

Company No. 06505346

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ICAP HOLDINGS (UK) LIMITED

(the "Company")

Circulation Date: 2 March 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the Directors of the Company (the "Directors" or "Board") propose that the resolutions set out below are passed as special resolutions (the **Resolutions**).

Special Resolutions:

- 1 **THAT** pursuant to section 641(1)(a) of the Act, the entire amount standing to the credit of the share premium account of the Company as at 2 March 2020, being the sum of £11,011,998 be cancelled and extinguished;
 - 2 **THAT** pursuant to Section 641(1)(a) of the Act, the Company's issued share capital be reduced by £331,105 from £331,106, comprising 331,106 ordinary shares of £1.00 each, to £1.00, comprising 1 ordinary share of £1.00 each, by cancelling and extinguishing 331,105 of such issued ordinary shares of £1.00 each (the "**Reduction Shares**"); and
 - 3 **THAT** the sum of £11,343,103 arising on the reduction pursuant to Resolutions 1 and 2 above be credited to the profit and loss reserves of the Company,
- (together, the **Reduction**).

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the Resolutions on 2 March 2020, hereby irrevocably agrees to the Resolutions.

Signed for and on behalf of

ICAP Securities Limited

Date: 2 March 2020



Robin Stewart, Director

TUESDAY



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03/03/2020

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COMPANIES HOUSE