



CMC
cmc markets

Notice of Annual General Meeting
To be held on 27 July 2017 at 10.00 a.m.
at CMC Markets plc, 133 Houndsditch, London EC3A 7BX

This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately. If you have sold or otherwise transferred all of your shares, please send this document, together with the accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Letter from Chairman

Dear Shareholder,



Notice of Annual General Meeting 2017

I am pleased to be writing to you with details of the 2017 Annual General Meeting ("AGM") which we are holding at our head office at 133 Houndsditch, London EC3A 7BX on 27 July 2017 at 10.00 a.m. The formal notice of AGM is set out on pages 4 to 6 of this document.

Action to be taken

If you would like to vote on the resolutions but cannot attend the AGM, please complete the Form of Proxy sent to you with this notice and return it in accordance with the instructions printed on the Form of Proxy as soon as possible. It must be received by 10.00 a.m. on 25 July 2017. If you wish to lodge your proxy and voting instructions online or via CREST then please see the Form of Proxy for details on how to do this.

Business of the Meeting

An explanation of the business to be considered at this year's AGM appears on pages 10 to 12 of this document. Also note the shareholders' FAQ and useful information on page 17.

Dividend

The Board is recommending for approval at the AGM a final dividend payment of 5.95 pence per ordinary share for the year ended 31 March 2017. If approved, the dividend will be payable on 25 August 2017 to holders of ordinary shares in the Company named on the Register of Members as at the close of business on 4 August 2017.

Directors

Manjit Wolstenholme will be stepping down from the Board at this 2017 AGM. I would like to thank Manjit for her valuable contribution as we prepared for our listing and during our first year as a public company, and wish her every success for the future. We have commenced a thorough search for a successor.

In accordance with the UK Corporate Governance Code, all of the remaining Directors will stand for re-election by shareholders at the AGM. Biographical details of each Director seeking re-election are included on pages 14 to 16.

Recommendation

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you vote in favour of them.

Yours sincerely,

Simon Waugh
Chairman

Notice of Annual General Meeting

Notice is hereby given that the 2017 Annual General Meeting (“AGM”) of CMC Markets plc (the “Company”) will be held at 133 Houndsditch, London EC3A 7BX on 27 July 2017 at 10.00 a.m. for the following purposes.

Resolutions 13 to 16 (inclusive) will be proposed as special resolutions, which means that for each of these to be passed at least 75% of the votes cast must be in favour of the resolution. All other resolutions will be proposed as ordinary resolutions, which means that for each of these to be passed, more than 50% of the votes cast must be in favour of the resolution.

Ordinary Business

1. To receive the Company’s accounts and the reports of the Directors and Auditors for the year ended 31 March 2017 (“Annual Report & Accounts”).
2. To declare a final dividend of 5.95 pence per ordinary share for the year ended 31 March 2017, payable on 25 August 2017 to holders of ordinary shares in the Company named on the Register of Members as at the close of business on 04 August 2017.
3. To re-elect Simon Waugh as a Director.
4. To re-elect Peter Cruddas as a Director.
5. To re-elect Grant Foley as a Director.
6. To re-elect David Fineberg as a Director.
7. To re-elect James Richards as a Director.
8. To re-elect Malcolm McCaig as a Director.
9. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
10. To authorise the Group Audit Committee to determine the remuneration of the Auditor.

Special business

11. To approve the Directors’ Remuneration Report, set out on pages 83 to 106 in the Annual Report & Accounts for the year ended 31 March 2017 (excluding the Directors’ Remuneration Policy set out on pages 96 to 106).

12. That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

- (i) up to a nominal amount of £24,008,663;
- (ii) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further nominal amount of £24,008,663 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006 and to expire at the end of the next AGM or on 30 September 2018, whichever is the earlier, but, in each case, so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this resolution has expired.

For the purposes of this Resolution, “rights issue” means an offer to:

- (I) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (II) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe further securities by means of the issue of a renounceable letter (or other negotiable instrument) which may be traded for a period before payment for the

securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

13. That subject to the passing of Resolution 12 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash:

(i) pursuant to the authority given by paragraph (i) of Resolution 12 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 in each case:

(a) in connection with a pre-emptive offer; and

(b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £3,601,299; and

(ii) pursuant to the authority given by paragraph (ii) of Resolution 12 above in connection with a pre-emptive rights issue,

as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment;

such authority to expire at the end of the next Annual General Meeting of the Company or at the close of business on 30 September 2018, whichever is the earlier but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- I. “rights issue” has the same meaning as in Resolution 12 above;
- II. “pre-emptive offer” means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;

III. references to an allotment of equity securities shall include a sale of treasury shares; and

IV. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

14. That, subject to the passing of Resolution 12 above and in addition to any authority granted under Resolution 13 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash pursuant to the authority given by Resolution 12 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, such authority to be:

(i) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £3,601,299; and

(ii) 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 Directors 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 most recently published by the Pre-emption Group prior to the date of this notice,

such authority to expire at the end of the next Annual General Meeting of the Company or at the close of business on 30 September 2018, whichever is the earlier, but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

15. That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases (as defined in Section 693 of that Act) of ordinary shares of 25 pence each in the capital of the Company provided that:

(a) the maximum number of shares which may be purchased is 28,810,395;

(b) the minimum price which may be paid for each share is 25 pence;

(c) the maximum price which may be paid for a share is an amount equal to the higher of (a) 105 per cent of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which such share is contracted to be purchased and (b) the higher of the price of the last independent trade and the highest current bid as stipulated by Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation; and

(d) this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2018 or, if earlier, 30 September 2018 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

16. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD



Jonathan Bradshaw
Company Secretary

7 June 2017

Registered in England and Wales No. 05145017
Registered Office:
133 Houndsditch, London EC3A 7BX
Legal Entity Identifier (LEI): 213800VB75KAZBFH5U07



Notes

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Proxy appointment

1. A member is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, speak and vote at the Annual General Meeting (AGM). A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
2. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
3. A form of proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
4. To appoint a proxy the form of proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be either (a) sent to the Company's Registrars Capita Asset Services of PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 12 below or (c) the proxy appointment must be registered electronically, by visiting the Company's Registrar's website www.cmcmarketshares.co.uk where full details of the procedures are given, in each case so as to be received no later than 10.00 a.m. on 25 July 2017.

Nominated persons

5. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("**nominated persons**"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Information about shares and voting

6. Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares in the Company on 7 June 2017, which is the latest practicable date before the publication of this document is 288,103,959, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 7 June 2017 are 288,103,959.

Right to attend and vote

7. Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at close of business on 25 July 2017 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.

Venue arrangements

8. To facilitate entry to the meeting, members are requested to bring with them the admission card which is attached to the proxy card.
9. Members should note that the doors to the AGM meeting room will be open at 9.30 a.m. (Shareholder registration from 9.00 a.m.).
10. Mobile phones may not be used in the meeting room. Cameras and recording equipment are not allowed in the meeting room.

CREST members

11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
12. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the issuer's agent RA10 by the latest time(s) for receipt of proxy appointments specified in Note 4 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means.
13. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

15. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

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Audit concerns

16. Shareholders should note that, under Section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM for the financial year beginning 1 April 2016; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning 1 April 2016 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

Questions

17. Any member or their proxy attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Website information

18. A copy of this notice and other information required by Section 311A of the Companies Act 2006 can be found at www.cmcmarkets.com/group/.

Voting by poll

19. Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the board considers it a more democratic method of voting. Members and proxies attending the meeting will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the UK Listing Authority once the votes have been counted and verified.

Use of electronic address

20. Members may not use any electronic address provided in either this notice of meeting or any related documents (including the enclosed form of proxy) to communicate with the Company for any purposes other than those expressly stated.

Documents available for inspection

21. Copies of the following documents may be inspected during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company at 133 Houndsditch, London EC3A 7BX up to and including the date of the AGM and at the Company's registered office from 15 minutes before the AGM until it ends:
 - the executive directors' service contracts; and
 - letters of appointment of the non-executive directors.

Explanatory notes to the resolutions

The following pages give an explanation of the proposed resolutions.

Resolutions 1 to 12 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution.

Resolutions 13 to 16 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least 75% of the votes cast must be in favour of the resolution.

Under the Listing Rules, Peter Cruddas and Fiona Cruddas are classed as “controlling shareholders” of the Company. This means that the independent non-executive Directors of the Company must be elected or re-elected by a majority of the votes cast by the independent shareholders of the Company, as well as by a majority of the votes cast by all the shareholders. The independent shareholders of the Company, means all the shareholders of the Company other than Peter and Fiona Cruddas. Therefore, the resolutions for the election of the independent non-executive Directors (Resolutions 7 and 8) will be taken on a poll and the votes cast by the independent shareholders and by all the shareholders will be calculated separately. Such resolutions will be passed only if a majority of the votes cast by the independent shareholders are in favour, in addition to a majority of the votes cast by all the shareholders being in favour.

If the ordinary resolution to approve the election of an existing independent non-executive Director is passed, but separate approval by the independent shareholders is not given, the Listing Rules permit an existing independent non-executive Director to remain in office pending a further ordinary resolution of all the shareholders to approve the election of the Director. Such a resolution may only be voted on within the period of between 90 days and 120 days following the date of the original vote.

Resolutions 3-8: Re-election of Directors

In accordance with the recommendations of the UK Corporate Governance Code (the Code), all Directors retire at the AGM and those wishing to serve again offer themselves up for re-election. With the exception of Manjit Wolstenholme who will be stepping down from the Board at this 2017 AGM, all Directors are seeking re-election and separate resolutions are proposed for each. A formal Board performance evaluation took place during the third quarter of the financial year ended 31 March 2017 in relation to the fulfilment of the Directors’ duty to act in the long-term interest of the Company, on behalf of its members, while also having due regard for other stakeholders and the Chairman has reviewed the performance

of all Directors as well as the time commitment and independence of the Non-Executive Directors. The Chairman confirms that all Directors standing for re-election at the 2017 AGM continue to be effective and demonstrate commitment to their roles. Biographical details for these Directors are provided on pages 14 to 16.

None of the independent non-executive Directors seeking re-election at the 2017 AGM has any existing or previous relationship with the Company, nor with any controlling shareholder of the Company or any associate of a controlling shareholder of the Company within the meaning of LR 13.8.17 R (1).

The Company’s Nomination Committee considers the appointment and replacement of Directors subject to the rules set out in the Company’s Articles of Association. The Nomination Committee will normally engage an independent search consultant with no connection to the Company to find appropriate candidates for the Board with the requisite skills, and in doing so will take account of relevant guidelines and legislation relating to the appointment of individuals to boards. The Nomination Committee may also consider candidates introduced to the Company from other sources.

In considering the independent non-executive Directors’ independence, the Board has taken into consideration the guidance provided by the Code. The Board considers James Richards, Manjit Wolstenholme and Malcolm McCaig to be independent in accordance with Provision B.1.1 of the Code.

Resolutions 9 and 10: Re-election of Auditor and Auditor’s remuneration

The Company is obliged by law to appoint the Auditor annually. PricewaterhouseCoopers LLP were first appointed as Auditor at the 2010 AGM. This resolution proposes that PricewaterhouseCoopers LLP be reappointed as the Company’s Auditor. In Resolution 10, shareholders are being asked to authorise the Group Audit Committee to determine the remuneration of the Company’s Auditor.

Resolution 11: Directors’ Remuneration Report

This resolution deals with the remuneration paid to the Directors during the year under review. Shareholders are invited to vote on the Directors’ Remuneration Report (excluding the Directors’ Remuneration Policy set out on pages 96 to 106 of the Annual Report & Accounts) which appears on pages 83 to 106 of the Annual Report & Accounts. Resolution 11 is an advisory vote and does not determine the Directors’

remuneration arrangements. The Directors’ Remuneration Policy was approved at the 2016 AGM.

Resolution 12: Authority to allot shares

The purpose of Resolution 12 is to renew the Directors’ power to allot shares.

The authority in paragraph (i) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £24,008,663, which is equivalent to approximately 33 per cent of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 7 June 2017.

The authority in paragraph (ii) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal value of £24,008,663, which is equivalent to approximately 33 per cent of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 7 June 2017. This is in line with the Investment Association’s Share Capital Management Guidelines issued in July 2016.

At 7 June 2017, the Company did not hold any shares in treasury.

There are no present plans to undertake a rights issue or to allot new shares other than in connection with employee share and incentive plans. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

If the resolution is passed the authority will expire on the earlier of 30 September 2018 and the end of the AGM in 2018.

Resolutions 13 and 14 – Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

The Pre-Emption Group’s Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than 5 per cent of issued ordinary share capital (exclusive of treasury shares), without restriction as to the use of proceeds of those allotments.

Accordingly, the purpose of Resolution 13 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 12, or sell treasury shares, for cash (I) in connection with a pre-emptive offer or pre-emptive rights issue or (II) otherwise

up to a nominal value of £3,601,299, equivalent to five per cent of the total issued ordinary share capital of the Company excluding treasury shares, as at 7 June 2017, without the shares first being offered to existing shareholders in proportion to their existing holdings.

At 7 June 2017, the Company did not hold any shares in treasury.

The Pre-Emption Group’s Statement of Principles also supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than an additional 5 per cent of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Pre-Emption Group’s Statement of Principles defines “specified capital investment” as meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-Emption Group in May 2016, the purpose of Resolution 14 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 12, or sell treasury shares, for cash up to a further nominal amount of £3,601,299, equivalent to 5 per cent of the total issued ordinary share capital of the Company as at 7 June 2017, exclusive of treasury shares, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in Resolution 14 is used, the Company will publish details of the placing in its next annual report.

The Board intends to adhere to the provisions in the Pre-emption Group’s Statement of Principles and not to allot shares or other equity securities or sell treasury shares for cash on a non pre-emptive basis pursuant to the authority in Resolution 13 in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company, excluding treasury shares, within a rolling three-year period, other than:

- (i) with prior consultation with shareholders; or
- (ii) in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The Board has no current intention of exercising the authorities in Resolutions 13 and 14 but considers them to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

If Resolutions 13 and 14 are passed the authority will expire on the earlier of 30 September 2018 and the end of the AGM in 2018.

Resolution 15 – Purchase of own shares

The effect of this resolution is to renew the authority granted to the Company to purchase its own ordinary shares, up to a maximum of 28,810,395 ordinary shares, until the AGM in 2018 or 30 September 2018 whichever is the earlier. This represents 10% of the ordinary shares in issue as at 7 June 2017 and the Company's exercise of this authority is subject to the stated upper and lower limits on the price payable.

Although there is no current intention to do so but if any shares are purchased, they will be either cancelled or held as treasury shares, as determined by the Directors at the time of purchase. Shares will only be purchased for the purposes of employee share schemes, or if the Directors consider such purchases to be in the best interests of shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

As at 7 June 2017 (being the latest practicable date prior to the publication of this Notice), there were 2,225,602 outstanding share options and awards granted under all share option schemes operated by the Company and NIL outstanding warrants, which, if exercised would represent 0.77% of the issued ordinary share capital of the Company. If this authority were exercised in full, that percentage would increase to 0.85%.

Resolution 16: Notice of general meetings

Under the Companies Act 2006, the notice period required for all general meetings of the Company is 21 days. AGMs will always be held on at least 21 clear days' notice but shareholders can approve a shorter notice period for other general meetings, as long as this is not less than 14 clear days.

In order to maintain flexibility for the Company, Resolution 16 seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. As at 7 June 2017 there was no intention by the Board to call a general meeting using the shorter 14 days' notice period.



Directors' biographies in respect of the Directors seeking election at the AGM



Simon Waugh, Chairman (Age 59)

Appointed to the Board: 1 December 2007

Committee membership:

- Nomination Committee (Chair)
- Group Risk Committee
- Remuneration Committee

Simon joined the Group as a Non-Executive Director in December 2007 and became the Non-Executive Chairman in March 2013. He was Chairman of the Audit and Risk Committee until listing. Prior to joining the Group, Simon was Group Director of Sales, Marketing and Customer service at Centrica. He retained these responsibilities for the seven years he was with the Group, and also held the roles of Deputy CEO of British Gas and CEO of the Centrica Financial Services Company. On leaving Centrica, Simon became CEO of AWD Financial Services Group, a leading Independent Financial Advisor and consumer financial services business. Simon's final senior executive position was in the role of Chairman and CEO of the National Apprenticeship Service, leading the government's flagship skills programme, reporting to the Secretaries of State for both Education and Business. Simon is also a life fellow of both the Marketing Society and the Institute of Direct Marketing.

Current external appointments:

The Consulting Consortium Limited	BMLL Technologies Limited
Record Sure Limited	Gallagher Risk & Reward Limited
Swaines Limited	Gallagher Benefit Services (Holdings) Limited
Ingenuity Holdings Limited	Utilitywise plc

Peter Cruddas, Chief Executive Officer (Age 63)

Appointed to the Board: 3 June 2004

Committee membership:

- Executive Committee (Chair)
- Risk Management Committee

Peter founded the Group and became its Chief Executive Officer in 1989. Peter held this role until October 2007, and again between July 2009 and June 2010. Between 2003 and March 2013, he also served as the Group's Executive Chairman. In March 2013, he once again became the Group's CEO, and is responsible for running the Group on a day to day basis. Prior to founding the Group, Peter was Chief Dealer and Global Group Treasury Advisor at S.C.F. Equity Services where he was responsible for all the activities of a dealing room whose principal activities were trading in futures and options in currencies, precious metals, commodities and spot forwards on foreign exchange and bullion

Current external appointments:

The Peter Cruddas Foundation
Finada Limited
Crudd Investments Limited



Malcolm McCaig, Independent Non-Executive Director (Age 62)

Appointed to the Board: 9 December 2015

Committee membership:

- Group Risk Committee (Chair)
- Group Audit Committee
- Nomination Committee
- Remuneration Committee

Malcolm joined the Group as a Non-Executive Director in December 2015. Malcolm is a Certified Management Consultant. He was a partner and practice leader, initially at Deloitte, and subsequently at Ernst & Young. He has held senior executive positions in Prudential, Cigna and National Australia Bank. He was formerly the Chairman of Kent Reliance Building Society and Barbon Insurance Group. Malcolm is the Senior Independent Director at Unum Limited. He also holds board positions at OneSavings Bank plc, Tradition UK and QBE Europe.

Current external appointments:

QBE Insurance (Europe) Limited	Tradition (UK) Limited
QBE Underwriting Limited	UNUM European Holdings Company Limited
QBE RE (Europe) Limited	UNUM Limited
TFS Derivatives Limited	City of Glasgow College Foundation
Trad-X (UK) Limited	Ageas (UK) Limited
Tradition Financial Services Ltd	4most Group (Holdings) Ltd

James Richards, Independent Non-Executive Director (Age 60)

Appointed to the Board: 1 April 2015

Committee membership:

- Remuneration Committee (Chair)
- Group Risk Committee
- Group Audit Committee
- Nomination Committee

James joined the Group as a Non-Executive Director in April 2015 and is the Chairman of the Remuneration Committee and was, until listing, Chairman of the Nomination Committee. He is also a member of the Group Audit Committee and Group Risk Committee. He was admitted to the roll of solicitors in England and Wales in 1984 and in the Republic of Ireland in 2012. James was a partner at Dillon Eustace, a law firm specialising in financial services in Ireland, where he was a partner from 2012 to 2016. Prior to this he was a banking and finance partner at Travers Smith LLP for fourteen years. Having occupied various senior positions within leading law firms, James has extensive experience in debt capital markets, derivatives and structured finance working with major corporates, central banks and governmental organisations.

No current external appointments





Grant Foley, Chief Operating and Financial Officer (Age 44)

Appointed to the Board: 1 August 2013

Committee membership:

- Executive Committee (Chair)
- Risk Management Committee

Grant joined the Group in April 2013 as Group Head of Finance and was made Group Director of Finance, Risk and Compliance in August 2013 when he was appointed to the main board. In January 2016, he became the Chief Financial Officer & Head of Risk. Grant is a Fellow of the Institute of Chartered Accountants in England and Wales (FCA) and has almost 20 years of financial services experience, having held senior finance, operational and board positions in a number of businesses. These have included Coutts & Co, Prudential Bache, Nomura and Arbuthnot Securities.

No current external appointments



David Fineberg, Group Commercial Director (Age 38)

Appointed to the Board: 1 January 2014

Committee membership:

- Executive Committee (Chair)
- Risk Management Committee

David joined the Group in November 1997 working on the trading desk and developed the Group's multi asset CFD and spread bet dealing desk. As a senior dealer he was responsible for managing the UK and US equity books. Between April 2007 and September 2012 he was the Group's Western Head of Trading, covering all asset classes for the Western region. In September 2012 he was appointed to the role of Group Head of Trading and in January 2014 was appointed to the main board as the Group Director of Trading with overall responsibility for the trading and pricing strategies and activities across the Group.

No current external appointments

Shareholders' frequently asked questions and useful information

If you wish to attend the AGM

There is a map showing the offices of CMC Markets plc on page 17 of this Notice of AGM and on the reverse of the attendance card.

Please bring your attendance card (attached to the Form of Proxy) with you as this will help with registration formalities.

How do I contact Capita?

By phone

Tel: 0871 664 0300

Calls cost 12p per minute plus your phone's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

Please have the Form of Proxy or voting form to hand as you may be asked to quote your shareholder reference number.

By mail

Capita Asset Services

The Registry

34 Beckenham Road

Beckenham

Kent

BR3 4TU

What is a proxy and who can be one?

A proxy is someone appointed by you to attend the meeting and vote on your behalf. This can be a person of your choosing or the Chairman of the meeting. A proxy does not need to be a shareholder in the Company but must attend the meeting if your votes are to be cast.

How do I return the proxy or voting form?

Please use the enclosed envelope. Postage is already paid if mailed in mainland UK. If you mail these documents from overseas, you must pay the appropriate local postage costs.

Can I lodge my proxy and voting instructions online?

Yes. Please see the Form of Proxy for details on how to do this.

The day of the AGM

Doors open for shareholder registration at 9.00 a.m. Light refreshments will be available. Shareholders will be invited to take seats in the meeting room from 9.30 a.m. for a 10.00 a.m. start to the meeting. The final poll results will be released to the London Stock Exchange following the meeting. The aforementioned times are indicative only and may be subject to change.

Additional information

Address

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London EC3A 7BX
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+44 (0)20 7170 8200

Nearest tube / train station

The nearest tube and mainline station is Liverpool Street station. Liverpool Street station is on the Central, Metropolitan, Circle, Hammersmith and City, and Overground lines.

Other nearby tube stations are Aldgate and Aldgate East.





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