

Company number: 4668969

THE COMPANIES ACT 2006

SATURDAY



A18 *A6LVDVV5* #267
23/12/2017
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
of
ICAP AMERICA INVESTMENTS LIMITED
(the "Company")

Circulation Date: 20 December 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions set out below are passed as ordinary resolutions respectively (together, the "**Resolutions**").

Ordinary resolutions

1. **"THAT** in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (the "**Rights**") provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date upon which this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities."

2. **"THAT** in accordance with article 43 of the Articles, the sum of US\$ 30,816,274.97 being the other reserves be and is hereby capitalised and appropriated as capital to the sole shareholder of the ordinary share of US\$1.00 each in the capital of the Company as appearing in the register of members as at the close of business on the Circulation Date and **THAT** the Directors be and hereby are authorised to apply such sum in paying up in full 1 ordinary share of US\$1.00 each in the capital of the Company and to allot and issue such new share, credited as fully paid up, to the sole shareholder of the ordinary share of US\$1.00 each at the rate of 1 such new shares for every 1,001 existing ordinary shares of US\$1.00 each held by them.

AGREEMENT

The undersigned, a person eligible to vote on the above resolutions on the Circulation Date hereby irrevocably agrees to the resolutions.

A handwritten signature in black ink, appearing to read "S. McChumby", is written over a horizontal dotted line.

Signed for and on behalf of

ICAP Global Broking Holdings Limited

Date ~~20~~ 20 December 2017