

RESOLUTIONS
of
TULLETT PREBON GROUP HOLDINGS PLC
(the Company)
(Registered Number: 03904126)

At a general meeting of the Company duly convened and held on 29 March 2018 at 2 Broadgate, London, EC2M 7UR resolution 1 was passed as an ordinary resolution and resolution 2 as a special resolution.

ORDINARY RESOLUTIONS

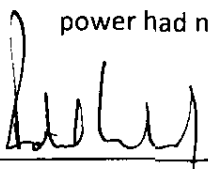
1. THAT:

- (a) the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe to, or to convert any security into, shares in the Company (the Rights) up to a maximum total nominal amount of £10,000,000; and
- (b) this authority expires five years from the date on which this Resolution is passed but the Company may make offers or agreements before this authority expires which would or might require shares to be allotted, or rights to be granted, after the authority expires and the directors may allot shares and grant rights pursuant to any of those offers or agreements as if this authority had not expired.

SPECIAL RESOLUTIONS

2. THAT subject to the passing of resolution 1:

- (a) the directors are empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 561 of the Companies Act 2006) pursuant to the authority conferred by Resolution 1 as if section 561 of the Companies Act 2006 did not apply to the allotment; and
- (b) this power applies when the authority conferred by resolution 1 is revoked or would (if not revoked) expire but the Company may make offers or agreements before this power expires that would or might require equity securities to be allotted after the power expires and the directors may allot equity securities pursuant to any of those offers or agreements as if this power had not expired.



Secretary of the Company

