

TP ICAP Group plc
LEI: 2138006YAA7IRVKKGE63
14 May 2025

TP ICAP Group plc
Result of Annual General Meeting

The Annual General Meeting ('AGM') of TP ICAP Group plc (the 'Company') was held on Wednesday 14 May 2025. All resolutions presented at the AGM were put to the members on a poll and were passed with the requisite majority. Accordingly, resolutions 1 to 22 were passed as ordinary resolutions and resolutions 23 to 28 were passed as special resolutions. The full results are detailed below.

The issued ordinary share capital of the Company as at 12 May 2025, the voting record date, was 795,390,932 (including treasury shares). The Company held 38,876,702 shares in treasury, which do not carry any voting rights. Therefore, the total number of voting rights in the Company as at the voting record date was 756,514,230.

| Resolutions | | For | | Against | | Votes Total | % of ISC Voted | Votes Withheld |
|-------------|--|-------------|--------|-------------|-------|-------------|----------------|----------------|
| | | Number | % | Number | % | Number | % | Number |
| 1 | To receive on an advisory basis the Annual Report and Accounts for TP ICAP Group plc for the year ended 31 December 2024 | 571,714,455 | 100.00 | 1,606 | 0.00 | 571,716,061 | 75.57 | 1,087,459 |
| 2 | To approve the Report of the Remuneration Committee (other than the part containing the Directors' Remuneration Policy) of TP ICAP Group plc for the financial year ended 31 December 2024 | 498,651,481 | 98.41 | 8,031,502 | 1.59 | 506,682,983 | 66.98 | 66,120,537 |
| 3 | To approve the new Directors' Remuneration Policy for the financial year ended 31 December 2024 | 400,491,108 | 78.45 | 110,018,809 | 21.55 | 510,509,917 | 67.48 | 62,293,602 |
| 4 | To declare a final dividend of 11.3p per ordinary share for the year ended 31 December 2024 | 572,803,084 | 100.00 | 392 | 0.00 | 572,803,476 | 75.72 | 44 |
| 5 | To re-elect Richard Berliand as a Director | 500,432,156 | 87.37 | 72,367,385 | 12.63 | 572,799,541 | 75.72 | 3,977 |
| 6 | To re-elect Nicolas Breteau as a Director | 510,296,801 | 99.96 | 214,607 | 0.04 | 510,511,408 | 67.48 | 62,292,112 |
| 7 | To re-elect Kath Cates as a Director | 503,416,647 | 98.61 | 7,097,793 | 1.39 | 510,514,440 | 67.48 | 62,289,079 |
| 8 | To re-elect Tracy Clarke as a Director | 501,459,224 | 87.55 | 71,342,146 | 12.45 | 572,801,370 | 75.72 | 2,149 |
| 9 | To re-elect Angela Crawford-Ingle as a Director | 503,434,465 | 98.61 | 7,079,975 | 1.39 | 510,514,440 | 67.48 | 62,289,079 |
| 10 | To re-elect Michael Heaney as a Director | 503,379,898 | 87.88 | 69,422,677 | 12.12 | 572,802,575 | 75.72 | 944 |
| 11 | To re-elect Mark Hemsley as a Director | 503,433,784 | 98.61 | 7,080,656 | 1.39 | 510,514,440 | 67.48 | 62,289,079 |
| 12 | To re-elect Philip Price as a Director | 510,317,266 | 99.96 | 194,275 | 0.04 | 510,511,541 | 67.48 | 62,291,979 |
| 13 | To re-elect Robin Stewart as a Director | 509,966,322 | 99.89 | 545,086 | 0.11 | 510,511,408 | 67.48 | 62,292,112 |
| 14 | To re-elect Amy Yip as a Director | 503,376,167 | 87.88 | 69,425,203 | 12.12 | 572,801,370 | 75.72 | 2,149 |

| | | | | | | | | |
|----|---|-------------|--------|-------------|-------|-------------|-------|------------|
| 15 | To re-appoint PricewaterhouseCoopers LLP as auditors of TP ICAP Group plc | 572,724,788 | 99.99 | 78,688 | 0.01 | 572,803,476 | 75.72 | 44 |
| 16 | To authorise the Audit Committee of TP ICAP Group plc to fix the remuneration of the auditors | 572,673,655 | 99.98 | 126,788 | 0.02 | 572,800,443 | 75.72 | 3,077 |
| 17 | To authorise the Company to make political donations | 490,388,090 | 96.06 | 20,124,008 | 3.94 | 510,512,098 | 67.48 | 62,291,422 |
| 18 | To approve the TP ICAP Group plc Executive Share Plan | 403,407,353 | 70.43 | 169,373,576 | 29.57 | 572,780,929 | 75.71 | 22,590 |
| 19 | To approve the TP ICAP Group plc Equity Deferral Plan | 572,691,370 | 99.98 | 97,676 | 0.02 | 572,789,046 | 75.71 | 14,474 |
| 20 | To approve the TP ICAP Group plc Global Employee Share Purchase Plan | 572,757,088 | 99.99 | 38,790 | 0.01 | 572,795,878 | 75.72 | 7,642 |
| 21 | To approve amendments to the TP ICAP Group plc Savings-Related Share Option Plan | 572,767,988 | 100.00 | 28,548 | 0.00 | 572,796,536 | 75.72 | 6,984 |
| 22 | To authorise the Directors to allot shares | 496,547,536 | 86.69 | 76,243,243 | 13.31 | 572,790,779 | 75.71 | 12,740 |
| 23 | To approve the disapplication of pre-emption rights | 504,172,038 | 98.76 | 6,332,266 | 1.24 | 510,504,304 | 67.48 | 62,299,216 |
| 24 | To approve the additional authority to disapply pre-emption rights | 504,190,202 | 88.02 | 68,605,524 | 11.98 | 572,795,726 | 75.72 | 7,794 |
| 25 | To approve the authority to purchase own shares | 572,654,998 | 99.99 | 38,527 | 0.01 | 572,693,525 | 75.70 | 109,995 |
| 26 | To approve the replacement of article 70 of the Memorandum and Articles of Association | 572,703,612 | 99.98 | 88,077 | 0.02 | 572,791,689 | 75.71 | 11,831 |
| 27 | To approve the authority to hold treasury shares pursuant to Article 58A of the Companies (Jersey) Law 1991 | 572,634,372 | 99.99 | 42,573 | 0.01 | 572,676,945 | 75.70 | 126,575 |
| 28 | To approve the authority to call a general meeting (other than an AGM) on not less than 14 clear days' notice | 562,877,535 | 98.27 | 9,921,941 | 1.73 | 572,799,476 | 75.72 | 4,044 |

Notes:

1. The 'For' votes include those giving the Chair discretion.
2. Votes withheld are not votes in law and have therefore not been counted in the calculation of percentage of votes for or against a resolution.

Statement in connection with Resolution 3 - Directors' Remuneration Policy and Resolution 18 - Executive Share Plan

The Board is grateful for the engagement of shareholders and proxy agencies during our consultation exercise ahead of the 2025 Annual General Meeting on the new Directors' Remuneration Policy. The Board was pleased to note that the majority of our shareholders were supportive of our new Directors' Remuneration Policy and Executive Share Plan. As these resolutions received less than 80% support from all of our shareholders, we will continue to engage further with shareholders and carefully consider any feedback during the course of the next six months.

In accordance with the UK Corporate Governance Code, we will publish an update on the engagement with shareholders and any action taken as a result of the shareholder engagement within six months of the Annual General Meeting.

In accordance with UK Listing Rule 6.4.2, a copy of the resolutions passed constituting as special business will shortly be available for inspection at the National Storage Mechanism at <https://data.fcg.org.uk/#/nsm/nationalstoragemechanism>

<https://data.fca.org.uk/#/rsm/nationalstorage-mechanism>

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