

Company No. 10013770

THE COMPANIES ACT 2006

PUBLIC LIMITED COMPANY

RESOLUTION

of

NEX GROUP PLC

(the "Company")

At a general meeting of the Company held at the offices of the Company, 2 Broadgate, London, EC2M 7UR on 18 May 2018 the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

THAT:

for the purpose of giving effect to the scheme of arrangement of dated 25 April 2018 (the "**Scheme**") between the Company and the holders of the NEX Scheme Shares (as defined in the Scheme), a print of which has been produced to this meeting and for the purposes of identification signed by the Chairman hereof, in its original form or subject to such modification, addition or condition agreed between the Company and CME Group Inc. and approved or imposed by the Court:

- A. the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- B. with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new article 160 after existing article 159:

"160. SCHEME OF ARRANGEMENT

160.1 In this Article, references to the "**Scheme**" are to the scheme of arrangement dated 25 April 2018 between the Company and the holders of NEX Scheme Shares (as defined in the Scheme) under Part 26 of the Act in its original form or with or subject to any

modification, addition or condition agreed by the Company and CME Group Inc. ("**CME**") (which expression includes any other name which CME may adopt from time to time) and which the Court may approve or impose and (save as defined in this Article) expressions defined in the Scheme shall have the same meanings in this Article.

160.2 Notwithstanding any other provision of these articles or the terms of any resolution, whether ordinary or special, passed by the Company in general meeting, if the Company issues any ordinary shares (other than to CME, CME London Limited, a wholly-owned subsidiary of CME, ("**Bidco**")) on or after the adoption of this Article and on or prior to the Scheme Record Time (as defined in the Scheme), such shares shall be issued subject to the terms of the Scheme (and shall be NEX Scheme Shares for the purposes thereof) and the original or any subsequent holder or holders of such ordinary shares shall be bound by the Scheme accordingly.

160.3 Subject to the Scheme becoming Effective, if the Company issues or is obliged to issue any ordinary shares in the Company to any person (a "**New Member**") after the Scheme Record Time (other than under the Scheme or to CME and Bidco) (the "**Post-Scheme Shares**"), such New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) will, provided the Scheme has become Effective, be obliged to transfer all the ordinary shares in the Company held by the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) to CME and Bidco (as CME or Bidco may direct) who shall be obliged to acquire all of the Post-Scheme Shares. In consideration for the transfer of the Post-Scheme Shares, the purchaser shall pay to the New Member the Consideration for each Post-Scheme Share transferred to it (or such lesser or greater amount as may be payable for NEX Scheme Shares under the Scheme if each Post-Scheme Share were a NEX Scheme Share), provided that:

- (a) if in respect of any New Member with a registered address in a jurisdiction outside the United Kingdom or whom the Company reasonably believes to be a citizen, resident or national of a jurisdiction outside the United Kingdom, the Company is advised that the allotment and/or issue or transfer of New CME Shares pursuant to this Article would or may infringe the laws of such jurisdiction or would or may require the Company and/or CME and/or Bidco to comply with any governmental or other consent or any registration, filing or other formality with which the Company and/or CME and/or Bidco is unable to comply or compliance with which the Company and/or CME and/or Bidco regards as unduly onerous, the Company, CME and Bidco may, in their sole discretion, determine that the New CME Shares shall be sold and a cash amount equal to the value of the New CME Shares be delivered to the New Member. In the event that the New CME Shares are to be sold the Company shall appoint a person to act as agent for the New Member pursuant to this Article and such person shall be authorised on behalf of such New Member to procure that any shares in respect of which the Company, CME and Bidco have made such determination shall, as soon as practicable following the allotment, issue or transfer of such shares, be sold at the best price which can be reasonably be

obtained in the market at the time of sale, including being authorised to execute and deliver as transferor a form of transfer or other instrument or instruction of transfer on behalf of the New Member and the net proceeds of sale (after the deduction of all expenses and commissions, including any value added tax thereon incurred in connection with such sale) shall be paid to the persons entitled thereto in due proportions as soon as practicable, save that fractional cash entitlements shall be rounded down to the nearest whole penny; and

- (b) any New Member may, prior to the issue of any Post-Scheme Shares to such New Member pursuant to the exercise of an option or satisfaction of an award under any of the NEX Share Schemes, give not less than five Business Days' written notice to the Company in such manner as the board shall prescribe of their intention to transfer some or all of such Post-Scheme Shares to their spouse or civil partner. Any such New Member may, if such notice has been validly given, on such Post-Scheme Shares being issued to such New Member, immediately transfer to their spouse or civil partner any such Post-Scheme Shares, provided that such Post-Scheme Shares shall then be immediately transferred from that spouse or civil partner to CME or Bidco (or as CME or Bidco may direct) pursuant to this Article as if the spouse or civil partner were a New Member. Where a transfer of Post-Scheme Shares to a New Member's spouse or civil partner takes place in accordance with this Article, references to "New Member" in this Article shall be taken as referring to the spouse or civil partner of the New Member. If notice has been validly given pursuant to this Article but the New Member does not immediately transfer to their spouse or civil partner the Post-Scheme Shares in respect of which notice was given, such shares shall be transferred directly to CME or Bidco (or as CME or Bidco may direct) pursuant to this Article.

For the purposes of this Article, "NEX Share Schemes" means:

- (i) the NEX Group plc 2016 Performance Share Plan;
- (ii) the NEX Group plc 2016 Deferred Share Bonus Plan;
- (iii) the NEX Group plc 2016 Senior Management Long Term Incentive Plan;
- (iv) the NEX Group plc 2016 Global Sharesave Plan;
- (v) the ICAP plc 2015 Performance Share Plan;
- (vi) the ICAP plc 2015 Deferred Share Bonus Plan;
- (vii) the ICAP plc Senior Management Long Term Incentive Plan;
- (viii) the ICAP plc 2008 Sharesave Scheme;
- (ix) the ICAP 2003 Bonus Share Matching Plan;

- (x) the ICAP Senior Executive Equity Participation Plan; and
- (xi) the Traiana, Inc. 2000 Stock Plan, each as amended from time to time.

- 160.4 The New CME Shares allotted and issued or transferred to a New Member pursuant to Article 160.3 above shall be credited as fully paid and shall rank equally in all respects with all other fully paid CME Shares in issue at that time (other than as regards any dividend or other distribution payable by reference to a record date preceding the date of allotment or transfer) and shall be subject to the charter and bylaws of CME from time to time.
- 160.5 On any reorganisation of, or material alteration to, the share capital of the Company or CME (including, without limitation, any subdivision and/or consolidation) effected after the Effective Date, the amount of Consideration, including the number of New CME Shares, due to a New Member for each Post-Scheme Share pursuant to Article 160.3 above may be adjusted by the board of the Company and the directors of CME in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this Article to ordinary shares shall, following such adjustment, be construed accordingly.
- 160.6 Fractions of New CME Shares will not be allotted, issued or transferred to New Members pursuant to this Article. Instead, New Members shall receive in lieu of such fractional entitlements, cash in an amount in pounds sterling (rounded down to the nearest penny) equal to such fractional amount multiplied by the last reported sale price of CME Shares on Nasdaq (as reported in The Wall Street Journal or, if not reported therein, in another authoritative source selected by CME) on the last Business Day prior to the Effective Date applying an exchange rate for conversion of U.S. dollars into pounds sterling derived from WM/Reuters as at 4.00 p.m. (London time) on the Business Day prior to the Effective Date.
- 160.7 To give effect to any transfer of Post-Scheme Shares, the Company may appoint any person as attorney and agent for the New Member (the "**agent**") to transfer the Post-Scheme Shares to CME or Bidco or as CME or Bidco may direct and do all such other things and execute and deliver all such documents as may in the opinion of the agent be necessary or desirable to vest the Post-Scheme Shares in CME or Bidco or another person as directed by CME or Bidco, and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as CME or Bidco may direct. If an agent is so appointed, the New Member shall not thereafter (except to the extent that the agent fails to act in accordance with the directions of CME or Bidco) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed by CME or Bidco. The agent shall be empowered to execute and deliver as transferor a form of transfer or other instrument or instruction of transfer on behalf of the New Member (or any subsequent holder) in favour of CME or Bidco and/or another person as directed by CME or Bidco and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register CME or Bidco and/or another person as directed by CME or Bidco as holder thereof and issue to it certificates for the same. The Company shall not

be obliged to issue a certificate to the New Member for the Post-Scheme Shares. CME and/or Bidco shall, subject to Article 160.3 above, settle the Consideration due to the New Member within 14 days of the issue of the Post-Scheme Shares to the New Member.

160.8 Notwithstanding any other provision of these Articles, neither the Company nor the board shall register the transfer of any NEX Scheme Shares effected between the Scheme Record Time and the Effective Date.

160.9 If the Scheme shall not have become Effective by the date referred to in Clause 8 of the Scheme, this Article 160 shall be of no effect."