

The Board of Directors
on behalf of TP ICAP PLC
Floor 2
155 Bishopsgate
London
EC2M 3TQ

7 January 2021

Our Ref: Project Lagoon

Dear Sirs/Mesdames

TP ICAP PLC (the “Company”)

We hereby give our consent to the inclusion in the Prospectus of the Company dated 7 January 2021 (the “Prospectus”) of:

- our accountant’s report on historical financial information of Liquidnet Group set out in Part 4 of the TP ICAP PLC Class 1 Circular which is incorporated by reference in the Prospectus; and
- our report relating to the pro forma financial information in Part XXIII;

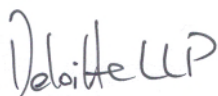
in the form and context in which it is included, as shown in the Final Proof dated 6 January 2021 of the Investment Circular (the cover of which we attach, signed for identification), and being put on public display in accordance with Annex 1 item 21.1 of Commission delegated regulation (EU) 2019/980 (the “Prospectus Delegated Regulation”).

We also hereby authorise the contents of the reports referred to above included in the Investment Circular for the purposes of Prospectus Regulation Rule 5.3.2R(2)(f).

Our consent is required by Annex 1 item 1.3 of the Prospectus Delegated Regulation and is given solely for the purpose of complying with that provision and for no other purpose.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices

Yours faithfully



Deloitte LLP

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