

Company No. 5807599

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS

of

TP ICAP PLC
(the "Company")

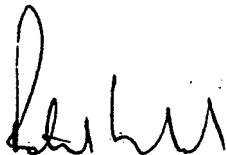
Passed on Wednesday 13 May 2020

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 20

To unconditionally and generally authorise the Company for the purpose of section 701 of the Companies Act 2006 to make market purchases (as defined in section 693(4) of the Companies Act 2006) of ordinary shares of 25p each in the capital of the Company on such terms and in such manner as the Directors of the Company may determine, provided that:

- (a) the maximum number of ordinary shares which may be purchased is 56,333,638;
- (b) the minimum price which may be paid for each share is 25p (exclusive of expenses payable by the Company in connection with the purchase);
- (c) the maximum price which may be paid for an ordinary share (exclusive of expenses payable by the Company in connection with the purchase) is an amount equal to the higher of:
 - i. 105% of the average of the middle market prices of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and
 - ii. an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the London Stock Exchange Trading System;
- (d) this authority shall expire at the conclusion of the Company's next AGM or, if earlier, at the close of business on 1 July 2021 unless such authority is renewed prior to such time; and
- (e) the Company may make a contract or contracts to purchase ordinary shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract.



SECRETARY

TP ICAP Classification: Public

