

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION

For immediate release

30 December 2016

TP ICAP plc

**Completion of the acquisition of
NEX's global hybrid voice broking and information business**

TP ICAP plc ("TP ICAP" or the "Company") is delighted to announce that it has completed the acquisition of the global hybrid voice broking and information business of NEX Group plc ("NEX", the new ultimate holding company of the ICAP Group), including NEX's associated technology and broking platforms and certain of NEX's joint ventures and associates ("the Transaction").

At 8:00 a.m. today, 310,314,296 new TP ICAP shares allotted to the shareholders of NEX as consideration in respect of the Transaction will be admitted to the premium listing segment of the Official List of the Financial Conduct Authority ("FCA") and to trading on the London Stock Exchange's main market for listed securities.

Commenting on today's announcement, John Phizackerley, CEO of TP ICAP, said:

This deal creates the leading interdealer broker in the world. It is a transformational acquisition for TP ICAP, providing a unique opportunity to accelerate our strategy and deliver for our clients, our employees and our shareholders.

Total Voting Rights

In accordance with Disclosure Guidance and Transparency Rule 5.6.1AR, following the issue of new TP ICAP ordinary shares described above at completion of the Transaction, the total issued share capital of TP ICAP consists of 554,132,671 ordinary shares. TP ICAP does not hold any shares in treasury and the total number of voting rights of TP ICAP is 554,132,671.

The above total voting rights figure 554,132,671 may be used by shareholders as the denominator for the calculations by which they will determine whether they are required to notify their interests in, or a change to their interest in TP ICAP under the FCA's Disclosure Guidance and Transparency Rules.

Ends

Enquiries:

TP ICAP

Alexandra Wick, Marketing & Communications Director

awick@tullettprebon.com

+44 (0) 20 7200 7579

Rothschild (Financial Adviser and Sponsor to TP ICAP)

Stephen Fox, Toby Ross

+44 (0) 20 7280 5000

HSBC (Joint Corporate Broker to TP ICAP)

Nick Donald, Peter Glover

+44 (0) 20 7991 8888

Numis (Joint Corporate Broker to TP ICAP)

Michael Meade, Charles Farquhar

+44 (0) 20 7260 1000

Brunswick

Kim Fletcher, Eilis Murphy, Craig Breheny

tullettprebon@brunswickgroup.com

+44 (0) 20 7404 5959

Important notice

N M Rothschild & Sons Limited ("Rothschild"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting as the sole sponsor and the sole financial adviser to the Company in connection with the Transaction. Rothschild is acting exclusively for the Company and no-one else in connection with

the Transaction and save for any responsibilities and liabilities, if any, which may be imposed on Rothschild, in its capacity as sponsor by the Financial Services and Markets Act 2000, as amended, Rothschild will not be responsible to anyone other than the Company for providing the protections afforded to clients of Rothschild or for providing advice in relation to the Transaction or the contents of this announcement or any transaction, arrangement or matter referred to herein. The information provided in this announcement is entirely based on information provided by the Company and has not been independently verified by Rothschild. Accordingly, Rothschild does not accept any responsibility or liability whatsoever, and makes no representations or warranty, express or implied, for the contents of this announcement. Rothschild disclaims, to the fullest extent permitted by law all and any responsibility and liability howsoever arising which it might otherwise have in respect of this announcement.

HSBC Bank plc ("HSBC"), which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority, is acting as Joint Corporate Broker to the Company in connection with the Transaction. HSBC is acting exclusively for the Company and no-one else in connection with the Transaction. HSBC will not be responsible to anyone other than the Company for providing the protections afforded to clients of HSBC or for providing advice in relation to the Transaction or the contents of this announcement or any transaction, arrangement or matter referred to herein. The information provided in this announcement is entirely based on information provided by the Company and has not been independently verified by HSBC. Accordingly, HSBC does not accept any responsibility or liability whatsoever, and makes no representations or warranty, express or implied, for the contents of this announcement. HSBC disclaims, to the fullest extent permitted by law all and any responsibility and liability howsoever arising which it might otherwise have in respect of this announcement.

Numis Securities Limited ("Numis"), which is authorised and regulated by the Financial Conduct Authority, is acting as Joint Corporate Broker to the Company in connection with the Transaction. Numis is acting exclusively for the Company and no-one else in connection with the Transaction. Numis will not be responsible to anyone other than the Company for providing the protections afforded to clients of Numis or for providing advice in relation to the Transaction or the contents of this announcement or any transaction, arrangement or matter referred to herein. The information provided in this announcement is entirely based on information provided by the Company and has not been independently verified by Numis. Accordingly, Numis does not accept any responsibility or liability whatsoever, and makes no representation or warranty, express or implied, for the contents of this announcement. Numis disclaims, to the fullest extent permitted by law all and any

responsibility and liability howsoever arising which it might otherwise have in respect of this announcement.

This announcement has been issued by and is the sole responsibility of TP ICAP.

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities pursuant to this announcement or otherwise. The distribution of this announcement in jurisdictions outside the United Kingdom may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about, and observe such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities law of any such jurisdiction.

This announcement does not constitute an offer of securities for sale in the United States or an offer to acquire or exchange securities in the United States. No offer to acquire securities or to exchange securities for other securities has been made, or will be made, and no offer of securities has been made, or will be made, directly or indirectly, in or into, or by use of the mails, any means or instrumentality of interstate or foreign commerce or any facilities of a national securities exchange of, the United States of America or any other country in which such offer may not be made other than (i) in accordance with the requirements under the US Securities Exchange Act of 1934, as amended, a registration statement under the US Securities Act of 1933, as amended, or the securities laws of such other country, as the case may be, or (ii) pursuant to an available exemption therefrom. No securities are intended to be registered under the US Securities Act of 1933, as amended.

This announcement has been prepared for the purposes of complying with the applicable law and regulation of the United Kingdom (including the Listing Rules and the Disclosure and Transparency Rules) and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws and regulations of any jurisdiction outside of the United Kingdom.