

Company number: 03904126

**THE COMPANIES ACT 2006**

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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS**

of

**TULLETT PREBON GROUP HOLDINGS PLC**


**(the Company)**

**Passed as Special Resolutions on 10 January 2021  
pursuant to Chapter 2 of Part 13 of the Companies Act 2006**

**"SPECIAL RESOLUTIONS**

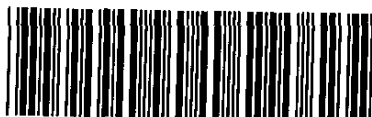
1. **THAT** the Company be re-registered as a private limited company under the Companies Act 2006 under the name of Tullett Prebon Group Holdings Limited.
2. **THAT**, with effect from the Company's re-registration as a private limited company and in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), the Directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006.
3. **THAT**, for as long as the Company continues to have one class of shares, the Directors be authorised to exercise their power to allot such shares and grant rights to subscribe for or to convert any security in the capital of the Company pursuant to s.550 of the Companies Act 2006.
4. **THAT** the pre-emption provisions of s.561 and s.562 shall not apply to the Company.
5. **THAT** the Articles of Association as attached be adopted as the Articles of Association of the Company with immediate effect and in substitution for and to the exclusion of the existing Articles of Association."

Signed for and on behalf of  
TP ICAP plc



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Date: 10 January 2021

TUESDAY



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COMPANIES HOUSE