

Company number: 05145017

**The Companies Act 2006
Public Limited Company**

**Special Resolution of
CMC MARKETS PLC
(the "Company")**

At the General Meeting ("GM") of the Company duly convened and held at 133 Houndsditch, London, EC3A 7BX at 10:30 am on Thursday 28 July 2022 the following resolution was duly passed as a Special resolution:

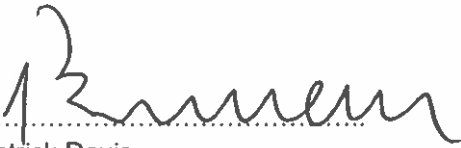
SPECIAL RESOLUTION

That:

- (i) in relation to the dividends paid by the Company on 23 December 2016, 22 December 2017, and 18 December 2020 (the "Relevant Dividends"):
 - (a) the appropriation, for the purposes of the preparation of the Company's audited financial statements for the financial year ended 31 March 2017, of the distributable profits of the Company to the payment of 2.98 pence per Ordinary Share by way of interim dividend payment on 23 December 2016 and the resulting entry for the distributable profits of the Company in such financial statements;
 - (b) the appropriation, for the purposes of the preparation of the Company's audited financial statements for the financial year ended 31 March 2018, of the distributable profits of the Company to the payment of 2.98 pence per Ordinary Share by way of interim dividend payment on 22 December 2017 and the resulting entry for the distributable profits of the Company in such financial statements; and
 - (c) the appropriation, for the purposes of the preparation of the Company's audited financial statements for the financial year ended 31 March 2021, of the distributable profits of the Company to the payment of 9.20 pence per Ordinary Share by way of interim dividend payment on 18 December 2020 and the resulting entry for the distributable profits of the Company in such financial statements;
- (ii) any and all claims which the Company has or may have arising out of or in connection with the payment of the Relevant Dividends against its shareholders who appeared on the register of members on the relevant record date for each Relevant Dividend (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if such shareholder is deceased) be waived and released pursuant to a deed of release in favour of such shareholders (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if such shareholder is deceased), to be entered into by the Company in the form produced to the Meeting and initialled by the Chairman for the purposes of identification, and any Director in the presence of a witness, any two directors of the Company (each, a "Director") or any Director and the Company Secretary be authorised to execute the same as a Deed Poll for and on behalf of the Company;
- (iii) any distribution involved in the giving of the release referred to in paragraph (ii) above in relation to the Relevant Dividends be made out of distributable profits of the Company appropriated to the

Relevant Dividends by reference to a record date identical to the record date for the Relevant Dividends; and

- (iv) any and all claims which the Company has or may have against each of its Directors and former Directors of the Company, arising out of or in connection with the approval, declaration or payment of the Relevant Dividends be waived and released pursuant to deeds of release in favour of each of such Directors and former Directors, to be entered into by the Company in the form produced to the Meeting and initialled by the Chairman for purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a Deed Poll for and on behalf of the Company.

A handwritten signature in black ink, appearing to read 'Patrick Davis', written over a horizontal dotted line.

Patrick Davis
Company Secretary
28 July 2022