

**CMC MARKETS PLC**

LEI: 213800VB75KAZBFH5U07

ISIN: GB00B14SKR37

**RESULTS OF 2017 ANNUAL GENERAL MEETING**

CMC Markets plc (LSE: CMCX, "the Company"), a leading global provider of online retail trading, announces that at the Company's 2017 Annual General Meeting ("AGM") held earlier today at the Company's offices at 133 Houndsditch, London, EC3A 7BX, all the resolutions set out in the Notice of Annual General Meeting 2017, with the exception of resolution 8 (withdrawn prior to the meeting), were passed by way of a poll.

In accordance with Listing Rule 9.6.2R, copies of all the resolutions passed other than resolutions concerning ordinary business will shortly be submitted to the National Storage Mechanism and will be available for inspection at [www.hemscott.com/nsm.do](http://www.hemscott.com/nsm.do).

A summary of the poll results in respect of each resolution is set out below.

On behalf of the Board:

Jonathan Bradshaw  
Company Secretary  
27 July 2017

**Enquiries**

CMC Markets plc +44 (0) 20 7170 8200  
Jonathan Bradshaw, *Company Secretary*  
Grant Foley, *Chief Operating & Financial Officer*  
Charlie Steel, *Global Head of Corporate Development*

# ANNUAL GENERAL MEETING – 27 JULY 2017

## VOTING RESULTS

		Number of votes in favour	% in favour	Number of votes against	% against	Number of votes withheld	Total Shares Voted	% of Issued Share Capital Voted
<b>RESOLUTION</b>								
1	Annual report and financial statements	265,773,773	100.00%	0	0.00%	70,149	265,773,773	92.25%
2	Final dividend of 5.95p per ordinary share	265,843,422	100.00%	0	0.00%	500	265,843,422	92.27%
3	Re-election of Simon Waugh	264,456,652	99.48%	1,386,313	0.52%	957	265,842,965	92.27%
4	Re-election of Peter Cruddas	265,716,485	99.95%	126,480	0.05%	957	265,842,965	92.27%
5	Re-election of Grant Foley	265,728,751	99.96%	114,214	0.04%	957	265,842,965	92.27%
6	Re-election of David Fineberg	265,728,751	99.96%	114,214	0.04%	957	265,842,965	92.27%
7	Re-election of James Richards*	264,515,657	99.51%	1,308,025	0.49%	20,240	265,823,682	92.27%
8	Re-election of Malcolm McCaig (WITHDRAWN)	N/A	N/A	N/A	N/A	N/A	N/A	N/A
9	Re-appointment of Auditor	265,728,733	99.96%	114,689	0.04%	500	265,843,422	92.27%
10	Authority to set remuneration of Auditor	265,751,704	99.97%	91,718	0.03%	500	265,843,422	92.27%
11	Directors' Remuneration Report	242,198,501	91.11%	23,619,462	8.89%	25,959	265,817,963	92.26%
12	Authority for Directors to allot shares	265,744,645	99.96%	98,777	0.04%	500	265,843,422	92.27%
13	Dis-application of pre-emption rights	265,839,201	99.99%	4,221	0.01%	500	265,843,422	92.27%
14	Authority to allot equity securities in certain circumstances for specific transactions	265,840,947	99.99%	2,475	0.01%	500	265,843,422	92.27%
15	Authority for the Company to purchase own shares	265,841,574	99.99%	1,848	0.01%	500	265,843,422	92.27%
16	Authority to call a general meeting other than an AGM on not less than 14 days notice	264,365,448	99.44%	1,477,974	0.56%	500	265,843,422	92.27%

The Company also announces, in respect of resolution 7, the result of the 'independent shareholders' vote on the election of independent Non-Executive Directors as follows:

		Number of votes in favour	% in favour	Number of votes against	% against	Number of votes withheld	Total Shares Voted	% of Issued Share Capital Voted
7	Election of James Richards*	84,585,751	98.48%	1,308,025	1.52%	20,240	85,893,776	29.81%

Notes:

1. Percentage of voting shares is the percentage of shares voted and excludes shares on which votes were withheld.
2. Total number of ordinary shares in issue as at the date of the AGM = 288,103,959.
3. Following the declaration of the final dividend by shareholders at today's AGM, a dividend of 5.95 pence per Ordinary Share of 25 pence in the Company for the financial year ended 31 March 2017 shall be paid on 25 August 2017 to those shareholders registered at the close of business on 4 August 2017 (the record date).

**Company number: 05145017**

**The Companies Act 2006**

**Public Limited Company**

**Ordinary and Special Resolutions**

**of**

**CMC MARKETS PLC**

**(the "Company")**

**At the Annual General Meeting ("AGM")** of the Company duly convened and held at 133 Houndsditch, London, EC3A 7BX at 10:00 am on Thursday 27 July 2017 the following resolutions were duly passed as Ordinary and Special resolutions as indicated:

**ORDINARY RESOLUTIONS**

12. THAT the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

- (i) up to a nominal amount of £24,008,663;
- (ii) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further nominal amount of £24,008,663 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006 and to expire at the end of the next AGM or on 30 September 2018, whichever is the earlier, but, in each case, so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this resolution has expired.

For the purposes of this Resolution, "rights issue" means an offer to:

- (I) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (II) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe further securities by means of the issue of a renounceable letter (or other negotiable instrument) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

### **SPECIAL RESOLUTIONS**

13. THAT subject to the passing of Resolution 12 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash:

- (i) pursuant to the authority given by paragraph (i) of Resolution 12 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 in each case:
  - (a) in connection with a pre-emptive offer; and
  - (b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £3,601,299; and
- (ii) pursuant to the authority given by paragraph (ii) of Resolution 12 above in connection with a pre-emptive rights issue,

as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment;

such authority to expire at the end of the next Annual General Meeting of the Company or at the close of business on 30 September 2018, whichever is the earlier but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- I. "rights issue" has the same meaning as in Resolution 12 above;
- II. "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such

exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;

- III. references to an allotment of equity securities shall include a sale of treasury shares; and
- IV. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

14. THAT subject to the passing of Resolution 12 above and in addition to any authority granted under Resolution 13 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash pursuant to the authority given by Resolution 12 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, such authority to be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £3,601,299; 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 Directors 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,

such authority to expire at the end of the next Annual General Meeting of the Company or at the close of business on 30 September 2018, whichever is the earlier, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

15. THAT the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases (as defined in Section 693 of that Act) of ordinary shares of 25 pence each in the capital of the Company provided that:

- (a) the maximum number of shares which may be purchased is 28,810,395;
- (b) the minimum price which may be paid for each share is 25 pence;
- (c) the maximum price which may be paid for a share is an amount equal to the higher of (a) 105 per cent of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which such share is contracted to be purchased and (b) the higher of the price of the last independent trade and the highest current bid as stipulated by Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation; and
- (d) this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2018 or, if earlier 30 September 2018 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

16. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.



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Jonathan Bradshaw  
Company Secretary  
27 July 2017