



TP ICAP plc - PROPOSED ACQUISITION OF LIQUIDNET: GENERAL MEETING VOTING

The proxy may be completed on the internet by going to www.signalshares.com and logging into your share portal account or registering for the share portal if you have not already done so. To register for the share portal you will need your Investor Code which can be found on your share certificate or by contacting Link Group. Once registered you will be able to vote immediately.

NOTICE OF GENERAL MEETING

IMPORTANT - Please read carefully.

A General Meeting of TP ICAP plc will be held at 1.45pm (GMT) on Monday, 1 February 2021 at 2 Broadgate, London EC2M 7UR.

You can access the Notice of General Meeting and the Class 1 Circular published by the Company on 7 January 2021 at www.tpicap.com/investors.

If you wish to receive a paper copy of the Notice of General Meeting and the Class 1 Circular, please contact Link Group, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

Please note the deadline for receiving proxies is 1.45pm (GMT) on Thursday, 28 January 2021.

If you wish to attend this meeting in person in your capacity as a holder of ordinary shares, please sign this card and on arrival and hand it to the Company's registrar.

Due to the novel coronavirus (Covid-19) pandemic, public health or other applicable rules or regulations may restrict your ability to attend the General Meeting in person. Arrangements have been made for shareholders to attend and participate in the General Meeting electronically. Details of how shareholders may attend the General Meeting electronically are set out in the Class 1 Circular published by the Company on 7 January 2021 in connection with the proposed acquisition of Liquidnet (the "Class 1 Circular"). Irrespective of whether you intend to attend the General Meeting, you are strongly encouraged to complete and submit a proxy vote either using the share portal www.signalshares.com or by completing and sending the accompanying Form of Proxy.

Signature of person attending

FORM OF PROXY TP ICAP plc (the 'Company') - PROPOSED ACQUISITION OF LIQUIDNET: GENERAL MEETING

Barcode:

Event Code:

Before completing the Form of Proxy below, please read carefully the Notice of General Meeting set out in the Class 1 Circular of the Company dated 7 January 2021 and the explanatory notes set out overleaf. Unless otherwise defined, capitalised terms in this Form of Proxy shall have the meaning given to them in the Class 1 Circular.

I/We being a member(s) of the Company hereby appoint the
Chairman of the Meeting OR (see note 1)

Number of shares (see note 1)

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held at 1.45pm (GMT) on Monday, 1 February 2021 at the office of the Company at 2 Broadgate, London EC2M 7UR (the "General Meeting"), or at any adjournment thereof. I/We have indicated with an 'X' how I/we wish my/our votes to be cast on the resolutions set out below and I/we direct that my/our proxy will vote (or abstain from voting) as he/she thinks fit for me/us and on my/our behalf on any other matter which may properly come before the General Meeting or any adjournment thereof.

Please mark 'X' here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to note 1.

Ordinary Resolution: That the proposed acquisition by the Company of Liquidnet Holdings, Inc. (the "Acquisition") substantially on the terms and subject to the conditions set out in the agreement between the Company and Liquidnet Holdings, Inc. (the "Acquisition Agreement") as described in the Class 1 Circular published by the Company on 7 January 2021 in connection with the Acquisition, and all other agreements and ancillary arrangements contemplated by the Acquisition Agreement be and are approved and the directors of the Company (the "Directors") (or any duly constituted committee of the Directors) be and are authorised to: take all such steps and/or do or procure to be done all such acts and things on behalf of the Company and/or any of its subsidiary undertakings as the Directors (or any such committee of the Directors) may consider necessary, expedient, appropriate or desirable in connection with, and to implement, the Acquisition; and agree such modifications, variations, revisions, waivers, extensions, additions or amendments to any of the terms and conditions of the Acquisition and/or to any documents and/or arrangements relating thereto, as they may in their absolute discretion think fit, provided that such modifications, variations, revisions, waivers, extensions, additions or amendments are not of a material nature.

Please mark "X" to indicate how you wish to vote

FOR

AGAINST

VOTE WITHHELD

To assist with arrangements, please indicate here with an 'X' if you intend to attend the General Meeting in person.

Signature

Date

You may submit your proxy electronically at www.signalshares.com

NOTES

1. You are entitled to appoint a proxy or proxies, who need not be a member of the Company, to exercise all or any of your rights at the General Meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy in the space provided as your proxy. As shareholders may not be able to attend the General Meeting in person, to ensure their votes are counted, shareholders are strongly encouraged to appoint the Chairman of the Meeting as their proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). If you appoint more than one proxy, additional Forms of Proxy may be obtained by contacting Link Group on 0371 664 0300* or you may photocopy this form. Please indicate by ticking the box provided if the instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
2. Please indicate with an 'X' in the box provided how you wish to vote on the Resolution. If you fail to select any of the given options on a particular resolution, the proxy will vote or abstain as he/she thinks fit in respect of your shareholding.
3. In the case of joint shareholders, the signature of any of them will suffice, but the names of all joint holders should be shown, and the vote of the senior holder who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
4. A corporation may appoint more than one corporate representative provided that they do not do so in relation to the same shares. A corporation's Form of Proxy must be executed under the company seal, if any, or signed by a duly authorised officer (stating the officer's capacity).
5. To be valid, the Form of Proxy must be signed, dated and lodged, together with the power of attorney or other written authority (if any) under which it is signed or an office or notarially certified copy of such power or authority, no later than 1.45pm on Thursday, 28 January 2021 (or if adjourned, by no later than 48 hours before the time of the adjourned General Meeting excluding business days at which the person named on the form proposed to vote) with the Company's registrar, Link Group, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF.
6. Completion and return of the Form of Proxy will not preclude you from attending and voting at the General Meeting if you wish. Any votes validly given at the meeting will override, if different, previous proxy votes given.
7. The 'Vote withheld' option is provided to enable you to abstain on the Resolution. It should, however, be noted that it is not a vote in law and will not be counted in the proportion of the votes 'For' or 'Against' the Resolution.
8. There is no postage to pay if posted in the UK. Shareholders outside the UK can reply by posting the Form of Proxy in a separate envelope to Link Group, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, UK.
9. Please see the Notice of General Meeting for further advice on how to appoint/instruct proxies via CREST.
10. You can register your appointment of a proxy online at www.signalshares.com, you will require your Investor Code to register if you have not previously done so, this can be found on your share certificate or by contacting Link Group. Electronic proxies must be lodged in accordance with the instructions on the website by no later than 48 hours before the General Meeting (or adjourned General Meeting).
11. If more than one valid proxy appointment is returned, either by paper or electronic communication, that proxy received last by the registrar before the latest time for the receipt of proxies will take precedence. Members are advised to read the terms and conditions of use carefully. Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged. Please note the Company will not accept any communication that is found to contain a computer virus.
12. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ('nominated persons'). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
13. If you have any questions about completing this form, please telephone Link Group on 0371 664 0300*.
14. This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different account holders or uniquely designated accounts. The Company and Link Group accept no liability for any instruction that does not comply with these conditions.

* Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

Toppan Merrill, London
20-38209-2
