

ICAP PLC

**ORDINARY AND SPECIAL RESOLUTIONS
PASSED AT THE ANNUAL GENERAL MEETING
HELD ON 15th July 2015**

At the Annual General Meeting of the Company duly convened and held on 15th July 2015 the following resolutions were passed with the requisite majority:

Ordinary Resolution

1 That the directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company:

(a) up to an aggregate nominal amount of £21,655,713 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and

(b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £43,311,426 (such amount to be reduced by the aggregate nominal amount of shares allotted or rights to subscribe for or to convert any security into shares in the Company granted under paragraph (a) above) in connection with or pursuant to an offer by way of a rights issue to ordinary shareholders in proportion (as nearly as practicable) to their existing holdings (on the record date for such allotment) and to holders of any other equity securities, as required by the rights of those securities, or as the directors otherwise consider necessary but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, Treasury Shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of, any regulatory body or stock exchange in any territory or any other matter whatsoever,

and (unless previously renewed, varied or revoked by the Company in general meeting) these authorities shall expire at the conclusion of the annual general meeting of the Company in 2016 (or, if earlier, on 30 September 2016), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights under any such offer or agreement as if the authority conferred hereby had not expired. These authorities shall be in substitution for and shall replace any existing authorities to the extent not utilised at the date this resolution is passed.

Special Resolution

2 That subject to the passing of resolution 1 above, the directors be and are hereby generally and unconditionally empowered:

(a) to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred by resolution 1 above; and/or

- (b) to sell ordinary shares held by the Company as Treasury Shares for cash,

as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited:

- (i) to the allotment of equity securities and sale of Treasury shares for cash in connection with or pursuant to an offer of, or an invitation to apply for, equity securities (but in the case of the authority granted under resolution 1(b), by way of rights issue only) in favour of ordinary shareholders in proportion (as nearly as practicable) to their existing holdings (on the record date for such allotment or sale) and to holders of any other equity securities, as required by the rights of those securities, or as the directors otherwise consider necessary but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, Treasury Shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of, any regulatory body or stock exchange in any territory or any other matter whatsoever; and
- (ii) in the case of the authority granted under resolution 1(a) and/or in the case of any sale of Treasury Shares for cash, to the allotment (otherwise than pursuant to paragraph (i) of this resolution) of equity securities or sale of Treasury Shares up to an aggregate nominal amount of £3,248,356,

and (unless previously renewed, varied or revoked by the Company in general meeting) these authorities shall expire at the conclusion of the annual general meeting of the Company in 2016 (or, if earlier, on 30 September 2016), save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted, or Treasury Shares to be sold after such expiry and the directors may allot equity securities, or sell Treasury Shares, in pursuance of any offer or agreement as if the authority conferred hereby had not expired. These authorities shall be in substitution for and shall replace any existing authorities to the extent not utilised at the date of this resolution if passed.

Special Resolution

3 That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any of its own ordinary shares on such terms and in such manner as the directors may from time to time determine subject to the following conditions:

- (a) the maximum aggregate number of ordinary shares in the Company which may be purchased pursuant to this authority is 64,967,139;
- (b) the minimum price, exclusive of expenses, which may be paid for each such ordinary share is an amount equal to the nominal value of each share;
- (c) the maximum price, exclusive of expenses, which may be paid for any share is an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such ordinary share is contracted to be purchased;

- (d) the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company in 2016 (or, if earlier, on 30 September 2016); and
- (e) the Company may enter into a contract for the purchase of ordinary shares before the expiry of this authority which will or may be completed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract as if the authority inferred hereby had not expired.