

THIS DOCUMENT AND ANY ACCOMPANYING DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek immediately your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000 (“FSMA”) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you sell or transfer or have sold or transferred all of your Ordinary Shares, please send this document 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, except that such documents should not be distributed, forwarded or transmitted in or into any jurisdiction where to do so might constitute a violation of local securities laws or regulations, including, but not limited to, the United States. If you have sold part of your holding of Ordinary Shares, please retain this document and contact immediately the stockbroker, bank or other agent through whom the sale or transfer was effected.

This document, which comprises a supplementary prospectus (the “**Supplementary Prospectus**”) relating to Tullett Prebon plc prepared in accordance with the Prospectus Rules of the Financial Conduct Authority (the “**FCA**”) made under section 73A of FSMA, has been approved by the FCA in accordance with section 87A of FSMA and made available to the public in accordance with section 3.2 of the Prospectus Rules.

This Supplementary Prospectus is supplementary to, and must be read in conjunction with, the prospectus published by the Company on 1 March 2016 in relation to the proposed issue of 310,314,296 New Tullett Prebon Shares, the re-admission of the existing 243,516,227 Ordinary Shares and the admission of 310,314,296 New Tullett Prebon Shares, to the premium listing segment of the Official List and to trading on the London Stock Exchange’s main market for listed securities (the “**Original Prospectus**”), the supplementary prospectus published by the Company on 5 April 2016 (the “**First Supplementary Prospectus**”) and the supplementary prospectus published by the Company on 16 May 2016 (the “**Second Supplementary Prospectus**”, and, together with the Original Prospectus, the First Supplementary Prospectus and this Supplementary Prospectus, the “**Prospectus**”). Save as disclosed in this Supplementary Prospectus, since the publication of the Original Prospectus, the First Supplementary Prospectus and the Second Supplementary Prospectus, there have been no significant new factors, material mistakes or inaccuracies relating to the information contained in the Original Prospectus, the First Supplementary Prospectus and the Second Supplementary Prospectus.

Capitalised terms used and not defined in this Supplementary Prospectus shall have the meanings given to such terms in the Original Prospectus, the First Supplementary Prospectus or the Second Supplementary Prospectus.

You should read this document, the Original Prospectus, the First Supplementary Prospectus and the Second Supplementary Prospectus as a whole, and all documents incorporated into them by reference, in their entirety. In particular, your attention is drawn to the risk factors set out in Part II (*Risk Factors*) of the Original Prospectus for a discussion of the risks that might affect the value of your shareholding in Tullett Prebon plc.



TULLETT PREBON PLC

*(Incorporated and registered in England and Wales under the Companies Act
with registered number 05807599)*

Proposed issue of 310,314,296¹ New Tullett Prebon Shares of £0.25 each in connection with the proposed acquisition of ICAP plc's global hybrid voice broking and information business and application(s) for re-admission of the existing 243,516,227¹ Ordinary Shares, and admission of 310,314,296¹ New Tullett Prebon Shares, to the premium listing segment of the Official List and to trading on the London Stock Exchange's main market for listed securities

Rothschild

Sponsor and Financial Adviser

¹ Tullett Prebon has agreed to issue New Tullett Prebon Shares comprising 56 per cent. of Tullett Prebon’s share capital, calculated on a fully diluted basis and immediately following such issuance. Accordingly, any new Ordinary Shares issued by Tullett Prebon other than the New Tullett Prebon Shares and the 302,148 new Ordinary Shares that may be issued as a result of the exercise of a vested share option award under the Company’s long term incentive plan between 26 February 2016 (being the last practicable date prior to the date of the Original Prospectus) and Admission will result in Tullett Prebon being required to issue additional New Tullett Prebon Shares. The maximum number of New Tullett Prebon Shares to be issued by the Company, under the Original Prospectus, of 325,426,232 allows for up to 15,111,936 additional New Tullett Prebon Shares to be issued in connection with the Transaction compared with the 310,314,296 that are expected to be issued which allows the Company to issue up to 12,175,812 new Ordinary Shares prior to Admission.

NEITHER THE US SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE NEW TULLETT PREBON SHARES TO BE ISSUED IN CONNECTION WITH THE ACQUISITION OR HAS PASSED UPON THE ADEQUACY OR ACCURACY OF THE DISCLOSURE IN THE ORIGINAL PROSPECTUS, THE FIRST SUPPLEMENTARY PROSPECTUS, THE SECOND SUPPLEMENTARY PROSPECTUS AND THIS SUPPLEMENTARY PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

All the New Tullett Prebon Shares are to be issued to ICAP NewCo shareholders in connection with the acquisition by Tullett Prebon of ICAP's global broking business, including ICAP's associated technology and broking platforms (including iSwap and Fusion), ICAP's associated information services businesses and certain of ICAP's joint ventures and associates (together, "IGBB") (the "Transaction"). No Ordinary Shares have been marketed to, nor are any available for purchase, in whole or in part, by the public in the United Kingdom or elsewhere in connection with the Transaction. The Original Prospectus, as supplemented by the First Supplementary Prospectus, the Second Supplementary Prospectus and this Supplementary Prospectus, is being made publicly available for information purposes only.

The existing Ordinary Shares are admitted to the premium listing segment of the Official List and to trading on the London Stock Exchange's main market for listed securities. As the Transaction is classified as a reverse takeover for the purpose of the Listing Rules, upon Completion, the listing of the existing Ordinary Shares to the premium listing segment of the Official List will be cancelled. Simultaneously, application will be made for the re-admission of the existing Ordinary Shares and the admission of the New Tullett Prebon Shares which will be issued at Completion to the premium listing segment of the Official List maintained by the FCA and to trading on the London Stock Exchange's main market for listed securities. No application has been, or is currently intended to be, made for the Ordinary Shares and the New Tullett Prebon Shares to be admitted to listing or dealt with on any other stock exchange. ICAP Shareholders should also read the ICAP Scheme Document in its entirety for information regarding the ICAP Scheme.

The Original Prospectus, as supplemented by the First Supplementary Prospectus, the Second Supplementary Prospectus and this Supplementary Prospectus, does not constitute an offer or invitation to the public to subscribe for or purchase Ordinary Shares but is being issued for the purposes of Admission.

The distribution of this Supplementary Prospectus into jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this Supplementary Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may breach the securities laws or regulations of such jurisdiction. In particular, subject to certain exceptions, this Supplementary Prospectus should not be distributed, forwarded to or transmitted in or into the United States.

No person has been authorised to give any information or make any representations other than those contained in this Supplementary Prospectus and, if given or made, such information or representations must not be relied upon as having been so authorised by Tullett Prebon, the Directors and the Proposed Director.

Without prejudice to any legal or regulatory obligation on Tullett Prebon to publish an additional supplementary prospectus pursuant to section 87G of FSMA and Prospectus Rule 3.4, neither the delivery of this Supplementary Prospectus nor Admission shall, under any circumstances, create any implication that there has been no change in the business or affairs of Tullett Prebon or the Tullett Prebon Group taken as a whole since the date of this Supplementary Prospectus or that the information in it is correct as of any time after the date of this Supplementary Prospectus. The Company will comply with its obligation to publish an additional supplementary prospectus containing further updated information if so required by law or by any regulatory authority but assumes no further obligation to publish additional information.

Rothschild, which is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the FCA and the Prudential Regulation Authority, is acting as sponsor and financial adviser exclusively for Tullett Prebon and no-one else in connection with the Transaction and Admission and will not regard any other person (whether or not a recipient of the Original Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus and/or this Supplementary Prospectus) as a client in relation to the Transaction and Admission and will not be responsible to anyone other than Tullett Prebon for providing the protections afforded to clients of Rothschild or for providing advice in relation to the Transaction, Admission or any other matter referred to herein.

Apart from the responsibilities and liabilities, if any, which may be imposed on Rothschild by FSMA or the regulatory regime established thereunder, Rothschild accepts no responsibility whatsoever and makes no

representation or warranty, express or implied, for or in respect of the contents of the Original Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus and this Supplementary Prospectus, including their accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with Tullett Prebon or the New Tullett Prebon Shares, and nothing in the Original Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus and this Supplementary Prospectus is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or future. Rothschild accordingly disclaims to the fullest extent permitted by law all and any responsibility and liability whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of the Original Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus and this Supplementary Prospectus or any such statement. Any reproduction or distribution of the Original Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus and this Supplementary Prospectus, in whole or in part, and any disclosure of its contents or use of any information contained in the Original Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus and this Supplementary Prospectus for any purpose other than considering an acquisition of New Tullett Prebon Shares is prohibited.

THE CONTENTS OF THE ORIGINAL PROSPECTUS, THE FIRST SUPPLEMENTARY PROSPECTUS, THE SECOND SUPPLEMENTARY PROSPECTUS AND THIS SUPPLEMENTARY PROSPECTUS SHOULD NOT BE CONSTRUED AS LEGAL, BUSINESS OR TAX ADVICE. EACH PROSPECTIVE SHAREHOLDER SHOULD CONSULT HIS, HER OR ITS OWN LEGAL ADVISER, INDEPENDENT FINANCIAL ADVISER OR TAX ADVISER FOR LEGAL, FINANCIAL OR TAX ADVICE.

Notice to Overseas Shareholders

The New Tullett Prebon Shares have not been and will not be registered under the US Securities Act of 1933 (as amended) (the “**Securities Act**”) and may not be offered or sold in the United States of America (the “**United States**”) or to, or for the account or benefit of, US persons (as defined in Regulation S under the Securities Act) except pursuant to an applicable exemption from or in a transaction not subject to the registration requirements of the Securities Act and in compliance with any securities laws of any State or any other jurisdiction of the United States.

No actions have been taken to allow a public offering of Ordinary Shares under the applicable securities laws of any jurisdiction. Subject to certain exceptions, the Ordinary Shares may not be offered or sold in any jurisdiction, or to or for the account or benefit of any national, resident or citizen of any jurisdiction. The Original Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus and this Supplementary Prospectus do not constitute an offer of, or the solicitation of an offer to subscribe for or purchase, any of the Ordinary Shares, to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation in such jurisdiction.

Enforceability of foreign judgments

Tullett Prebon is organised under the laws of England and Wales and its registered office is Tower 42, Level 37, 25 Old Broad Street, London, EC2N 1HQ, United Kingdom. The majority of Directors, the Proposed Director and senior management and the experts named in the Original Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus and this Supplementary Prospectus are residents of jurisdictions outside the United States. The majority of Tullett Prebon's assets and the assets of those persons are located outside the United States. As a result, US investors may find it difficult to effect service of process within the United States upon Tullett Prebon or these persons to enforce judgments obtained against Tullett Prebon or these persons in US courts outside the United States. Likewise it may also be difficult for an investor to enforce judgments obtained against Tullett Prebon or these persons in courts in jurisdictions outside the United States in US courts, including actions predicated upon the civil liability provisions of the US federal securities laws.

This Supplementary Prospectus is dated 12 September 2016.

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PART I

SUPPLEMENTARY INFORMATION

This document is supplemental to, and should be read in conjunction with, the Original Prospectus, the First Supplementary Prospectus and the Second Supplementary Prospectus. To the extent that there is any inconsistency between a statement in this document and a statement contained in the Original Prospectus, the First Supplementary Prospectus or the Second Supplementary Prospectus, the statement in this document will prevail. Any decision to invest in the Ordinary Shares and the New Tullett Prebon Shares should be based on consideration of the Original Prospectus, as supplemented by the First Supplementary Prospectus, the Second Supplementary Prospectus and this Supplementary Prospectus, as a whole. This Supplementary Prospectus has been prepared in accordance with section 87G of FSMA and the Prospectus Rules.

1. BACKGROUND

1.1 Entry into the Amended Acquisition Agreement

On 16 August 2016, the Company, ICAP and ICAP NewCo entered into a deed of amendment, restatement and novation in order to: (i) amend and restate the Acquisition Agreement (the “**Amended Acquisition Agreement**”) effective immediately; and (ii) novate the rights and obligations of ICAP under the Amended Acquisition Agreement to ICAP NewCo, effective on the ICAP Scheme becoming effective. Pursuant to the Amended Acquisition Agreement, it was agreed (among other things) that ICAP will no longer retain a 19.9 per cent. interest in the Enlarged Tullett Prebon Group following Completion and that the New Tullett Prebon Shares that would otherwise have been issued to ICAP NewCo at Option Completion will be issued directly to ICAP NewCo shareholders at Completion (as defined in paragraph 2.1 of this Part I). Accordingly, following Completion, ICAP NewCo shareholders will hold approximately 56 per cent. of the Enlarged Tullett Prebon Group.

1.2 Undertaking to divest the ICAP Oil Business

In addition, following an announcement on 7 June 2016 by the Competition and Markets Authority (the “**CMA**”) that it would refer the Transaction to a Phase 2 investigation unless suitable undertakings in lieu of reference were offered, the Company and ICAP offered to undertake to divest ICAP’s London-based oil desks (with key staff) responsible for providing brokerage services to customers based in Europe, the Middle East and Africa (the “**ICAP Oil Business**”) to a suitable purchaser, to be approved by the CMA. The Company and ICAP subsequently proposed INTL FCStone Limited (“**INTL FCStone**”) as the purchaser of the ICAP Oil Business. On 2 August 2016, the CMA announced that it considered the proposed undertakings to be appropriate to remedy its competition concerns, and that it had accepted them in principle subject to a public consultation exercise. On 8 September 2016, the CMA announced that, given the findings of its own approval process and the public consultation exercise, it had formally accepted the proposed undertakings from the Company and ICAP to divest the ICAP Oil Business to INTL FCStone and therefore it had cleared the Transaction.

1.3 Publication of the Company’s interim financial statements for the period ended 30 June 2016

Subsequent to the publication of the Original Prospectus on 1 March 2016, the First Supplementary Prospectus on 5 April 2016 and the Second Supplementary Prospectus on 16 May 2016, Tullett Prebon announced its interim financial results for the period ended 30 June 2016 (the “**Company’s 2016 Interim Results**”), which contain unaudited consolidated financial statements of Tullett Prebon for the six months ended 30 June 2016. The Company’s 2016 Interim Results have been submitted to the National Storage Mechanism on 2 August 2016 and are available for inspection free of charge in accordance with paragraph 6 of Part II (*Additional Information*) of this Supplementary Prospectus and at www.morningstar.co.uk/uk/nsm and www.tullettprebon.com.

The financial information which is incorporated by reference into, and forms part of, this Supplementary Prospectus is set out in paragraph 4 of this Part I.

2. DETAILS OF THE AMENDED ACQUISITION AGREEMENT

2.1 Sale and purchase of IGBHL shares

Under the terms of the Acquisition Agreement, it was agreed that: (a) subject to the satisfaction of certain conditions, the Company would first acquire approximately 64.5 per cent. of the issued share capital of IGBHL in consideration for the issue of New Tullett Prebon Shares comprising approximately 45.07 per cent. of the Company's share capital (calculated on a fully diluted basis and immediately following such issuance), to be issued directly to ICAP NewCo shareholders; and (b) the Company would grant ICAP a put option and ICAP would grant the Company a call option each of which would become exercisable following the acquisition of IGBHL shares noted at (a) (together the "**Options**"), such that if either Option was exercised, Tullett Prebon would acquire the remaining approximately 35.5 per cent. of the issued share capital of IGBHL in consideration for further New Tullett Prebon Shares being issued to ICAP NewCo. In the Original Prospectus, the Company stated its intention to exercise its call option in respect of the Option Shares if ICAP did not exercise its put option. It was envisaged in the Original Prospectus that, following Completion, the enlarged share capital of Tullett Prebon would be owned approximately 44 per cent. by existing Tullett Prebon Shareholders, approximately 36.1 per cent. by ICAP NewCo shareholders and approximately 19.9 per cent. by ICAP NewCo.

Under the terms of the Amended Acquisition Agreement, subject to the satisfaction of the conditions that previously applied in respect of Initial Completion under the Acquisition Agreement (save as amended to reflect the provisions of the Amended Acquisition Agreement), the Company will acquire 100 per cent. of the issued share capital of IGBHL in consideration for the issue of New Tullett Prebon Shares to be issued directly to ICAP NewCo shareholders. Following such issuance, the enlarged share capital of Tullett Prebon will be owned approximately 44 per cent. by existing Tullett Prebon Shareholders and approximately 56 per cent. by ICAP NewCo shareholders. The grant of the Options by Tullett Prebon and ICAP have each accordingly been revoked by both parties.

For the purposes of the Original Prospectus, as supplemented by this Supplementary Prospectus, "**Completion**" shall refer to the completion of the acquisition by Tullett Prebon of 100 per cent. of the issued share capital of IGBHL.

2.2 Consideration

The total aggregate number of New Tullett Prebon Shares to be issued to ICAP NewCo shareholders under the terms of the Amended Acquisition Agreement in consideration for the transfer to Tullett Prebon of all of the IGBHL shares shall be equal to the aggregate number of New Tullett Prebon Shares that would have been issued to ICAP NewCo Shareholders at Initial Completion and to ICAP NewCo at Option Completion under the terms of the Acquisition Agreement. Accordingly, assuming no new Ordinary Shares are otherwise issued by Tullett Prebon (other than the 302,148 new Ordinary Shares that may be issued as a result of the exercise of a vested share option award under the Company's long term incentive plan) between 26 February 2016 (being the last practicable date prior to the date of the Original Prospectus) and Admission, 310,314,296 New Tullett Prebon Shares are expected to be issued to ICAP NewCo shareholders pursuant to the Transaction.

2.3 Indemnities

In addition to the indemnities provided under the Acquisition Agreement, ICAP has, subject to completion of the disposal of the ICAP Oil Business, provided an indemnity to the Group for losses incurred arising out of or based upon, whether directly or indirectly, the ICAP Oil Business and the transfer of the ICAP Oil Business, including without limitation any act, omission, breach or default of any party in relation to any employees transferred pursuant to, or otherwise affected by, the transfer of the ICAP Oil Business in any jurisdiction and

any failure by any party to comply with the Transfer of Undertakings (Protection of Employment) Regulations 2006 or other employment legislation in any jurisdiction.

2.4 Relationship Agreement

Under the Acquisition Agreement, it was agreed that Tullett Prebon and ICAP NewCo would enter into the Relationship Agreement, the principal purpose of which was to ensure that the Company was capable of carrying on its business independently of ICAP NewCo (as the holder of 19.9 per cent. of the issued share capital of Tullett Prebon following Option Completion) and its associates. Pursuant to the Amended Acquisition Agreement, as ICAP NewCo will no longer receive New Tullett Prebon Shares directly in consideration for the transfer of shares in IGBHL, the Relationship Agreement will not be entered into at Completion.

Under the Relationship Agreement and the Acquisition Agreement, ICAP NewCo was also granted the right following Completion to nominate one non-executive director for appointment to the Board of the Company for so long as ICAP NewCo's shareholding (together with its associates) in the Company remained at, or above, 10 per cent. Pursuant to the Amended Acquisition Agreement, as ICAP NewCo will no longer be a shareholder in the Company following Completion, the Relationship Agreement will not be entered into and ICAP NewCo shall not have the right to nominate a non-executive director for appointment to the Board.

The Proposed Director will continue to become a director of the Company following Completion (subject to regulatory approval).

3. DISPOSAL OF THE ICAP OIL BUSINESS

On 7 June 2016 the CMA announced that it had identified that the Transaction may result in a substantial lessening of competition for oil broking and that it would refer the Transaction to a Phase 2 investigation unless suitable undertakings in lieu of reference were offered. The Company and ICAP offered to undertake to divest the ICAP Oil Business to a suitable purchaser, to be approved by the CMA. The CMA required a signed agreement to be entered into with a suitable purchaser prior to the CMA clearing the Transaction at Phase 1.

Therefore, on 28 July 2016, ICAP and INTL FCStone entered into a framework agreement for the sale and purchase of ICAP's global broking EMEA Oils business (the "**Framework Agreement**"). Pursuant to the Framework Agreement, it was agreed that INTL FCStone would purchase ICAP's global broking EMEA Oils business comprising ICAP's London-based and ancillary Singapore-based and New York-based desks responsible for providing broking services in relation to fuel oil, crude oil, middle distillates, oil futures and options carried on by ICAP's front office broking employees, along with the associated goodwill and business records of such business.

On 5 September, ICAP and INTL FCStone entered into an amendment and restatement deed in respect of the Framework Agreement (the "**Amended Framework Agreement**"). The Amended Framework Agreement extends the date on which completion of the transfer of ICAP's global broking EMEA Oils business to INTL FCStone under the terms of the Framework Agreement ("**Oil Business Completion**") would take place. This is to allow, as far as possible, sufficient customers to on-board at INTL FCStone. To the extent that Completion takes place prior to the Oil Business Completion, ICAP's global broking EMEA Oils business may transfer to the Company and the Company would hold the business for a short period pending the Oil Business Completion.

The undertakings were accepted by the CMA on 8 September 2016 following an internal CMA approval process and subsequent public consultation. As a result, the Transaction will not be referred for an in-depth Phase 2 investigation and the CMA has now cleared the Transaction.

4. THE COMPANY'S 2016 INTERIM RESULTS

The table below sets out the various sections of the Company's 2016 Interim Results which are incorporated by reference into, and form part of, this Supplementary Prospectus, and only the parts of the Company's 2016 Interim Results identified in the table below are incorporated into, and form part of, this Supplementary Prospectus. The parts of the Company's 2016 Interim Results which are not incorporated by reference into this Supplementary Prospectus are either not relevant for investors or are covered elsewhere in the Prospectus. To the extent that any part of any information referred to below itself contains information which is incorporated by reference, such document shall not form part of the Prospectus.

For the six months ended 30 June 2016

Information incorporated by reference into this Supplementary Prospectus	Reference document	Page number in reference document
Financial Performance.....	Company's 2016 Interim Results	7
Operating Review.....	Company's 2016 Interim Results	8-11
Financial Review.....	Company's 2016 Interim Results	12-16
Outlook.....	Company's 2016 Interim Results	17
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5. SUPPLEMENTARY INFORMATION

The information referred to above supplements the information set out in:

- (a) Element B.6 of Part I (*Summary*) of the Original Prospectus, to the extent it refers to ICAP NewCo as a shareholder in the Company following Completion;
- (b) Element B.7 of Part I (*Summary*) of the Original Prospectus (as supplemented by the First Supplementary Prospectus), to the extent relevant to Tullett Prebon;
- (c) Element C.6 of Part I (*Summary*) of the Original Prospectus, to the extent it refers to the admission of New Tullett Prebon Shares at Option Completion;

- (d) the risk factor entitled “*The Transaction will result in a dilution of shareholdings of existing Ordinary Shares*” in paragraph 3.8 of Part II (*Risk Factors*) of the Original Prospectus, to the extent it refers to shares in the Enlarged Tullett Prebon Group being held by ICAP NewCo following Completion;
- (e) the risk factor entitled “*The sale of the Company’s shares by substantial shareholders could depress the price of the Ordinary Shares*” in paragraph 4.2 of Part II (*Risk Factors*) of the Original Prospectus, to the extent it refers to ICAP NewCo holding 19.9 per cent. of the voting share capital of the Company after Completion;
- (f) paragraphs 3 and 15 of Part VII (*Letter from the Chairman of Tullett Prebon plc*) of the Original Prospectus;
- (g) paragraphs 1, 2 and 7 of Part VIII (*Details of the Transaction*) of the Original Prospectus;
- (h) paragraphs 8 and 9 of Part IX (*Business Overview of the Tullett Prebon Group*), Part XI (*Selected Financial Information of Tullett Prebon*), Part XII (*Historical Financial Information of Tullett Prebon*), Part XIII (*Operating and Financial Review of Tullett Prebon*) and Part XIV (*Capital Resources of Tullett Prebon*) of the Original Prospectus; and
- (i) paragraphs 11.1, 16.1 and 16.4 of Part XXII (*Additional Information*) of the Original Prospectus.

PART II

ADDITIONAL INFORMATION

1. RESPONSIBILITY

The Company, the Directors (as defined in the Second Supplementary Prospectus) and the Proposed Director accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Company, the Directors and the Proposed Director (each of whom has taken all reasonable care to ensure that such is the case), the information contained in this Supplementary Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. ROUNDING

Certain data in this document, including financial, statistical and operating information, have been rounded to the nearest whole number or the nearest decimal place. As a result of rounding, the totals of data presented in this document may vary slightly from the actual arithmetic totals of such data. Percentages have also been rounded and accordingly may not add up to 100 per cent.

3. FORWARD-LOOKING STATEMENTS

This document and documents incorporated by reference into this document include statements that are, or may be deemed to be “forward-looking statements” regarding the financial condition, results of operations, cash flows, dividends, financing plans, business strategies, operating efficiencies or synergies, budgets, capital and other expenditures, competitive positions, growth opportunities, plans and objectives of management and other matters relating to the Tullett Prebon Group, IGBB and following Completion, the Enlarged Tullett Prebon Group. Statements in this document that are not historical facts are hereby identified as “forward-looking statements”. In some instances, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology.

Such forward-looking statements are necessarily based on a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements.

Investors are cautioned that forward-looking statements are not guarantees of future performance. Forward-looking statements may, and often do, differ materially from actual results. Any forward-looking statements in this document speak only as at the date of this document, reflect the Board’s current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company’s or the Enlarged Tullett Prebon Group’s operations, results of operations and growth strategy. All of the forward-looking statements made in this document are qualified by these cautionary statements. Important factors which may cause actual results to differ include, but are not limited to, those described in Part II (*Risk Factors*) of the Original Prospectus.

Save as required by law, or by the Listing Rules, the Prospectus Rules, the disclosure requirements imposed by the Market Abuse Regulation (Regulation (EU) No 596/2014) or the Transparency Rules, the Company undertakes no obligation to release publicly the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors’ expectations or to reflect events or circumstances after the date of this document. Nothing in this section should be

interpreted as qualifying the statements as to the working capital position of the Tullett Prebon Group and the Enlarged Tullett Prebon Group in paragraph 13 of Part XXII (*Additional Information*) of the Original Prospectus.

4. NO INCORPORATION OF WEBSITE INFORMATION

The contents of the websites of Tullett Prebon and ICAP, or any website directly or indirectly linked to either of those websites, do not form part of this document and should not be relied upon.

5. CURRENCY PRESENTATION

Unless otherwise indicated, all references in this document to:

- “sterling”, “pounds sterling”, “GBP”, “£” or “pence” are to the lawful currency of the United Kingdom;
- “dollars”, “US dollars”, “USD”, “US\$” or “\$” are to the lawful currency of the United States; and
- “euro”, “EUR” or “€” are to the lawful currency of the European Union (as adopted by certain member states).

The Tullett Prebon Group prepares its financial statements in pounds sterling.

6. DOCUMENTS AVAILABLE FOR INSPECTION

In addition to those documents set out in paragraph 23 of Part XXII (*Additional Information*) of the Original Prospectus, paragraph 2 of Part II (*Additional Information*) of the First Supplementary Prospectus, and paragraph 10 of Part VII (*Additional Information*) of the Second Supplementary Prospectus, copies of the following documents will be available for inspection free of charge at the Company's registered office, Tower 42, Level 37, 25 Old Broad Street, London, EC2N 1HQ during normal business hours on Monday to Friday of each week (public holidays excepted) for a period from and including the date of publication of this document until the date of Admission:

- (A) the Company's 2016 Interim Results; and
- (B) this Supplementary Prospectus.