

Form of Directors' 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 certain current and former directors of the Company, whose names are set out in the schedule to this deed poll (the "**Directors and the Former Directors**").

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 each of the Directors and the Former Directors.
- C.** Pursuant to the Special Resolution as set out in the GM Notice and duly passed by the Company's 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 each of the Directors and the Former Directors and wishes to enter into this deed poll in favour of the Directors and the Former Directors 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 Directors and the Former Directors 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, including, without limitation, any derivative action from or on behalf of shareholders of the Company, in connection with the making 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]

[Signature of Director [●]]

.....

Schedule

Directors and Former Directors

Directors

1. Peter Cruddas
2. David Fineberg
3. Euan Marshall
4. Matthew Lewis

Former Directors

5. Grant Foley

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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 each of the Directors and the Former Directors.
- C.** Pursuant to the Special Resolution as set out in the GM Notice and duly passed by the Company's shareholders in the annual 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 each of the Directors and the Former Directors and wishes to enter into this deed poll in favour of the Directors and the Former Directors 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 Directors and the Former Directors 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, including, without limitation, any derivative action from or on behalf of shareholders of the Company, in connection with the making 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]

[Signature of Director [●]]

.....

Schedule

Directors and Former Directors

Directors

1. Sarah Ing
2. James Richards
3. Paul Wainscott

Former Directors

4. Malcolm Mccaig
5. Simon Waugh
6. Manjit Wolstenholme (deceased)
7. Clare Salmon