

Company No. 5807599

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS

of

TP ICAP PLC
(the "Company")

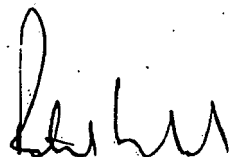
Passed on Wednesday 13 May 2020

At an annual general meeting of the Company duly convened and held at offices of TP ICAP plc, 2 Broadgate, London EC2M 7UR, the following resolution was duly passed as a special resolution.

RESOLUTION 19

That:

- (a) in addition to any authority granted under Resolution 18, the Directors be given power:
 - i. subject to the passing of Resolution 17, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by that resolution under section 551 of that Act; and
 - ii. to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash, in either case as if section 561 of that Act did not apply to the allotment or sale, but this power shall be:
 - i. limited to the allotment of equity securities up to a maximum nominal amount of £7,041,704.75; and
 - ii. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-emption Group prior to the date of this Notice;
- (b) this power shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2021; and
- (c) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.



SECRETARY

TP ICAP Classification: Public

