



INTL FCStone Inc. Announces GAIN Capital Holdings, Inc. Stockholders' Approval of Acquisition

June 5, 2020

NEW YORK, June 05, 2020 (GLOBE NEWSWIRE) -- INTL FCStone Inc. (NASDAQ: INTL) (the "Company") today announced that at a special meeting of GAIN Capital Holdings, Inc.'s (NYSE: GCAP) ("GAIN") stockholders, held earlier today, GAIN's stockholders voted to approve the adoption of the previously announced Agreement and Plan of Merger, dated as of February 26, 2020 (the "Merger Agreement") under which INTL would acquire GAIN for \$6.00 per share in an all-cash transaction representing approximately \$236 million in equity value. As part of the transaction, INTL intends to make an offer at closing to repurchase GAIN's \$92 million convertible notes due 2022.

Approximately 83.2 percent of GAIN's shares issued and outstanding as of the close of business on April 23, 2020, the record date for the special meeting, were present in person or by proxy at the meeting. Holders of approximately 71.2 percent of GAIN's shares issued and outstanding as of the close of business on the record date voted in favor of the proposal to adopt the Merger Agreement, representing approximately 85.7 percent of votes cast (excluding abstentions).

The Company anticipates that the merger will be completed during the fourth fiscal quarter of 2020, subject to the satisfaction or waiver of the remaining customary conditions to closing, including among other things, receipt of required regulatory approvals.

Forward-Looking Statements

This press release includes forward-looking statements including statements regarding the combined company. All statements other than statements of current or historical fact contained in this press release are forward-looking statements. The words "believe," "expect," "anticipate," "should," "plan," "will," "may," "could," "intend," "estimate," "predict," "potential," "continue" or the negative of these terms and similar expressions, as they relate to INTL FCStone Inc., are intended to identify forward-looking statements.

These forward-looking statements are largely based on current expectations and projections about future events and financial trends that may affect the financial condition, results of operations, business strategy and financial needs of the company. They can be affected by inaccurate assumptions, including the risks, uncertainties and assumptions described in the filings made by INTL FCStone Inc. with the Securities and Exchange Commission. In light of these risks, uncertainties and assumptions, the forward-looking statements in this press release may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements. When you consider these forward-looking statements, you should keep in mind these risk factors and other cautionary statements in this press release.

These forward-looking statements speak only as of the date of this press release. INTL FCStone Inc. undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Accordingly, readers are cautioned not to place undue reliance on these forward-looking statements.

About INTL FCStone Inc.

INTL FCStone Inc., through its subsidiaries, is a leading provider of execution, risk management and advisory services, market intelligence, and clearing services across asset classes and markets around the world.

Serving more than 30,000 commercial and institutional clients and over 125,000 retail clients located in more than 130 countries on five continents, the company provides products and services across five market segments: commercial hedging, global payments, securities, physical commodities, and clearing and execution services. Our clients include the producers, processors and end users of virtually every major traded commodity, as well as asset managers, introducing broker-dealers, insurance companies, brokers, institutional and retail investors, commercial and investment banks, and governmental, non-governmental and charitable organizations. A Fortune 500 company headquartered in New York City, the company is listed on the NASDAQ under the ticker symbol "INTL".

Further information on INTL is available at www.intlfcstone.com.

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