
CMC

CMC Markets plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with company number 05145017)
(Legal Entity Identifier ("LEI") number 213800VB75KAZBFH5U07)

NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY 24 JULY 2026 OF CMC MARKETS PLC

Notice of the 2026 Annual General Meeting of the Company to be held at
133 Houndsditch, London EC3A 7BX on 24 July 2026 at 10.00am

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have recently sold or otherwise transferred all of your shares in CMC Markets plc, please send this notice, together with the accompanying documents, as soon as possible 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.

Dear shareholder,

Notice of Annual General Meeting 2026

I am pleased to be writing to you with details of the 2026 Annual General Meeting ("AGM" or "Meeting") which will be held on Friday 24 July 2026 at 10.00am at 133 Houndsditch, London EC3A 7BX.

We consider the AGM to be an important part of our shareholder engagement and will facilitate the raising of shareholder questions in advance of the Meeting. Though not a pre-condition of attendance, we are also requesting pre-registration for those shareholders who are proposing to attend the AGM in person. More details in this regard can be found on page 7 of this document.

The formal Notice of AGM is set out on pages 3 to 5 of this document.

Action to be taken

We recommend that all shareholders appoint the Chairman of the Meeting as proxy. This will ensure that your vote is counted even if you or any other proxy you might appoint are unable to attend the Meeting in person.

Shareholders are able to appoint a proxy in accordance with the procedures set out in notes 1 to 7 on page 6 in order to vote in advance of the AGM.

The Company is not distributing a hard copy form of proxy unless specifically requested and shareholders are encouraged to vote electronically.

If you have a form of instruction, please note the earlier deadline of 10.00am on 21 July 2026 for lodging your form or voting instructions online.

Business of the Meeting

An explanation of the business to be considered at this year's AGM appears on pages 8 to 10 of this document. Also note the shareholders' FAQ and useful information on page 11.

Questions and answers

Shareholders are encouraged to submit questions relating to the business to be conducted at the AGM to be considered in advance of the AGM via email to CMCAGMQs@cmcmarkets.com. Questions may be submitted up to 10.00am on 21 July 2026. Responses to any such questions, if appropriate and relevant to the business of the AGM, will be posted for general view at www.cmcmarkets.com/group.

Dividend

The Board is recommending for approval at the AGM a final dividend payment of 8.3 pence per Ordinary Share for the year ended 31 March 2026. If approved, the dividend will be payable on 14 August 2026 to holders of Ordinary Shares in the Company named on the Register of Members as at the close of business on 10 July 2026.

Directors

In accordance with the UK Corporate Governance Code, all directors of the Company (the "Directors") will stand for election or re-election by the shareholders at the AGM except for Clare Francis, who will not seek re-election as Non-Executive Director and will retire from the Board at the conclusion of the AGM. I would like to thank Clare on behalf of the Board for her valuable contribution as Risk Committee Chair during her tenure on the Board.

Having been appointed as Directors since the last AGM, Stuart Manning and Emma Earp will both retire at the AGM and, in accordance with the Articles of Association and being eligible, will offer themselves up for election.

The Board recommends the election and re-election of all Directors seeking election and re-election. Biographies for each Director can be found in Appendix 1 of this Notice of AGM.

See page 9 for more explanation on the relevant resolutions.

Shareholders will also be requested to approve the granting of a loan to a Director as set out in Resolution 6.

Recommendation

The Board considers that all the resolutions are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote 'FOR' the resolutions to be proposed at the AGM, as the Directors intend to do so in respect of their own beneficial holdings.

The results of the voting on all resolutions will be announced via the regulatory news service and published on our website as soon as practicable following the conclusion of the AGM.

Yours sincerely,



Paul Wainscott
Chairman

Notice of Annual General Meeting

Notice is hereby given that the 2026 Annual General Meeting (“AGM”) of CMC Markets plc (the “Company”) will be held on Friday 24 July 2026 at 10.00am at 133 Houndsditch, London EC3A 7BX for the following purposes.

Resolutions 18 to 21 (inclusive) will be proposed as special resolutions, which means that for each of these to be passed, at least 75% of the votes cast must be in favour of the resolution. All other resolutions will be proposed as ordinary resolutions, which means that for each of these to be passed, more than 50% of the votes cast must be in favour of the resolution.

Ordinary business

1. To receive and consider the Company’s accounts and the reports of the Directors and auditor for the year ended 31 March 2026 (the “Annual Report & Accounts”).

Directors’ remuneration report

2. To approve the Directors’ remuneration report, set out on pages 74 to 92 in the Annual Report & Accounts for the year ended 31 March 2026 (excluding the Directors’ remuneration policy set out on pages 76 to 80).

Approval of CMC Markets plc Company Share Option Plan and the non-tax advantaged share option Sub-Plan

3. That the CMC Markets plc Company Share Option Plan (the “CSOP”) and the non-tax advantaged share option Sub-Plan (the “Sub-plan”), the principal terms of which are summarised in Appendix 2 of this Notice of AGM and as contained in the Rules of the CSOP and the Sub-plan produced to the AGM and initialled by the Chairman of the AGM for the purposes of identification, be and are hereby approved and adopted and the directors be and are hereby generally and unconditionally authorised to do or procure to be done all such acts and things as they, in their absolute discretion, may consider necessary or desirable to implement the CSOP and Sub-plan in accordance with their terms and to establish further schemes based on the CSOP and Sub-plan but modified to take account of any applicable securities, exchange control, or taxation laws or regulations outside the United Kingdom (provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the CSOP and Sub-plan).

Removal of the existing dilution limit from the CMC Markets plc Management Equity Plan (“MEP”) and the Combined Incentive Plan (“CIP”)

4. That the removal of the existing dilution limit from the CMC Markets plc Management Equity Plan (“MEP”) and the Combined Incentive Plan (“CIP”), which restricts the number of shares that may be issued (or transferred from treasury) under the Company’s discretionary share plans to 5% of the Company’s ordinary share capital in any 10-year period, as shown in the amended Rules of the MEP and the CIP produced to the AGM and initialled by the Chairman of the AGM for the purposes of identification, be and is hereby approved and the directors be and are hereby generally and unconditionally authorised to do or procure to be done all such acts and things as they, in their absolute discretion, may consider necessary or desirable to implement this amendment to the MEP and the CIP.

Approval of an increase in the CMC Markets plc Employee Share Trust Limit

5. That the CMC Markets plc Employee Share Trust (the “EBT”) be authorised to hold up to a maximum of 10% of the total issued ordinary share capital of the Company.

Approval of the granting of a loan to a Director

6. That in accordance with section 197 of the Companies Act 2006 (the “Act”), the loan from the Company to Laurence Booth, a Director of the Company, be approved.

Declaration of final dividend

7. To declare a final dividend of 8.3 pence per Ordinary Share for the year ended 31 March 2026, payable on 14 August 2026 to holders of Ordinary Shares in the Company named on the Register of Members as at the close of business on 10 July 2026.

Election and re-election of Directors

8. To elect Emma Earp as a Director of the Company.
9. To elect Stuart Manning as a Director of the Company.
10. To re-elect Laurence Booth as a Director of the Company.
11. To re-elect Lord Peter Cruddas as a Director of the Company.
12. To re-elect Sarah Ing as a Director of the Company.
13. To re-elect Paul Wainscott as a Director of the Company.

Appointment and remuneration of the auditor

14. To reappoint Deloitte LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
15. To authorise the Group Audit Committee to determine the remuneration of the auditor.

Political donations

16. (a) That in accordance with Part 14 of the Act, the Company, and all companies that are its subsidiaries at any time during the period for which this resolution has effect, be authorised, in aggregate, to:
 - (i) make donations to political parties or independent election candidates;
 - (ii) make donations to political organisations other than political parties; and
 - (iii) incur political expenditure,
 (as such terms are defined in Part 14 of the Act) provided that the aggregate amount of such donations and expenditure shall not exceed £100,000, and the amount authorised under each of paragraphs (i) to (iii) shall also be limited to such amount, during the period from the date of the passing of this resolution until the conclusion of the next annual general meeting or, if earlier, 23 September 2027, provided that the aggregate amount may comprise sums in different currencies that shall be converted at such rate as the Directors of the Company may in their absolute discretion determine; and
- (b) all existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval.

Notice of Annual General Meeting continued

Ordinary business continued

Directors' authority to allot shares

17. That the Directors be generally and unconditionally authorised pursuant to, and in accordance with, Section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company:

- (i) up to an aggregate nominal amount of £23,084,775; and
- (ii) comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £23,084,775 in connection with a pre-emptive offer,

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire at the end of the next annual general meeting or on 23 September 2027, whichever is the earlier, but, in each case, so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after the authority given by this resolution has expired.

For the purposes of this resolution:

- (i) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to:
 - a) holders (other than the Company) on the Register of Members on a record date fixed by the Directors of Ordinary Shares in proportion to their respective holdings; and
 - b) other persons so entitled by virtue of the rights attaching to any other securities held by them,

but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory; and

- (ii) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for, or convert any securities into, shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

Special business

General disapplication of pre-emption rights

18. That, subject to the passing of Resolution 17 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash as if Section 561(1) of the Act did not apply to any such allotment, pursuant to the authority given by Resolution 17 above and/or the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act, such authority to be limited to:

- (i) allotments in connection with a pre-emptive offer; and
- (ii) otherwise than in connection with a pre-emptive offer, allotments up to an aggregate nominal amount of £3,497,693,

such authorities to expire at the end of the next annual general meeting of the Company or at the close of business on 23 September 2027, whichever is the earlier, but, in each case, so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this resolution:

- (i) "pre-emptive offer" has the same meaning as in Resolution 17 above;
- (ii) references to an allotment of equity securities shall include a sale of treasury shares; and
- (iii) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for, or convert any securities into, shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

Additional disapplication of pre-emption rights

19. That, subject to the passing of Resolution 17 above and in addition to any authority granted under Resolution 18 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority given by Resolution 17 above and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act as if Section 561(1) of the Act did not apply to any such allotment, such authority to be:

- (i) limited to allotments up to an aggregate nominal amount of £3,497,693; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of Directors of the Company determines to be an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authorities to expire at the end of the next annual general meeting of the Company or at the close of business on 23 September 2027, whichever is the earlier, but, in each case, so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this resolution, references to an allotment of equity securities shall include a sale of treasury shares.

Company's authority to purchase its own shares

20. That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the Act to make market purchases (as defined in Section 693 of the Act) of Ordinary Shares of 25 pence each in the capital of the Company provided that:
- (a) the maximum number of shares which may be purchased is 41,692,504;
 - (b) the minimum price which may be paid for each share is 25 pence;
 - (c) the maximum price which may be paid for a share is an amount equal to the higher of (a) 105% of the average of the closing price of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and (b) the higher of the price of the last independent trade and the highest current bid as stipulated by Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation (as it applies in the UK); and
 - (d) this authority shall expire at the end of the next annual general meeting of the Company or at the close of business on 23 September 2027, whichever is the earlier (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

Calling of general meetings on 14 days' notice

21. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD



Roy Tooley
Company Secretary
16 June 2026

Registered in England and Wales No. 05145017
Registered Office: 133 Houndsditch, London EC3A 7BX
Legal Entity Identifier (LEI): 213800VB75KAZBFH5U07

Notes

Proxy appointment

1. A member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at the AGM. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. The return of a completed form of proxy will not prevent a member attending the AGM and voting in person if the member wishes to do so.
2. Unless otherwise indicated on the form of proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or at their discretion or withhold from voting.
3. Shareholders are strongly encouraged to appoint the Chairman of the AGM as their proxy. This will ensure that their votes are able to be cast in accordance with their wishes.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear on the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. A shareholder may only appoint a proxy using the procedures set out in these notes. The Company is not distributing a hard copy form of proxy unless specifically requested and shareholders are encouraged to vote electronically. Shareholders can submit a proxy vote by accessing the shareholder portal at www.cmcmarketsshares.co.uk, logging in and selecting the "Vote Online Now" link so as to be received no later than 10.00am on 22 July 2026. Shareholders will require their username and password in order to log in and vote. If a shareholder has forgotten a username or password, a reminder can be requested via the shareholder portal. If a shareholder has not previously registered to use the portal, to do so a shareholder will require the investor code ("IVC") which can be found on a share certificate or dividend notification.

For CREST members, see notes 11 to 15 below.

6. A shareholder may request a hard copy form of proxy directly from the Company's Registrars, MUFG Corporate Markets, via email at shareholderenquiries@cm.mpms.mufg.com or by telephone on +44 (0) 371 664 0300. If a shareholder is outside the United Kingdom, please call +44 (0) 371 664 0300. 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. MUFG Corporate Markets is open between 9.00a.m and 5.30p.m, Monday to Friday, excluding public holidays in England and Wales. To appoint a proxy, the form of proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority) must be either (a) sent to the Company's Registrars, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with note 12 below, (c) the proxy appointment must be registered electronically, by visiting the website, www.cmcmarketsshares.co.uk, where full details of the procedures are given, or (d) if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, in each case so as to be received no later than 10.00am on 22 July 2026.
7. If you hold your shares in the Corporate Sponsored Nominee, your shares are held on your behalf in the name of MUFG Corporate Markets Trustees (Nominees) Limited, who are the registered shareholder. You can tell them how you want the votes in respect of your shares to be cast at the AGM by completing a Form of Instruction. This can be done electronically at www.cmcmarketsshares.co.uk or by completing and returning a hard copy Form of Instruction. You can request a hard copy form from MUFG Corporate Markets by emailing shareholderenquiries@cm.mpms.mufg.com or calling on

Tel: 0371 664 0300. 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 9.00a.m and 5.30p.m, Monday to Friday excluding public holidays in England and Wales. To be effective, in either case the Form of Instruction must be received by MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL (together with any power of attorney or other authority under which it is signed or a notorially certified copy of such power or authority) by no later than 10.00am on 21 July 2026 (or if the AGM is adjourned, 72 hours before the time fixed for the adjourned AGM, excluding any UK non-working days).

MUFG Corporate Markets Trustees (Nominees) Limited will appoint the chair of the meeting as its proxy to cast your votes. The appointed proxy may also vote or abstain from voting as they think fit on any other business (including amendments to resolutions) which may properly come before the meeting.

If you wish to attend, and/or vote at the AGM, or appoint someone else to attend the AGM and vote on your behalf, you must confirm this to MUFG Corporate Markets by email to Nominee.Enquiries@cm.mpms.mufg.com or in writing by contacting MUFG Corporate Markets, 29 Wellington Street, Leeds, LS1 4DL by no later than 10.00am on 21 July 2026 (or if the AGM is adjourned, 72 hours before the time fixed for the adjourned AGM, excluding any UK non-working days).

Nominated persons

8. 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 Act ("nominated persons"). Nominated persons may have a right under an agreement with the member 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.

Information about shares and voting

9. Holders of Ordinary Shares are entitled to attend and vote at general meetings of the Company. The total number of issued Ordinary Shares in the Company on 15 June 2026, which is the latest practicable date before the publication of this document, is 279,815,463, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 15 June 2026 is 279,815,463.

Right to attend and vote

10. Entitlement to attend and vote at the Meeting, and the number of votes which may be cast at the Meeting, will be determined by reference to the Company's Register of Members at close of business on 22 July 2026 or, if the Meeting is adjourned, 48 hours before the time fixed for the adjourned Meeting (as the case may be). In each case, changes to the Register of Members after such time will be disregarded.

CREST members

11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by following the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

12. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com). The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the issuer's agent RA10 by the latest time(s) for receipt of proxy appointments specified in note 6 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means.
13. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the relevant CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
15. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 10.00am on 22 July 2026 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Corporate representatives

16. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Audit concerns

17. Shareholders should note that, under Section 527 of the Act, members meeting the threshold requirements set out in that Section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM for the financial year beginning 1 April 2025; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning 1 April 2025 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Section 527 or 528 (requirements as to website availability) of the Act.

Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website.

The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

Attendance

18. In the event that shareholders are able to attend the AGM, while not a pre-condition of attendance, it is requested that their planned attendance is confirmed to CMCAGMAttendance@cmcmarkets.com no later than 10.00am on 17 July 2026. Rules around capacity at the venue and changes in health and safety requirements may mean shareholders cannot ultimately attend the Meeting.

Vote withheld

19. The Company has included the facility to submit a "vote withheld" in its proxy voting portal in order for shareholders to abstain on any particular resolution. However, please note that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "for" or "against" the relevant resolution.

Questions

20. Shareholders and their proxies will have the opportunity to ask questions at, or in advance of, the AGM. Shareholders may submit questions to the Board in advance of the AGM via email to CMCAGMQs@cmcmarkets.com up to 10.00am on 21 July 2026. Responses to any such questions will be posted for general view at www.cmcmarkets.com/group.

Website information

21. A copy of this Notice and other information required by Section 311A of the Act can be found at www.cmcmarkets.com/group.

Voting by poll

22. Each of the resolutions to be put to the Meeting will be voted on by poll and not by a show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the Meeting. The results of the poll will be published on the Company's website and notified to the Financial Conduct Authority by upload to the National Storage Mechanism once the votes have been counted and verified.

Use of electronic address

23. Members may not use any electronic address provided in either this Notice of Meeting or any related documents to communicate with the Company for any purposes other than those expressly stated.

Documents available for inspection

24. Copies of the following documents may be inspected during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company at 133 Houndsditch, London EC3A 7BX up to and including the date of the AGM by prior appointment and from 15 minutes before the AGM until it ends:
 - the Executive Directors' service contracts;
 - letters of appointment of the Non-Executive Directors;
 - the CMC Markets plc Company Share Option Plan and the non-tax advantaged share option Sub-Plan;
 - the CMC Markets plc Management Equity Plan;
 - the CMC Markets plc Combined Incentive Plan; and
 - the Memorandum of Terms of Loan to Director.

Explanatory notes to the resolutions

The following pages give an explanation of the proposed resolutions.

Resolutions 1 to 17 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution.

Resolutions 18 to 21 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least 75% of the votes cast must be in favour of the resolution.

Resolution 2: Directors' remuneration report

This resolution deals with the remuneration paid to the Directors during the year under review. Shareholders are invited to vote on the Directors' remuneration report (excluding the Directors' remuneration policy set out on pages 76 to 80 of the Annual Report & Accounts) which appears on pages 74 to 92 of the Annual Report & Accounts. Resolution 2 is an advisory vote and does not determine the Directors' remuneration arrangements.

Resolution 3: Approval of CMC Markets plc Company Share Option Plan and non-tax advantaged share option Sub-Plan

The Remuneration Committee recognises the importance of ensuring that key employees and directors of the Group are effectively and appropriately incentivised and their interests align with those of the Group and its existing stakeholders. Similarly, the Remuneration Committee believes that the ongoing success of the Group depends to a high degree on retaining and incentivising the performance of key management. Therefore, as the Group continues to develop, the Remuneration Committee wishes to implement a new tax-advantaged incentive arrangement to retain and incentivise key employees and directors, where permitted by the Remuneration Policy approved by shareholders, over and above the Group's existing non-tax advantaged incentive structures.

The Remuneration Committee is therefore proposing to adopt a new Company Share Option Plan ("CSOP") to support the recruitment and retention of key employees by providing equity participation aligned with shareholder interests. The CSOP will allow the Company to grant market value share options on a potentially tax advantaged basis as part of the overall remuneration strategy. In particular, the Remuneration Committee believes that introducing market value share options alongside the existing share plans will focus key management on achieving share price growth. If the proposed CSOP is approved under Resolution 3, eligible participants (the "Participants") will be granted potentially tax-advantaged share options over £0.25 ordinary shares in CMC Markets plc under the CSOP. Under the relevant CSOP legislation, no Participant may hold outstanding CSOP options over shares with a value exceeding £60,000 (with the share value measured at the date of grant of each CSOP option). Additionally, therefore, the terms of the CSOP will be drafted to provide for the grant of non-tax advantaged share options over £0.25 ordinary shares in CMC Markets plc (the "Sub-plan"). It is intended that awards under the CSOP and where applicable, the Sub-plan, will become exercisable, subject to the satisfaction of any performance conditions, three years following the date of grant of the options. In practice, although the Sub-plan has been included to provide flexibility, the current expectation is that, where the Company intends to grant non-tax advantaged share options alongside CSOP options, these will be granted under the existing Management Equity Plan ("MEP") or Combined Incentive Plan ("CIP") as the case may be, rather than the Sub-plan.

The Remuneration Committee believes the proposed new CSOP and Sub-plan will provide an appropriate motivational framework, which will also more closely align the interests of key management with the performance of the business and the interests of shareholders. A summary of the principal features of the proposed CSOP & Sub-plan is set out in Appendix 2 of this Notice of AGM.

Proposed first award

If the CSOP and Sub-plan are approved by shareholders, it is intended that the first CSOP award will be made in July 2027, with options first becoming exercisable (subject to satisfaction of any performance conditions) three

years following the date of grant. To the extent any performance conditions are incorporated into the awards, it is expected that they will cover a three-year period. In respect of CSOP awards granted, the value awarded to Participants will be determined by CMC Markets plc's human resources team and is likely to be based on a percentage of the Participant's salary as at the date of grant. The applicable percentage is also likely to differ depending on the relevant Participant's position within the Group.

A copy of the draft rules of the CSOP and the Sub-plan will be available for inspection through the FCA's National Storage Mechanism at <https://www.fca.org.uk/markets/primary-markets/regulatory-disclosures/national-storage-mechanism> from the date of this Notice. They will also be available at the place of the AGM for at least 15 minutes prior to and until the conclusion of the meeting.

Resolution 4: Proposed changes to the CMC Markets plc Management Equity Plan and the Combined Incentive Plan

The Company also intends to make some modifications to the terms of the Management Equity Plan ("MEP") and the Combined Incentive Plan ("CIP") to ensure that all the plans are aligned as much as possible for administrative ease. Most of the changes to the MEP and CIP are minor changes to benefit the administration of the plans, which are not expected to be to the material disadvantage of existing Participants. Accordingly, under the terms of the plans, the Board has the power to make such amendments.

A copy of the draft rules of the MEP and CIP will be available for inspection through the FCA's National Storage Mechanism at <https://www.fca.org.uk/markets/primary-markets/regulatory-disclosures/national-storage-mechanism> from the date of this Notice. They will also be available at the place of the AGM for at least 15 minutes prior to and until the conclusion of the meeting.

Resolution 5: Approval of an increase in the CMC Markets plc Employee Share Trust Limit

The Investment Association's Principles of Remuneration prescribe that listed companies' remuneration committees should limit the use of employee share ownership trusts to no more than 5% of the issued ordinary share capital of the company, unless they have obtained shareholder approval for a higher percentage. The Remuneration Committee considers it desirable to have the flexibility for the EBT to hold more than 5% of the issued ordinary share capital of the Company (up to a maximum of 10%) from time to time, including where this would enable the EBT to take advantage of lower share prices to purchase shares in the market in advance of needing those shares to satisfy employee share awards. Accordingly, and in line with the Principles of Remuneration, the Company is seeking shareholder approval for the EBT to hold more than 5% of the issued ordinary share capital.

Resolution 6: Approval of Loan to Director

In accordance with section 197 of the Companies Act 2006, by this resolution, the Company seeks shareholder approval for a loan to be made by the Company to Laurence Booth, an Executive Director of the Company by way of the refinancing of an existing loan which was made to Mr Booth on 11 September 2024 prior to his appointment as a Director of the Company.

The current outstanding balance under the existing loan to Mr Booth is £364,000. Subject to shareholder approval, this loan will be refinanced through a new loan agreement under which the Company will lend an amount equal to the outstanding balance of the existing loan. The proceeds of the new loan will be applied directly in repayment of the existing loan and no additional funds will be advanced to Mr Booth.

The new loan will bear interest at the HMRC official rate applicable to beneficial loan arrangements from time to time. Interest will accrue on a simple (non-compounding) basis.

The loan, together with all accrued interest, will be repayable in full by 31 May 2031. Mr Booth may make repayments before that date.

The loan will become immediately repayable in certain circumstances, including if Mr Booth ceases to be employed by the Group, becomes bankrupt or insolvent, or commits certain unremedied defaults under the loan agreement.

The loan agreement is personal to Mr Booth and may not be assigned by him. It is governed by English law.

The Board believes that the refinancing is in the interests of the Company and its shareholders. The refinancing does not involve any additional net cash advance by the Company, preserves the Company's existing economic position and supports the retention of a key executive.

The principal terms of the loan to Mr Booth are reflected in a memorandum dated 15 June 2026 as set out in Appendix 3 of this Notice of AGM. The memorandum will be available for inspection by the members of the Company both at the AGM and at the Company's registered office for not less than 15 days ending with the date of the AGM.

Resolutions 8–13: Election and re-election of Directors

In accordance with the recommendations of the UK Corporate Governance Code (the "Code"), all Directors with the exception of Clare Francis are seeking election and re-election at this AGM and separate resolutions are proposed for each. Having been appointed as Directors since the last Annual General Meeting, Emma Earp and Stuart Manning will retire at the AGM and in accordance with the Articles of Association and being eligible, will offer themselves for election by shareholders.

The Chairman confirms that all Directors standing for election or re-election at the 2026 AGM continue to be effective and demonstrate commitment to their roles. The Nomination Committee Report in the Annual Report & Accounts provides information on the rationale for the election and re-election of the Directors.

Biographical details for the Directors (which includes information on how each Director contributes to the continued success of the Company) are provided in Appendix 1 of this Notice of AGM and on pages 48 to 49 of the Annual Report & Accounts. None of the independent Non-Executive Directors seeking re-election at the 2026 AGM have any existing or previous relationship with the Company, nor with any controlling shareholder of the Company or any associate of a controlling shareholder of the Company within the meaning of UKLR 10.6.16 R (1).

The Company's Nomination Committee considers the appointment and replacement of Directors subject to the rules set out in the Company's Articles of Association. The Nomination Committee will usually engage an independent search consultant with no connection to the Company to find appropriate candidates for the Board with the requisite skills, and in doing so will take account of relevant guidelines and legislation relating to the appointment of individuals to boards. The Nomination Committee may also consider candidates introduced to the Company from other sources or potential internal candidates.

In considering the independent Non-Executive Directors' independence, the Board has taken into consideration the guidance provided by the UK Corporate Governance Code. The Board considers Paul Wainscott, Sarah Ing, Emma Earp and Stuart Manning to be independent in accordance with Provision 10 of the UK Corporate Governance Code.

Under the UK Listing Rules, Lord Cruddas and Fiona Cruddas are classed as "controlling shareholders" of the Company. This means that the independent Non-Executive Directors of the Company must be re-elected by a majority of the votes cast by the independent shareholders of the Company, as well as by a majority of the votes cast by all the shareholders. The independent shareholders of the Company means all the shareholders of the Company other than Lord Cruddas and Fiona Cruddas. Therefore, the resolutions for the election and re-election of the independent Non-Executive Directors (Resolutions 8, 9, 12, and 13) will be taken on a poll and the votes cast by the

independent shareholders and by all the shareholders will be calculated separately. Such resolutions will be passed only if a majority of the votes cast by the independent shareholders are in favour, in addition to a majority of the votes cast by all the shareholders being in favour.

If the ordinary resolution to approve the election of an existing independent Non-Executive Director is passed, but separate approval by the independent shareholders is not given, the UK Listing Rules permit an existing independent Non-Executive Director to remain in office pending a further ordinary resolution of all the shareholders to approve the election of the Director. Such a resolution may only be voted on within the period of between 90 days and 120 days following the date of the original vote.

Resolutions 14 and 15: Re-election of auditor and auditor's remuneration

The Company is obliged by law to appoint the auditor annually. The Board, on the recommendation of the Group Audit Committee, recommends the reappointment of Deloitte LLP as auditor, to hold office until the next meeting at which accounts are laid and this resolution proposes that Deloitte LLP be reappointed as the Company's auditor. In Resolution 15, shareholders are being asked to authorise the Group Audit Committee to determine the remuneration of the Company's auditor.

Resolution 16: Political donations

Resolution 16 seeks to grant authority for the Company and its subsidiaries to make political donations to registered political parties or independent election candidates, and to other political organisations totalling more than £5,000 in any twelve-month period, or to incur political expenditure, subject to limited exceptions. It is not the policy of the Company to give any money for political purposes in the UK nor does it make any donations to political organisations or incur political expenditure within or outside the UK. However, the definitions of political donations and political expenditure used in the Act are very wide. It is therefore possible that normal business activities, such as engaging with the Company's stakeholders to ensure that issues and concerns affecting the operations of CMC Markets are considered and addressed, which might not be thought to be political expenditure in the usual sense, could be caught. In order to allow such activities to continue and avoid inadvertently contravening the Act, we are seeking authority to allow the Company or its UK subsidiaries to incur this type of expenditure up to a total aggregate limit of £100,000. This resolution is not intended to authorise any particular donation or expenditure but is expressed in general terms as required by the Act.

The authority will not be used to make political donations within the normal meaning of that expression. Any political donation made or political expenditure incurred that is in excess of £2,000 will be disclosed in our Annual Report & Accounts for next year, as required by relevant legislation.

Resolution 17: Authority to allot shares

The purpose of Resolution 17 is to renew the Directors' power to allot shares.

The authority in paragraph (i) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of £23,084,775, which is equivalent to approximately 33% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 15 June 2026.

The authority in paragraph (ii) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a pre-emptive offer up to a further nominal value of £23,084,775, which is equivalent to approximately 33% of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 15 June 2026. This is in line with the Investment Association's Share Capital Management Guidelines issued in February 2023.

As at 15 June 2026, the Company did not hold any shares in treasury.

Explanatory notes to the resolutions continued

Resolution 17: Authority to allot shares continued

There are no present plans to undertake a pre-emptive offer or to allot new shares other than in connection with employee share and incentive plans. The Directors consider it desirable to have the maximum flexibility permitted by the Investment Association's Share Capital Management guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

If the resolution is passed, the authority will expire on the earlier of 23 September 2027 and the end of the AGM in 2027.

Resolutions 18 and 19: Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

Limb (i) of Resolution 18 seeks shareholder approval to allot a limited number of Ordinary Shares or other equity securities, or sell treasury shares, for cash on a pre-emptive basis but subject to such exclusions or arrangements as the Directors may deem appropriate to deal with certain legal, regulatory or practical difficulties. For example, in a pre-emptive rights issue, there may be difficulties in relation to fractional entitlements or the issue of new shares to certain shareholders, particularly those resident in certain overseas jurisdictions.

In addition, there may be circumstances when the Directors consider it in the best interests of the Company to allot a limited number of Ordinary Shares or other equity securities, or sell treasury shares for cash on a non-pre-emptive basis. The Pre-Emption Group's Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than 10% of issued ordinary share capital (exclusive of treasury shares), without restriction as to the use of proceeds of those allotments.

Accordingly, the purpose of limb (ii) of Resolution 18 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 18, or sell treasury shares, for cash up to a nominal value of £3,497,693, equivalent to 5% of shares, as at 15 June 2026, without the shares first being offered to existing shareholders in proportion to their existing holdings.

At 15 June 2026, the Company did not hold any shares in treasury.

The Pre-Emption Group's Statement of Principles also supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than an additional 10% of the issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Pre-Emption Group's Statement of Principles defines "specified capital investment" as meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets which are the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-Emption Group in November 2022, the purpose of Resolution 19 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 17, or sell treasury shares, for cash up to a further nominal amount of £3,497,693, equivalent to 5% of the total issued ordinary share capital of the Company as at 15 June 2026, exclusive of treasury shares, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue.

Although as stated above, the revised Pre-Emption Group's Statement of Principles allows for the disapplication of pre-emption rights up to a limit of 10% in Resolutions 18 and 19, the Directors consider it appropriate to retain the previous limits of 5% of the issued share capital of the Company for Resolutions 18 and 19. Resolutions 18 and 19 also do not provide for follow-on offers. These decisions are in line with current market practice but will remain continuously under review by the Directors.

The Board has no current intention of exercising the authorities in Resolutions 18 and 19 but considers them to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions.

The Board confirms that it intends to follow the shareholder protections set out in Section 2B of the Pre-Emption Group's Statement of Principles. Additionally, while Resolutions 18 and 19 do not specifically provide for follow-on offers, where relevant, the Board confirms its intention to follow the expected features of a follow-on offer as set out in paragraph 3 of part 2B of the Pre-Emption Group's Statement of Principles.

If Resolutions 18 and 19 are passed, the authority will expire on the earlier of 23 September 2027 and the end of the AGM in 2027.

Resolution 20: Purchase of own shares

The effect of this resolution is to renew the authority granted to the Company to purchase its own Ordinary Shares, up to a maximum of 41,692,504 Ordinary Shares, until the AGM in 2027 or 23 September 2027, whichever is the earlier. This represents 14.99% of the Ordinary Shares in issue as at 15 June 2026 (being the latest practicable date prior to the publication of this notice) and the Company's exercise of this authority is subject to the stated upper and lower limits on the price payable.

If any shares are purchased, they will be either cancelled or held as treasury shares, as determined by the Directors at the time of purchase. Shares will only be purchased for the purposes of employee share schemes, or if the Directors consider such purchases to be in the best interests of shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

As at 15 June 2026 (being the latest practicable date prior to the publication of this notice), there were no outstanding share options granted under share option schemes operated by the Company and no outstanding warrants to subscribe for ordinary shares.

Resolution 21: Notice of general meetings

Under the Act, the notice period required for all general meetings of the Company is 21 days. AGMs will always be held on at least 21 clear days' notice, but shareholders can approve a shorter notice period for other general meetings, as long as this is not less than 14 clear days. In order to maintain flexibility for the Company, Resolution 21 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

CMC Markets plc

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Shareholders' frequently asked questions and useful information

How do I contact MUFG Corporate Markets?

By email

shareholderenquiries@cm.mpms.mufg.com

By phone

Tel: 0371 664 0300

If you are outside the United Kingdom, please call +44 (0) 371 664 0300. 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 9.00 a.m. and 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales.

By mail

MUFG Corporate Markets
Central Square
29 Wellington Street Leeds
LS14DL

What is a proxy and who can be one?

A proxy is someone appointed by you to vote on your behalf. This can be a person of your choosing or the Chairman of the Meeting. A proxy does not need to be a shareholder in the Company but must cast relevant votes on your behalf in order for your votes to be accounted for in the poll. You are strongly encouraged to appoint the Chairman of the Meeting as your proxy, which will ensure your votes are cast in accordance with your wishes. To request a form of proxy, please see notes 1 to 7 on page 6 of this document for guidance.

Appendix 1 – Directors' biographies

Lord Peter Cruddas Chief Executive Officer

Appointment
3 June 2004

Committee membership
E

Skills and experience

Peter founded the Group and became its Chief Executive Officer in 1989. Peter held this role until October 2007 and again between July 2009 and June 2010. Between 2003 and March 2013, he also served as the Group's Executive Chairman. In March 2013, he once again became the Group's Chief Executive Officer and is responsible for running the Group on a day-to-day basis. Prior to founding the Group, Peter was chief dealer and global group treasury adviser at S.C.F. Equity Services, where he was responsible for all the activities of a dealing room whose principal activities were trading in futures and options in currencies, precious metals, commodities and spot forwards on foreign exchange and bullion. His continued entrepreneurial leadership is important to the long-term growth and sustainability of the Group.

Current external appointments

- The Peter Cruddas Foundation – director
- Finada Limited – director
- UK House of Lords – member

Sarah Ing Senior Independent Director

Appointment
14 September 2017

Committee membership
A G R N

Skills and experience

Sarah joined the Group as a Non-Executive Director in September 2017 and was appointed Senior Independent Director with effect from 1 September 2025. She has over 30 years' experience in accountancy, investment banking and fund management, including time with HSBC and UBS. She is a chartered accountant and was a top-rated equity research analyst covering the general financials sector. Sarah also founded and ran a hedge fund investment management business.

Sarah's investment and financial knowledge and the experience she brings from her other plc appointments add value to the ongoing sustainability of the Group.

Current external appointments

- Marex Group plc – senior Independent director, chair of the audit and compliance committee and member of the remuneration and risk committees
- XPS Group plc – non-executive director, member of the sustainability committee and chair of the audit/ risk committee and member of the remuneration and nomination committees
- City of London Investment Group plc – non-executive director, chair of the remuneration committee and member of the audit, risk and nomination committees

Committee membership

A Group Audit Committee **R** Remuneration Committee **G** Group Risk Committee **M** Executive Risk Committee **N** Nomination Committee **E** Executive Committee **■** Chairman

Paul Wainscott Independent Chairman

Appointment
19 October 2017

Committee membership
G R N

Skills and experience

Paul joined the Group as an independent Non-Executive Director in October 2017 and was appointed as Chairman with effect from 24 July 2025 and was the Group's Senior Independent Director prior to his appointment as Chairman. Paul served as finance director at the Peel Group for 27 years until March 2018. During his time at the Peel Group, Paul gained wide experience at board level and in several different business sectors, including real estate, transport, media and utilities. Paul's financial experience, gained via a variety of sectors, is key to his contributions and to the long-term sustainability of the Group.

Current external appointments

None

Stuart Manning Independent Non-Executive Director

Appointment
1 November 2025

Committee membership
A G R N

Skills and experience

Stuart is a senior finance executive with more than 15 years' experience across venture capital, corporate finance, and audit. He is currently Partner and Director of Finance (CFO) at Endeavour Vision SA, a Geneva based private equity and venture capital firm focused on healthcare investments. Prior to this, Stuart held roles at KPMG Ireland, where he worked across audit and corporate finance engagements for financial institutions.

Current external appointments

- Endeavour Vision SA

Emma Earp

Independent Non-Executive Director

Appointment
1 April 2026

Committee membership
A G R N

Skills and experience

Emma is a senior legal professional and qualified solicitor with over 15 years' experience in banking and finance transactions. She is currently a senior lawyer at Foot Anstey LLP, a national law firm with specialists in the Private Equity, Energy & Infrastructure, Private Wealth, Islamic Finance, Developer, Retail & Consumer and Charities sectors. Emma trained and qualified into the Banking and Finance department of the leading City firm Travers Smith LLP.

Current external appointments

– Foot Anstey LLP

Laurence Booth

Head of Global Capital Markets

Appointment
5 June 2025

Committee membership
E

Skills and experience

Laurence joined the Group in April 2021 and has been instrumental in leading the transition from a pure CFD provider to a full-suite execution services business.

With over two decades of experience in managing, expanding and evolving core execution services across multiple asset classes and geographies, Laurence has worked with some of the world's leading investment banks. Prior to joining the Group, he held senior leadership roles at Morgan Stanley, Citigroup, Nomura and Nikko Europe.

Current external appointments

None

Committee membership

A Group Audit Committee R Remuneration Committee G Group Risk Committee M Executive Risk Committee N Nomination Committee E Executive Committee Chairman

Appendix 2 – Summary of the principal terms of the proposed Company Share Option Plan (the “CSOP”) and the related non-tax-advantaged sub-plan (the “Sub-plan”)

The CSOP is an HMRC tax-advantaged share option plan which provides for eligible employees (“Participants”) to be granted an option over shares in the Company (an “Option”), if certain conditions are met. Once it becomes exercisable, a Participant can choose to exercise their Option and acquire shares in the Company.

Under the CSOP legislation, there are potential income tax and national insurance advantages for UK Participants, but a number of conditions must be met. One such condition is the requirement for the exercise price of a share subject to a CSOP option to be set at a price which is not less than the market value of the share under option on the date of grant. Under the rules of the CSOP, the market value of the shares under Option will be determined by reference to the average closing list price of a share in CMC Markets plc for the three preceding days prior to the date of grant.

There is a £60,000 limit on the maximum value of shares that can be comprised in outstanding CSOP Options granted to an individual (with share value measured at the date of grant). Exercised and lapsed options are excluded from this £60,000 limit.

Given the CSOP £60,000 limit, it is expected that the CSOP will be used in parallel with non-tax advantaged share options granted under the Sub-plan or the Company’s existing Management Equity Plan (“MEP”) or Combined Incentive Plan (“CIP”).

1 Eligibility and grant procedure

Executive directors, where permitted by the Remuneration Policy approved by shareholders, and other employees of the Company and its subsidiaries (the “Group”) may be chosen to participate in the CSOP and/or the Sub-plan at the discretion of the Remuneration Committee. Executive directors must normally work for the Group at least 25 hours a week to be eligible to be granted CSOP Options. Any individual with a material interest in the Company (broadly a shareholding of at least 30%) is also excluded from participation in the CSOP.

Options can be granted in the 42-day period commencing on the date that the CSOP and the Sub-plan are adopted by the Company.

Options can generally be granted by the Remuneration Committee in the 42-day period commencing on the dealing day after the end of a closed period for the Company. If grant during the normal grant period is prevented by a dealing restriction or if there are exceptional circumstances that the Committee considers justify granting options outside the normal grant period, the grant can be made within 42 days of the lifting of that dealing restriction or the occurrence of the exceptional circumstances.

No Options can be granted more than ten years following the date on which the CSOP and the Sub-plan are approved by shareholders.

Options can only be granted to individuals who are employed with the Group on the date the Option is granted.

No payment is required for the grant of Options.

2 Value of awards

Award levels will be determined each year by the Remuneration Committee.

The £60,000 limit on outstanding CSOP Options, as described above, will apply to the CSOP. There are no other limits on the value of shares under Option that can be granted to any one individual under the rules of the CSOP or the Sub-plan, although the Remuneration Committee will grant awards to executive directors in accordance with the existing Remuneration Policy.

3 Performance conditions

Options may be subject to performance conditions, which the Remuneration Committee anticipates will be measured over three years. To the extent that the performance conditions are not satisfied, an Option

will lapse (in whole or in part). There will be no retesting of performance although the Remuneration Committee may waive or vary a performance condition if events happen which cause the Remuneration Committee to consider that the performance condition has ceased to be a fair measure of performance. A varied performance condition must, in the opinion of the Remuneration Committee, be no more or less difficult to satisfy. The Committee may set different performance conditions for different participants as it considers appropriate.

As the requirement to achieve share price growth to benefit from a CSOP Option is an inherent performance condition, the Remuneration Committee does not intend to set additional performance conditions for employees in respect of the initial grant. For the first Options granted to executive directors, covering the performance period of three financial years, the performance conditions will be determined in accordance with the Remuneration Policy.

The Remuneration Committee may set different performance conditions for future Options having regard to the Company’s strategic priorities, shareholder expectations and market conditions prevailing at that time.

4 Right to exercise Options

Options will normally become exercisable, subject to the satisfaction of any performance conditions, between the third and the tenth anniversaries of the date of grant.

5 Cessation of employment

Options granted under the CSOP or the Sub-plan to employees who leave the Group at any time prior to vesting will lapse unless they leave by reason of death or as a good leaver i.e. by reason of injury, disability, redundancy, retirement, sale of the Participant’s employing company or business or in other circumstances at the discretion of the Remuneration Committee (“Good Leavers”). A leaver other than a Good Leaver will retain vested Options but the maximum exercise period will be shortened to end six months after leaving the Group (or six months after the Option first becomes exercisable if later).

If a Participant is summarily dismissed, ceases to be employed by the Group in circumstances where the Participant’s employer would have been entitled to summarily dismiss the Participant or commits or has committed a material breach of their contract of employment or any compromise agreement entered into in relation to their cessation of employment with the Group, their Option will lapse immediately.

If an employee dies or becomes a Good Leaver their Option may become exercisable early and the Remuneration Committee will determine the extent to which the Option may be exercised, normally based on the proportion of the normal exercise period falling prior to the date of death. For unvested Options, the Remuneration Committee will also normally take account of the extent to which any performance conditions have been satisfied.

6 Change of control

In the event of a change of control of the Company, the Remuneration Committee may determine, with the acquiring company’s and Participant’s agreement, that a Participant should be offered the opportunity to replace the Option with an equivalent option over shares in another company (generally the acquiring company). Any such replacement options would (unless the acquiring company decides otherwise) be subject to performance conditions which the acquiring company considers equivalent to those applicable to the original Options.

If no replacement option is granted, the Remuneration Committee will determine the extent to which an Option becomes exercisable, normally having regard to the extent that the performance conditions are met at the date of the change of control and the proportion of the performance period falling prior to the change of control.

On a change of control resulting from an internal reconstruction, the Remuneration Committee can prevent an Option becoming exercisable early and require that Options are replaced by options over shares in the new holding company.

Options may become exercisable early on a voluntary winding-up of the Company. The Remuneration Committee will determine the extent to which an Option will become exercisable, normally having regard to the extent that the performance conditions are met by that date and the proportion of the performance period that has elapsed.

7 Malus and clawback

Options may be granted subject to malus and clawback provisions. Under the malus provisions, the Remuneration Committee has the power to decide (before an Option has been exercised) to reduce the number of shares over which an Option subsists. Under the clawback provisions the Remuneration Committee has the right to seek repayment from employees of previously satisfied Options.

The specific circumstances and events and time limits in which malus and clawback may arise, are in accordance with the Company's malus and clawback policy in force from time to time.

If an executive director retires from the Group but becomes an executive director or takes an equivalent role with another company within 12 months (or such longer period as notified to the Participant at the time of cessation), the Remuneration Committee may apply the malus and clawback provisions.

8 Rights attaching to shares

Options will not attract any dividends or dividend equivalents.

A Participant will not have any voting rights in respect of shares under Option prior to the shares being issued or transferred to the Participant. All shares allotted under the CSOP and/or Sub-plan will carry the same rights as any other issued ordinary shares in the Company and, if required, application will be made for the shares to be listed by the UK Listing Authority and traded on the London Stock Exchange.

Benefits received under the CSOP and/or Sub-plan are not pensionable and may not be assigned or transferred except on a Participant's death. If a Participant ceases employment they will not be entitled to compensation for the loss of their Option.

9 Adjustment of Options

If there is a variation in the share capital of the Company (including without limitation a capitalisation, rights issue, consolidation, sub-division or reduction of capital), the shares under Option and/or the exercise price may be adjusted as the Remuneration Committee reasonably considers appropriate to reflect that variation.

The provisions for adjustment of Options in the Sub-plan are wider than the CSOP and apply on an open offer, capital distribution, special dividend, distribution in specie, demerger or other event having a material impact on the shares under Option. Further, under the Sub-plan, if the Remuneration Committee consider that an adjustment of the Option is not practicable or appropriate, the Committee may determine that the Option becomes exercisable early and conditional on the event (normally subject to pro-rating and a requirement to satisfy any performance conditions, on the same basis as if there had been a change of control).

10 Alterations to the CSOP and/or Sub-plan

In addition to the Remuneration Committee's powers to vary the performance conditions described above, it will have authority to amend the rules of the CSOP and/or Sub-plan, provided that no amendment to the advantage of participants or eligible employees may be made to provisions relating to the key features of the CSOP and/or Sub-plan without the prior approval of shareholders in general meeting unless the amendment is

minor and made to benefit the administration of the CSOP and/or Sub-plan, to take account of a change or proposed change in legislation or to obtain or maintain favourable (or avoid unfavourable) tax, exchange control or regulatory treatment. Key features are: who can be a participant, the limit on the value of Options to a participant (other than a change to the £60,000 limit if the CSOP legislation is amended), the rights attaching to an Option, the provisions relating to adjustments in the event of a variation in the Company's share capital and the amendment provisions themselves.

Additional schedules to the rules or sub-plans can be established to operate the CSOP outside the UK. These schedules or sub-plans can vary the rules of the CSOP and/or the Sub-plan to take account of any securities, exchange control or taxation laws or regulations.

11 Limits on the issue of shares

The CSOP and the Sub-plan will be subject to the limit that, in any ten-year period, not more than 10 percent of the issued ordinary share capital of the Company from time to time may be issued or issuable under all the Company's share plans.

The Remuneration Committee will adopt appropriate policies to ensure that sufficient shares are available for the CSOP and the Sub-plan throughout the ten-year period and may purchase shares in the market. The Remuneration Committee may use treasury shares for the purposes of the CSOP, and the Sub-plan and transfers of such shares will count towards the limits referred to above for so long as it is a recommendation of the Investment Association that they should do so.

Where Options are granted over existing shares, these may be held in a discretionary employee benefit trust. The trust will also have the facility to subscribe for new shares within the limits referred to above.

12 Additional provisions applicable to the Sub-plan

The Sub-plan contains an additional power for the Remuneration Committee to satisfy Options in cash.

There is also an overriding discretion under the Sub-plan for the Remuneration Committee to reduce or extinguish the extent to which an Option may be exercised if it considers that this is appropriate having regard to the performance of the Group, business unit or team, the conduct, capability or performance of the Participant, the experience of stakeholders or the total value that would otherwise be received by the Participant compared to the maximum value that the Option was intended to deliver.

Also, if a Participant moves country and this would result in adverse legal, regulatory or tax consequences for the Participant and/or the Group, the Remuneration Committee may adjust the Option or, if this is not practical or appropriate, may lapse the Option.

These provisions align the Sub-plan with the MEP and CIP. It is not possible to include these provisions in the CSOP due to the CSOP legislation.

Note: This Appendix summarises the main features of the Company Share Option Plan and the Sub-plan but does not form part of the plan and should not be taken as affecting the interpretation of the detailed terms and conditions constituting the rules. Copies of the draft rules will be available for inspection at the Company's registered office at 133 Houndsditch, London EC3A 7BX during usual business hours on weekdays (Saturdays, Sundays and public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting. They will also be available at 133 Houndsditch, London EC3A 7BX on 24 July 2026 for at least fifteen minutes prior to and until the conclusion of the Annual General Meeting. The Remuneration Committee reserves the right up to the time of the meeting to make such amendments and additions as they consider necessary or desirable, provided that such amendments and additions do not conflict in any material respect with the summary set out in this Appendix.

Appendix 3 – Memorandum of Terms of Loan to Director

16 June 2026

Companies Act 2006 – Section 197(4)

This memorandum is made available to shareholders of CMC Markets plc (the “Company”) in accordance with section 197(4) of the Companies Act 2006 in connection with the proposed approval for a loan to be made by the Company to Laurence Booth, an Executive Director of the Company by way of the refinancing of an existing loan which was made to Mr Booth on 11 September 2024 prior to his appointment as a Director of the Company.

1. Introduction

At a meeting held on 3 June 2026, the Board approved, subject to shareholder approval, the refinancing of an existing loan which was made to Mr Booth on 11 September 2024 prior to his appointment as a Director of the Company.

The proposed transaction constitutes a loan to a Director for the purposes of section 197 of the Companies Act 2006 and accordingly requires the prior approval of the Company’s shareholders by ordinary resolution.

2. Nature of the Transaction

The current outstanding balance under the existing loan to Mr Booth is £364,000. Subject to shareholder approval, this loan will be refinanced through a new loan agreement under which the Company will lend an amount equal to the outstanding balance of the existing loan. The proceeds of the new loan will be applied directly in repayment of the existing loan and no additional funds will be advanced to Mr Booth.

3. Amount and Purpose of the Loan

Borrower:	Laurence Booth
Initial Principal:	£400,000
Purpose:	The purpose of the original loan was to support residential property financing for a senior executive
Interest Rate:	The new loan will bear interest at the HMRC official rate applicable to beneficial loan arrangements from time to time. Interest will accrue on a simple (non-compounding) basis
Repayment:	The new loan, together with all accrued interest, will be repayable in full by 31 May 2031

4. Extent of the Company’s Liability

The maximum liability of the Company arising under the proposed transaction is:

- the current outstanding balance of £364,000;
- any accrued but unpaid interest payable under the new loan agreement; and
- any costs, fees or expenses payable by the Company pursuant to the new loan agreement.

5. Recommendation

The Directors of the Company, other than Laurence Booth, who has not participated in the Board’s consideration of the proposed transaction, consider the refinancing of the loan to be in the best interests of the Company and its shareholders as a whole.

Accordingly, the Board unanimously recommends that shareholders vote in favour of Resolution 6 set out in the Notice of AGM.



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