

Company number: 05145017

**The Companies Act 2006
Public Limited Company**

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 25 July 2024 the following resolutions were duly passed as special resolutions:

SPECIAL RESOLUTIONS

Directors' authority to allot shares

17. That the Directors be generally and unconditionally authorised pursuant to, and in accordance with, Section 551 of the Act 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 an aggregate nominal amount of £23,084,775; and
- (ii) comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £23,084,775 in connection with a pre-emptive offer,

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire at the end of the next annual general meeting or on 24 September 2025, 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:

- (i) "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 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; and
- (ii) 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.

General disapplication of pre-emption rights

18. That, subject to the passing of Resolution 17 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash as if Section 561(1) of the Act did not apply to any such allotment, pursuant to the authority given by Resolution 17 above and/or the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act, such authority to be limited to:

- (i) allotments in connection with a pre-emptive offer; and
- (ii) otherwise than in connection with a pre-emptive offer, allotments up to an aggregate nominal amount of £3,497,693,

such authorities to expire at the end of the next annual general meeting of the Company or at the close of business on 24 September 2025, 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 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) "pre-emptive offer" has the same meaning as in Resolution 17 above;
- (ii) references to an allotment of equity securities shall include a sale of treasury shares; and
- (iii) 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.

Additional disapplication of pre-emption rights

19. That, subject to the passing of Resolution 17 above and in addition to any authority granted under Resolution 18 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority given by Resolution 17 above and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act as if Section 561(1) of the Act did not apply to any such allotment, such authority to be limited to:

- (i) allotments up to an aggregate nominal amount of £3,497,693; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of Directors of the Company determines to be an acquisition or a specified 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 authorities to expire at the end of the next annual general meeting of the Company or at the close of business on 24 September 2025, 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 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, references to an allotment of equity securities shall include a sale of treasury shares.

Company's authority to purchase its own shares

20. That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the Act to make market purchases (as defined in Section 693 of the 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 27,981,546;
- (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% 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 five 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 (as it applies in the UK); and

- (d) this authority shall expire at the end of the next annual general meeting of the Company or at the close of business on 24 September 2025, whichever is the earlier (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.

Calling of general meetings on 14 days' notice

- 21. 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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Roy Tooley
Company Secretary
25 July 2024