

## CMC Markets plc

### (the “Company”)

#### Schedule of Matters Reserved for the Board

References to the “**Group**” shall mean the Company together with its subsidiary undertakings.

This document sets out the schedule of matters that, subject to any applicable provisions of law or of the Company’s articles of association that provide for certain matters to be determined or approved by the Company’s shareholders, are reserved for the board of directors (the “**Board**”). Matters which the Board considers suitable for delegation are contained in the terms of reference of its committees or in the delegation of authority to the Chief Executive Officer.

<b>1</b>	<b>Strategy and management</b>
1.1	Responsibility for the overall leadership of the Company and promoting the Company’s culture and values.
1.2	Approval of the Group’s strategic and financial aims and objectives.
1.3	Approval of the annual business plan, performance targets and operating and capital expenditure budgets and any material changes to them. Ensuring resources required to meet growth plans in a safe and sound manner are planned and put in place.
1.4	Review of performance in the light of the Group’s strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
1.5	Oversight of the Group’s operations ensuring: <ul style="list-style-type: none"><li>• competent and prudent management;</li><li>• sound planning;</li><li>• maintenance of sound management and internal control systems;</li><li>• adequate accounting and other records; and</li><li>• compliance with statutory and regulatory obligations.</li></ul>
1.6	Review of performance in the light of the Group’s strategy, objectives, business plans and budgets, and ensuring that any necessary corrective action is taken.
1.7	Material extension of the Group’s activities into new business or geographic areas.
1.8	Any decision to cease to operate all or any material part of the Group’s business or make any material change to the business.
<b>2</b>	<b>Structure and capital</b>
2.1	Material changes relating to the Group’s capital structure and debt securities including any reduction of capital, share issues (except under employee share plans), share buybacks including the use of treasury shares, redemption or issue of debt.
2.2	Major changes to the Group’s corporate structure including, but not limited to, acquisitions and disposals of shares which are material relative to the size of the Group in question (taking into account initial and deferred consideration) and material equity investments and disposals.

2.3	Any injection of capital into a subsidiary whether by way of loan or subscription for shares.
2.4	Any changes to the Company's listing or its status as a PLC.
2.5	Changes to the Group's management and control structure.

<b>3</b>	<b>Financial reporting and controls</b>
3.1	Approval of the half-yearly report, any quarterly reports and any preliminary announcements of the final results.
3.2	Approval of the annual report and accounts, including the corporate governance statement and directors' remuneration report.
3.3	Approval of the Company's dividend policy.
3.4	Declaration of the interim dividend, any special dividends and recommendation of the final dividend and approval of any share dividend alternative.
3.5	Approval of any significant changes in accounting policies or practices.
3.6	Approval of treasury policies including foreign currency exposure and the use of financial derivatives.
3.7	Approval of material unbudgeted capital or operating expenditures (outside pre-determined tolerances).
3.8	Approval of Client Money policy and oversight of Client Money reporting.
<b>4</b>	<b>Internal Controls and Risk Management</b>
4.1	<p>Establishing and ensuring maintenance of a sound system of internal control and risk management including:</p> <ul style="list-style-type: none"> <li>• approving the Group's risk appetite statements, key risk limits and risk control framework;</li> <li>• receiving reports on, and reviewing the effectiveness of, the Group's risk and control processes to support strategy and objectives and compliance with applicable laws and regulations;</li> <li>• approving procedures for the detection of fraud and the prevention of bribery;</li> <li>• undertaking an annual assessment of these processes; and</li> <li>• approving an appropriate statement for inclusion in the annual report.</li> </ul>
4.2	Commencement or settlement of material litigation or an alternative dispute resolution mechanism above £ 250,000.
4.3	Settlement of material regulatory proceedings above £ 50,000.
<b>5</b>	<b>Contracts</b>
5.1	Approval of capital projects or any materially strategic contracts, pursuant to which any member of the Group.
5.2	Contracts entered into by any member of the Group not in the ordinary course of business, which have a value exceeding £ 500,000 or are unusual, long term or onerous.

5.3	Any joint venture agreement, material outsourcing agreement or proposal to insource material activities.
5.4	Contracts of any member of the Group outside of the ordinary course of business, which expose the Group to unlimited legal liability.
5.5	Major investments including the acquisition or disposal of interests of more than 3 per cent in the voting shares of any company or the making of any takeover offer.
5.6	The making of recommendation to accept any takeover or merger offer.
5.7	Any securitisation.
<b>6</b>	<b>Communications</b>
6.1	Ensuring a satisfactory dialogue with shareholders based on the mutual understanding of objectives.
6.2	Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
6.3	Approval of all circulars, prospectuses and listing particulars unless the document to be approved has no unusual features and does not require approval by the FCA.
6.4	Approval of press releases concerning matters decided by the Board.
<b>7</b>	<b>Board membership and other appointments</b>
7.1	Changes to the structure, size and composition of the Board, following recommendations from the Nomination Committee.
7.2	Ensuring adequate succession planning for the Board and senior management so as to maintain an appropriate balance of skills and experience within the Group and on the Board.
7.3	Appointments to the Board, following recommendations by the Nomination Committee.
7.4	Selection of the chairman of the Board and the Chief Executive Officer.
7.5	Appointment of the senior independent director.
7.6	Membership and chairmanship of Board committees following recommendations from the Nomination Committee.
7.7	Continuation in office of directors at the end of their term of office, when they are due to be re-elected by shareholders at the AGM and otherwise as appropriate.
7.8	Continuation in office of any director at any time, including the suspension or termination of service of an executive director as an employee of the Company, subject to the law and their service contract.
7.9	Appointment or removal of the company secretary.
7.10	Appointment, re-appointment or removal of the external auditor to be put to shareholders for approval in general meeting, following the recommendation of the Audit Committee.
7.11	Appointments of the Chairman and members of boards of subsidiaries.
7.12	Dismissal or suspension of the Chief Executive Officer or Chief Financial Officer
<b>8</b>	<b>Remuneration</b>
8.1	Determining the remuneration policy for the executive directors and the Chairman.

8.2	Subject to the consideration by the Chairman and executive directors and their recommendation to the Board, determining the remuneration of the non-executive directors, subject to the articles of association and shareholder approval as appropriate.
8.3	Recommending and monitoring more generally the level and structure of remuneration for senior management.
8.4	The introduction of new share incentive plans or major changes to existing plans, to be put to shareholders for approval.
8.5	Reporting to shareholders each year on the remuneration policy.
<b>9</b>	<b>Delegation of authority</b>
9.1	The division of responsibilities between the chairman and the Chief Executive Officer which should be clearly established, set out in writing and agreed by the Board.
9.2	Approval of the delegated levels of authority, including the Chief Executive Officer's authority limits (which must be in writing).
9.3	Establishing Board committees and approving their terms of reference, and approving material changes thereto.
9.4	Receiving reports from Board committees on their activities.
<b>10</b>	<b>Corporate governance matters</b>
10.1	Approving the procedure for a formal and rigorous annual review of its own performance, that of its committees and individual directors, and the division of responsibilities, undertaking such a review and taking action where required.
10.2	Determining the independence of non-executive directors in the light of their character and judgment and whether there are any relationships or circumstances which affect their judgement. Please refer to the Appendix for the UK Corporate Governance Code's provisions on the criteria for independence.
10.3	Considering the balance of interests between shareholders, employees, customers and the community.
10.4	Review of the Group's overall corporate governance arrangements.
10.5	Receiving reports on the views of the Company's shareholders to ensure that they are communicated to the Board as a whole.
10.6	Considering and, as appropriate, authorising any actual or potential conflicts of interest in accordance with the Company's articles of association and the Companies Act 2006.
<b>11</b>	<b>Policies</b>
11.1	Approval of key Group policies, including any material amendments thereto from time to time.
<b>12</b>	<b>Other</b>
12.1	The making of charitable and political donations.
12.2	Approval of the appointment of the Group's principal professional advisers.

12.3	Whistleblowing: Review the adequacy and security of the Company's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Board shall ensure that the arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.
12.4	Prosecution, commencement, defence and settlement of litigation or an alternative dispute resolution mechanism involving above £ 250,000 or being otherwise material to the interests of the Group.
12.5	Approval of the overall levels and other key terms of insurance for the Group including directors' & officers' liability insurance and indemnification of directors.
12.6	Major changes to the rules of any of the Group's pension schemes, or changes of trustees or, when this is subject to the approval of the Company, changes in the fund management arrangements.
12.7	Approval of any and all matters required to be recommended to or agreed with the Board in accordance with the terms of reference of the Board's committees and/or the Company's system of delegated authorities.
12.8	Any other matters not listed above which because of their strategic, risk, financial, key person, regulatory or reputational implications or consequences should be addressed by the Board as a matter of material business impact.
12.9	This schedule of matters reserved for Board decisions.

Matters which the Board considers suitable for delegation are contained in the terms of reference of its committees.

In addition, the Board will receive reports and recommendations from time to time on any matter which it considers significant to the Group.

Updated and approved by the Board on 5 June 2019.