

Company number: 9080531

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
of
ICAP GLOBAL BROKING HOLDINGS LIMITED
(the "Company")

Passed as Ordinary Resolutions on 2 February 2021, pursuant to Chapter 2 of Part 13 of
the Companies Act 2006, by the sole member of the Company

"Ordinary resolutions

1. **THAT** in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (the "**Rights**") provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date upon which this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities under section 551 of the Act previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities prior to the date of this resolution."

2. **"THAT** in accordance with article 43 of the Articles, the sum of £396,489,172.87 standing to the credit of the Company's retained profits be and is hereby capitalised and appropriated as capital to the sole shareholder of the ordinary shares of £1.00 each in the capital of the Company as appearing in the register of members as at the close of business on the Circulation Date and **THAT** the Directors be and hereby are authorised to apply such sum in paying up in full one ordinary share of £1.00 in the capital of the Company and to allot and issue such new shares, credited as fully paid up, to the sole shareholder of the four ordinary shares of £1.00 each."



Signed for and on behalf of
TP ICAP plc

Date: 2 February 2021

