

TP ICAP Group plc
Company No. 130617
LEI: 2138006YAA7IRVKKGE63
14 May 2025

RESOLUTIONS

of

TP ICAP GROUP PLC
(the “**Company**”)

Passed on Wednesday 14 May 2025

At an annual general meeting of the Company duly convened and held at offices of Allen & Overy Shearman Sterling LLP, One Bishops Square, London E1 6AD, the following resolution was duly passed as an ordinary resolution.

RESOLUTION 3

3. That the new Directors’ Remuneration Policy, the full text of which is set out on pages 123 to 128 of the Annual Report and Accounts for the financial year ended 31 December 2024, be approved.

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RESOLUTION 17

17. That TP ICAP Group plc and any company which is, or becomes, a subsidiary of TP ICAP Group plc during the period to which this resolution relates, be and is hereby authorised to:

- (a) make political donations to political parties or independent election candidates, not exceeding £100,000 in total;
 - (b) make political donations to political organisations other than political parties, not exceeding £100,000 in total; and
 - (c) incur political expenditure not exceeding £100,000 in total,
- provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period beginning with the date of the passing of this resolution and ending at the conclusion of the next AGM of TP ICAP Group plc or, if earlier, the close of business on 1 July 2026.

For the purpose of this resolution, the terms ‘political donations’, ‘political parties’, ‘independent election candidates’, ‘political organisations’ and ‘political expenditure’ have the meanings set out in sections 363 to 365 of the UK Companies Act 2006.

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RESOLUTION 18

18. That the rules of the TP ICAP Group plc Executive Share Plan (the ‘ESP’) be and are hereby approved and the Directors be authorised to:

- (a) do all other acts and things as they may consider appropriate to implement the plan; and
- (b) establish schedules to, or further incentive plans based on, the ESP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any awards made under any such schedules or further plans are treated as counting against the limits on individual and overall participation in the ESP.

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RESOLUTION 19

19. That the rules of TP ICAP Group plc’s new Equity Deferral Plan (the ‘EDP’) be and are hereby approved and the Directors be authorised to:

- (a) to do all such acts and things as they may consider appropriate to implement the plan; and
- (b) establish schedules to, or further incentive plans based on, the EDP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any awards made available under any such schedules or further plans are treated as counting against the limits on individual or overall participation in the EDP.

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RESOLUTION 20

20. That the rules of TP ICAP Group plc’s new Global Employee Share Purchase Plan (the ‘GESPP’) be and are hereby approved and the Directors be authorised to:

- (a) to do all other acts and things as they may consider appropriate to implement the plan; and
- (b) establish schedules to, or further incentive plans based on, the GESPP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any awards made under any such schedules or further plans are treated as counting against the limits on individual and overall participation in the GESPP.

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RESOLUTION 21

21. That the amendments to the rules of TP ICAP Group plc’s Savings-Related Share Option Plan (the ‘Sharesave Plan’) be approved.

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At an annual general meeting of the Company duly convened and held at offices of Allen & Overy Shearman Sterling LLP, One Bishops Square, London E1 6AD, the following resolution was duly passed as an ordinary resolution.

RESOLUTION 22

22. That:

- (a) in accordance with article 6 of the Company’s Articles of Association (the ‘Articles’), the Directors be authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
 - (i) up to a maximum nominal amount of £62,648,820.88, such amount to be reduced by the nominal amount of any equity securities (as defined in article 8 of the Articles) allotted under paragraph (ii) below in excess of £62,648,820.88; and
 - (ii) comprising equity securities (as defined in article 8 of the Articles), up to a maximum nominal amount of £125,297,641.77 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in article 8 of the Articles);
- (b) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 1 July 2026; and
- (c) the Company may make offers and enter into agreements before the authorities expire which would, or might, require shares to be allotted or rights to be granted after the authorities expire, and the Directors may allot such shares and grant such rights under any such offer or agreement as if the authorities conferred hereby had not expired.

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At an annual general meeting of the Company duly convened and held at offices of Allen & Overy Shearman Sterling LLP, One Bishops Square, London E1 6AD, the following resolution was duly passed as a special resolution.

RESOLUTION 23

23. That:

- (a) in accordance with article 8 of the Company’s Articles of Association (the ‘Articles’) subject to the passing of Resolution 22, the directors be given power to allot equity securities for cash and/or to sell shares held by the Company as treasury shares for cash as if article 7(b) of the Articles did not apply to such allotment or sale;
- (b) the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;
- (c) the power under paragraph (a) above (other than in connection with a rights issue, as defined in article 8(b)(iii) of the Articles) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £9,406,729.86;
- (d) this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2026; and
- (e) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

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RESOLUTION 24

24. That:

- (b) in addition to any authority granted under Resolution 23 and in accordance with article 8 of the Company’s Articles of Association (the ‘Articles’), the Directors be given power:
 - (i) subject to the passing of Resolution 23, to allot equity securities for cash as if article 7(b) of the Articles did not apply to such allotment; and
 - (ii) to sell shares held by the Company as treasury shares for cash as if article 7(b) of the Articles did not apply to such sale, but in either case this power shall be:
 - A. limited to the allotment of equity securities up to a maximum nominal amount of £9,406,729.86; and
 - B. 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 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 published by the Pre-Emption Group in 2015;
- (c) the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;
- (d) this power shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2026; and
- (e) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

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RESOLUTION 25

25. Pursuant to Article 57 of the Companies (Jersey) Law 1991, to unconditionally and generally authorise the Company to make market purchases of ordinary shares of 25p each in the capital of the Company on such terms and in such manner as the Directors of the Company may determine, provided that:

- (a) the maximum number of ordinary shares which may be purchased is 75,253,839;
- (b) the minimum price which may be paid for each share is 25p (exclusive of expenses payable by the Company in connection with the purchase);
- (c) the maximum price which may be paid for an ordinary share (exclusive of expenses payable by the Company in connection with the purchase) is an amount equal to the higher of:
 - (i) 105% of the average of the middle market prices 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 ordinary share is contracted to be purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- (d) this authority shall expire at the conclusion of the Company’s next AGM or, if earlier, at the close of business on 1 July 2026 unless such authority is renewed prior to such time; and
- (e) the Company may make a contract or contracts to purchase ordinary shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract.

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RESOLUTION 26

26. That with effect from the conclusion of the meeting the articles of association of the Company be amended by deleting article 70 in its entirety and replacing it with a new article 70 as follows:

‘The non-executive directors shall be paid such fees not exceeding in aggregate £1,500,000 per annum (or such larger sum as the Company may, by ordinary resolution, determine) as the board may decide to be divided among them in such proportion and manner as they agree or, failing agreement, equally. Any fee payable under this article shall be distinct from any remuneration or other amounts payable to a director under other provisions of these articles and shall accrue from day to day.’

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RESOLUTION 27

27. Pursuant to Article 58A of the Companies (Jersey) Law 1991, the Company is authorised to hold as treasury shares any shares purchased by it pursuant to the authority conferred by resolution 25.

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RESOLUTION 28

28. To authorise the Directors to call a general meeting other than an AGM on not less than 14 clear days’ notice.