

ICAP plc

Resolutions passed at the Second Court and Second General Meetings held on 9 September 2016

Court Meeting

THAT this meeting confirms the approval given at a meeting convened by order of the court and held on 24 March 2016 of the Scheme of Arrangement dated 1 March 2016 (with or without modification) between ICAP plc and the holders of the Scheme Shares, a copy of which has been submitted to this meeting and, for the purposes of identification, signed by the Chairman.

General Meeting

Resolution—Newco Reduction of Capital, Demerger and Share Consolidation

THAT, subject to the Scheme (as defined and described in the circular to shareholders dated 17 August 2016 (the "**Circular**")) becoming effective:

- a) the Demerger (as defined and described in the Circular) be and is hereby approved and the directors of the Company and NEX Group plc (or a duly authorised committee of the directors of the relevant company) be and are hereby authorised to carry the same into effect (with such non-material amendments as they shall deem necessary or appropriate) and in connection therewith the directors of the Company and NEX Group plc be and are hereby authorised and instructed to do or procure to be done all such acts and things as they consider necessary or expedient for the purpose of giving effect to the Demerger; and
- b) the Newco Reduction of Capital and the Share Consolidation (as defined and described in the Circular), be and are hereby approved and the directors of the Company and NEX Group plc (or a duly authorised committee of the directors of the relevant company) be and are hereby authorised to carry the same into effect (with such non-material amendments as they shall deem necessary or appropriate) and in connection therewith the directors of the Company and NEX Group plc be and are hereby authorised and instructed to do or procure to be done all such acts and things as they consider necessary or expedient for the purpose of giving effect to the Newco Reduction of Capital and the Share Consolidation.