effect on your CSOP Options or your choices.

14. Proposal and Recommendation

Proposal

SIX is required by the Code to make an "appropriate proposal" to holders of options to safeguard their interests in the context of the Acquisition. The Acquisition remains subject to the Court's sanction of the Scheme (currently expected to occur at a Court hearing to take place in Q2 2025). Equality of treatment as between the holders of CSOP Options is required under the Code.

The proposal is that you exercise your CSOP Options on the Court Sanction Date conditional on sanction of the Scheme by the Court (i.e. **Choice A**) (the "**Proposal**").

Recommendation

The Aquis Directors, who have been so advised by Evercore as to the financial terms of the proposal, consider the terms of the proposal described above to be fair and reasonable in the context of the Acquisition. In providing its advice to the Aquis Directors, Evercore has taken into account the commercial assessments of the Aquis Directors. Evercore is providing independent financial advice to the Aquis Directors for the purposes of Rule 15.2 of the Code.

Accordingly, the Aquis Directors unanimously recommend that you accept the Proposal and select **Choice A** to exercise your CSOP Options conditional on sanction of the Scheme by the Court. You should, however, consider your own personal circumstances, including your tax position, when deciding your preferred timing for exercising your CSOP Options.

15. Important notes

If you are in any doubt about the contents of this letter or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, accountant or other independent financial adviser authorised under FSMA if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are taking advice in a territory outside the United Kingdom.

Nothing in this Letter constitutes financial advice to any holder of shares, share options or any other share awards in Aquis or SIX.

If you have received this Letter electronically, you can request a hard copy of this Letter, free of charge, by contacting [REDACTED], HR Manager, stating your name and the address to which the hard copy should be sent. You can also ask that any other documents, announcements and information be sent to you in relation to the Acquisition should be sent to you in hard copy form.

If there are any differences between the information in this Letter and the CSOP rules or any relevant legislation, then the CSOP rules and the legislation will prevail.

Yours faithfully

[REDACTED]
For and on behalf of
Aquis Exchange plc

[REDACTED]
For and on behalf of
SIX Exchange Group AG

Part B

Glossary: words and phrases used in this Letter and what they mean

“**Acquisition**” means the proposed acquisition of Aquis by SIX, proposed to be effected by the Scheme as described in the Scheme Document (or, subject to the consent of the Panel and the terms of the co-operation agreement entered into between Aquis and SIX dated 11 November 2024, by Offer under certain circumstances described in the Scheme Document);

“**Aquis**” means Aquis Exchange plc, a public limited company incorporated in England and Wales with registered number 07909192, whose registered office is 63 Queen Victoria Street, London, England, EC4N 4UA;

“**Aquis Directors**” means the directors of Aquis as at the date of the Scheme Document, whose names are set out in the Scheme Document, or, where the context so requires, the directors of Aquis from time to time;

“**Aquis Group**” means Aquis and its subsidiaries and subsidiary undertakings;

“**Aquis Share Plans**” means the CSOP, the Aquis Exchange Limited Enterprise Management Incentive Share Option Plan, the Aquis Exchange Executive Share Option Plan, the Aquis Exchange Omnibus Plan and the Aquis Exchange PLC Share Incentive Plan (in each case as amended from time to time);

“**Aquis Shares**” means the ordinary shares of 10 pence each in the capital of Aquis;

“**Aquis Shareholders**” means the holders of Aquis Shares;

“**Business Day**” means any day (other than a Saturday, Sunday or public or bank holiday) on which banks are generally open for normal business in the City of London;

“**CGT**” means capital gains tax;

“**Code**” means the City Code on Takeovers and Mergers, as amended from time to time;

“**Conditions**” means the conditions to the Acquisition and the implementation of the Scheme set out in Part III (*Conditions to the Implementation of the Scheme and to the Acquisition*) of the Scheme Document;

“**Court**” means the High Court of Justice in England and Wales;

“**Court Sanction Date**” means the date on which the Court sanctions the Scheme under section 899 of the Companies Act 2006;

“**CSOP**” means the Aquis Exchange CSOP, as amended from time to time;

“**CSOP Option**” means an option granted under the CSOP;

“**EBT Trustee**” means the trustee of the Aquis Exchange Employee Benefit Trust;

“Effective” means, in the context of the Acquisition: (i) if the Acquisition is implemented by way of the Scheme, the Scheme having become effective pursuant to its terms; or (ii) if the Acquisition is implemented by way of an Offer, the Offer having been declared or having become unconditional in accordance with the requirements of the Code;

“Effective Date” means the date on which the Scheme becomes Effective;

“Evercore” means Evercore Partners International LLP;

“Exercise Price” means the exercise price payable for each Aquis Share in relation to any CSOP Option granted, to be paid by you in connection with the exercise of your CSOP Options;

“Form of Instruction” means the form of instruction provided with the Letter;

“FSMA” means the Financial Services and Markets Act 2000 (as amended from time to time);

“HMRC” means H.M. Revenue & Customs;

“Letter” means the letter dated 6 December 2024 from Aquis and SIX explaining the impact of the Acquisition on your CSOP Options;

“Offer” means, should SIX elect to effect the Acquisition by way of a takeover offer, the offer to be made by or on behalf of SIX and, where the context so requires, any subsequent revision, variation, extension or renewal of such offer;

“Panel” means The Panel on Takeovers and Mergers;

“Sanction Hearing” means the hearing of the Court of the application to sanction the Scheme under Part 26 of the Companies Act 2006 and, if such hearing is adjourned, reference to commencement of any such hearing shall mean the commencement of the final adjournment thereof;

“Scheme” means the proposed scheme of arrangement under Part 26 of the Companies Act 2006 between Aquis and Aquis Shareholders, with or subject to any modification, addition or condition approved or imposed by the Court and agreed by Aquis and SIX;

“Scheme Document” means the document setting out the terms of the Scheme dated 27 November 2024 and addressed to Aquis Shareholders;

“Scheme Record Time” means 6:00p.m. on the Business Day immediately prior to the Effective Date;

“Share Dealing Policy” means the Aquis Exchange Plc Share Dealing Policy;

“SIX” means SIX Exchange Group AG, a public limited company incorporated under the laws of Switzerland with registered number CHE-293.824.484;

“SIX Directors” means the directors of SIX as at the date of the Scheme Document, whose names are set out in the Scheme Document or, where the context so requires, the directors of SIX from time to time; and

“SIX Group” means SIX and its subsidiaries and subsidiary undertakings.

Unless context requires otherwise, in this Letter the singular shall include the plural (and vice versa) and references to a gender shall include other genders.

Notes

- i. The release, publication or distribution of this Letter in or into jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this Letter comes should inform themselves about, and observe, any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.
- ii. Evercore, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting as lead financial adviser to Aquis and no one else in connection with the Acquisition and will not be responsible to anyone other than Aquis for providing the protections afforded to clients of Evercore nor for providing advice in relation to the Acquisition or any matter referred to herein.
- iii. Evercore has given and not withdrawn its written consent to the issue of this Letter with the inclusion of references to its name in the form and context in which they are included.
- iv. This Letter does not constitute an offer or invitation to purchase or subscribe for any securities or a solicitation of an offer to buy any securities pursuant to this Letter or otherwise in any jurisdiction in which such offer or solicitation is unlawful.
- v. The exercise of the CSOP Options in accordance with the Proposal (Choice A) will be irrevocable and cannot subsequently be revoked.
- vi. The enclosed Form of Instruction, including the notes, terms and conditions and instructions in it, shall be deemed to be incorporated into and form an integral part of the Proposal.
- vii. All documents to which you are or will become entitled will be despatched to the email address provided by you, at your own risk.
- viii. Accidental omission to despatch this Letter or the Form of Instruction to, or failure to receive the same by, any person to whom the Proposal (or the Scheme Document) is made or should be made shall not invalidate anything set out in this Letter in any way.
- ix. The Proposal, this Letter and the Form of Instruction shall be governed and construed in accordance with English law and the English courts will have exclusive jurisdiction for all purposes in connection with this Letter, the Proposal and the Form of Instruction.
- x. The Aquis Directors, whose names are set out in the Scheme Document, accept responsibility for the information contained in this Letter (including any expressions of opinion) other than the information for which responsibility is taken by the SIX Directors. To the best of the knowledge and belief of the Aquis Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Letter for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.
- xi. The SIX Directors, whose names are set out in the Scheme Document, accept responsibility for the information contained in this Letter (including any expressions of opinion) relating to the SIX Group, the SIX Directors and their respective close relatives, related trusts and controlled

companies, and persons deemed to be acting in concert with SIX (as such term is defined in the Code). To the best of the knowledge and belief of the SIX Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Letter for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.