

Form of Shareholders' Deed of Release Deed Poll

THIS DEED POLL is made on [●] 2022

By **CMC Markets Plc** (registered company 05145017), whose registered office is 133 Houndsditch, London, EC3A 7BX (the "**Company**"), in favour of the Recipient Shareholders (as defined below) (or the personal representatives and their successors in title (as appropriate) of their estate if such Recipient Shareholder is deceased).

WHEREAS:

- A.** As explained in the notice of general meeting addressed to the shareholders of the Company dated 11 July 2022 (the "**GM Notice**"), the board of directors of the Company has become aware of certain issues in respect of the payment of: (i) the interim dividend of £2.75 million paid on 23 December 2016, (ii) the interim dividend of £4.86 million paid on 22 December 2017, and (iii) the interim dividend of £26.4 million paid on 18 December 2020 (together, the "**Relevant Dividends**").
- B.** The Company has been advised that, as a consequence of the Relevant Dividends having been made otherwise than in accordance with the Companies Act 2006, it may have claims against past and present shareholders of the Company who were recipients of one or more of the Relevant Dividends (the "**Recipient Shareholders**") (or the personal representatives and their successors in title (as appropriate) of their estate if such Recipient Shareholder is deceased).
- C.** Pursuant to the Special Resolution as set out in the GM Notice and duly passed by the Company's independent shareholders in the general meeting on 28th July 2022, the Company proposes to waive and release any and all claims which it has or may have in respect of the Relevant Dividends against the Recipient Shareholders (or the personal representatives and their successors in title (as appropriate) of their estate if such Recipient Shareholder is deceased) and wishes to enter into this deed poll in favour of the Recipient Shareholders (and the personal representatives and their successors in title (as appropriate) of the estate of any deceased Recipient Shareholders) in order to effect the same.

THIS DEED POLL WITNESSES as follows:

1 Release

The Company unconditionally and irrevocably waives and releases each of the Recipient Shareholders or the personal representatives and their successors in title (as appropriate) of their estate if such Recipient Shareholder is deceased from any and all liability that any of them has or may have to the Company and all claims and demands the Company has or may have against each of them in connection with receipt by them of all or part of the Relevant Dividends.

2 Governing Law

This deed poll and any non-contractual obligations arising out of or in connection with it shall be governed by and construed in accordance with English law. The courts of England are to have jurisdiction to settle any disputes that may arise out of or in connection with this deed poll.

IN WITNESS of which this deed poll has been executed and has been delivered on the date first stated above.

EXECUTED as a deed poll by

CMC MARKETS PLC

acting by _____ a
Director

[Signature of Director]

.....

acting by _____ [a
Director / the Company Secretary]

[[Signature of Director]

.....