

# S&P Global

S&P Global Inc.  
55 Water Street  
New York, New York 10041

## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To be held on March 11, 2021

Dear Fellow S&P Global Shareholder:

We are pleased to invite you to attend, and notice is hereby given that S&P Global Inc., a New York corporation, referred to as S&P Global, will hold, a special meeting of its shareholders virtually via the Internet, referred to as the S&P Global special meeting, at 10:00 a.m. Eastern Time on March 11, 2021 for the following purpose:

1. **Approval of the S&P Global Share Issuance.** To vote on a proposal to approve the issuance of S&P Global common stock, par value \$1.00 per share, to shareholders of IHS Markit Ltd., a Bermuda exempted company limited by shares, referred to as IHS Markit, in connection with the merger contemplated by the Agreement and Plan of Merger, dated as of November 29, 2020, as amended by Amendment No. 1, dated as of January 20, 2021, and as it may be further amended from time to time, referred to as the merger agreement, by and among S&P Global, Sapphire Subsidiary, Ltd., a Bermuda exempted company limited by shares, and IHS Markit, referred to as the S&P Global share issuance proposal.

S&P Global will transact no other business at the S&P Global special meeting, except such business as may properly be brought before the S&P Global special meeting or any adjournment or postponement thereof. Please refer to the joint proxy statement/prospectus of which this notice is a part for further information with respect to the business to be transacted at the S&P Global special meeting.

In light of the ongoing coronavirus (COVID-19) pandemic, referred to as the COVID-19 pandemic, the S&P Global special meeting will be held in a virtual meeting format only, via live webcast, and there will not be a physical meeting location. You will be able to attend the S&P Global special meeting online and to vote your shares electronically at the meeting by visiting <http://www.meetingcenter.io/289582186>, referred to as the S&P Global special meeting website.

The S&P Global board of directors, referred to as the S&P Global board, has fixed the close of business on January 19, 2021 as the record date for the S&P Global special meeting, referred to as the S&P Global record date. Only S&P Global shareholders of record at that time are entitled to receive notice of, and to vote at, the S&P Global special meeting or any adjournments or postponements thereof. S&P Global is commencing its solicitation of proxies on or about January 22, 2021. S&P Global will continue to solicit proxies until the date of the S&P Global special meeting.

Completion of the merger is conditioned upon, among other things, approval of the S&P Global share issuance proposal by the S&P Global shareholders, which requires the affirmative vote of a majority of the votes cast (virtually via the S&P Global special meeting website or by proxy) by S&P shareholders entitled to vote at the S&P Global special meeting, assuming a quorum is present.

**The S&P Global board unanimously adopted the merger agreement and determined that the merger agreement and the transactions contemplated by the merger agreement, including the S&P Global share issuance, are advisable and fair to and in the best interests of S&P Global and its shareholders, and unanimously recommends that S&P Global shareholders vote “FOR” the S&P Global share issuance proposal.**

**Your vote is very important regardless of the number of shares of S&P Global common stock that you own. The votes cast in favor of the S&P Global share issuance proposal must exceed the aggregate of votes cast against the S&P Global share issuance proposal and abstentions. Whether or not you expect to attend the S&P Global special meeting virtually via the S&P Global special meeting website, to ensure your representation at the S&P Global special meeting, we urge you to submit a proxy to vote your shares as**

**promptly as possible by (1) visiting the Internet site listed on the S&P Global proxy card, (2) calling the toll-free number listed on the S&P Global proxy card or (3) submitting your S&P Global proxy card by mail by using the provided self-addressed, stamped envelope.** Submitting a proxy prior to the S&P Global special meeting will not prevent you from voting virtually at the S&P Global special meeting via the S&P Global special meeting website, but it will help to secure a quorum and avoid added solicitation costs. Any eligible holder of S&P Global common stock who is present virtually at the S&P Global special meeting via the S&P Global special meeting website may vote at that time, thereby revoking any previous proxy. In addition, a proxy may also be revoked in writing before the S&P Global special meeting in the manner described in the accompanying joint proxy statement/prospectus. If your shares are held in the name of a bank, broker or other nominee, please follow the instructions on the voting instruction card furnished by the bank, broker or other nominee. If you hold shares in the S&P Global dividend reinvestment plan or the S&P Global employee stock purchase plan, any proxy you give will also govern the voting of any shares you hold in these plans. If you hold shares through the S&P Global 401(k) and profit sharing plan, please refer to your proxy card for instructions on how to vote the shares you hold through the plan.

### **Attending the S&P Global Special Meeting**

If you were a shareholder of record of S&P Global at the close of business on the S&P Global record date and wish to attend the S&P Global special meeting, you will need the 15-digit control number and the meeting password located on your proxy card.

If you own shares in “street name” through an account with a bank, broker or other nominee and wish to attend and vote at the S&P Global special meeting, then you will need to obtain a legal proxy and further instructions from your bank, broker or other nominee. Your bank, broker or other nominee cannot vote on the S&P Global share issuance proposal without your instructions.

If your shares are registered in your name with S&P Global’s share registrar and transfer agent, Computershare Trust Company, N.A., no proof of ownership is required because S&P Global can verify your ownership through the control number shown on your proxy card.

The enclosed joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement and the other matters to be considered at the S&P Global special meeting. We urge you to carefully read this joint proxy statement/prospectus, including any documents incorporated by reference herein, and the annexes in their entirety. If you have any questions concerning the proposal in this notice, the merger agreement, the merger or the joint proxy statement/prospectus, would like additional copies or need help voting your shares of S&P Global common stock, please contact S&P Global’s proxy solicitor:

**Innisfree<sup>®</sup>**

Innisfree M&A Incorporated  
501 Madison Avenue, 20th floor  
New York, New York 10022  
Shareholders may call toll free: (877) 750-8315  
Banks and Brokers may call collect: (212) 750-5833

OR

**S&P Global Inc.**  
55 Water Street  
New York, New York 10041  
Attention: Corporate Secretary  
Telephone: (212) 438-1000  
Email: [corporate.secretary@spglobal.com](mailto:corporate.secretary@spglobal.com)

By Order of the Board of Directors,



Taptesh (Tasha) K. Matharu  
*Chief Corporate Counsel &  
Corporate Secretary*  
New York, New York  
January 22, 2021