

Company No 01761813

GAIN CAPITAL UK LIMITED

**WRITTEN RESOLUTION OF GAIN CAPITAL UK LIMITED (THE "COMPANY")
PURSUANT TO S.281 AND PART 13 CH 2 COMPANIES ACT 2006**

Circulation Date 12/5 / 2016

In accordance with Part 13 Ch 2 Companies Act 2006, the directors of the Company propose the following written resolution which is proposed as a special resolution

SPECIAL RESOLUTION

That

- (a) the share premium account of the Company be cancelled and the amount of such share premium account, being £55,933,490 60, be transferred and offset against the Company's Accumulated Losses, and
- (b) the share capital of the Company be reduced by cancelling and extinguishing 3,606,650,940 of the 12,228,869,220 ordinary shares of £0 01 each in the capital of the Company and offsetting the £36,066,509 40 of capital paid up on those ordinary shares (following the cancellation of the share premium account referred to at part (a) above) against the Company's Accumulated Losses

Agreement to written resolution

Please read the notes at the end of this document before signifying your agreement to the written resolution

The undersigned, being the sole shareholder of the Company entitled on the date set out above to vote on the written resolution, irrevocably agrees to the written resolution

Signed by
(director)



Signature **NIGEL ROSE**

for and on behalf of
City Index (Holdings) Limited

Date 12/5 / 2016

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NOTES

Procedures for signifying agreement

- 1 If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company

Period for agreeing to written resolution

- 2 Unless, by the end of the period of 28 days beginning with the Circulation Date stated at the head of this document, sufficient agreement has been received for the written resolution to pass, it will lapse. However, if you agree to the resolution, please ensure that your agreement reaches us before or during the date that is 15 days after the date of the solvency statement signed by the directors of the Company that is enclosed with this written resolution. The requirements of the Companies Act 2006 are such that the resolution will be ineffective if the agreement of members representing not less than 75% of the total voting rights of eligible members is not received on or before that date.