

## **IG Group Holdings plc**

### **Notice of Annual General Meeting**

Notice is given that the Annual General Meeting of IG Group Holdings plc will be held at the offices of Financial Dynamics, located at Holborn Gate, 26 Southampton Buildings, London WC2A 1PB, on Monday 2 October 2006 at 10:30am.

The business of the meeting will be to consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the accounts for the year ended 31 May 2006 together with the directors' report and the auditors' report on those accounts and the auditable part of the remuneration report.
2. To re-elect Sir Alan Budd as a director.
3. To re-elect Mr Martin Jackson as a director.
4. To re-elect Mr Roger Yates as a director.
5. To declare a final dividend for the year ended 31 May 2006 in the amount of 4 pence per share.
6. To reappoint Ernst & Young as auditors to the Company to hold office until the conclusion of the next Annual General Meeting.
7. To authorise the directors to determine the auditors' remuneration.
8. To approve the directors' remuneration report for the year ended 31 May 2006.
9. To renew the authority conferred on the directors by Article 9 of the Company's Articles of Association for the period ending on the date of the Annual General Meeting in 2007 or on 28 December 2007, whichever is the earlier, and for such period the Section 80 Amount shall be £5,458; and that such authority shall be in substitution for all previous authorities pursuant to Section 80 of the Companies Act 1985 which are hereby revoked, without prejudice to any allotment of securities prior to the date of this Resolution (or thereafter pursuant to any offer or agreement made prior thereto).

And to consider and, if thought fit, to pass the following as special resolutions:

10. To generally and unconditionally authorise the Company pursuant to Section 166 of the Act to make market purchases (within the meaning of Section 163(3) of the Act) of ordinary shares of 0.005 pence each in the Company provided that:
  - a. the maximum number of ordinary shares hereby authorised to be acquired is 32,750,095;
  - b. the minimum price which may be paid for any such ordinary share is 0.005 pence;
  - c. the maximum price which may be paid for any such share is an amount equal to 105 per cent of the average of the closing price for an ordinary share in the Company as derived from the Official List maintained by the UK Listing Authority for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
  - d. the authority hereby conferred shall expire on 31 December 2007 or, if earlier, at the conclusion of the next annual general meeting of the Company unless such authority is renewed prior to such time, but the Company may make a contract to purchase any ordinary share prior to such expiry which will or may be executed wholly or partly thereafter and may purchase its ordinary shares in pursuance of any such contract.
11. To authorise the directors pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) for cash pursuant to the general authority to allot relevant securities conferred by

resolution 9 as if Section 89(1) of the Act did not apply to any such allotment, provided that the power hereby conferred pursuant to this resolution shall be limited:

- a. to the allotment of equity securities (including any held in treasury) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or by virtue of ordinary shares being represented by depositary receipts, the requirements of any regulatory body or stock exchange or any other matter whatsoever;
- b. to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities (including any held in treasury) up to an aggregate nominal amount of £807; and
- c. shall expire 15 months from the date of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

## BY ORDER OF THE BOARD

Andrew MacKay  
Company Secretary  
6 September 2006

### NOTES:

1. A member entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy to attend and, on a poll, to vote in his/her place. A proxy need not be a member of the company.
2. A form of proxy is enclosed. To be effective, it must be deposited at the office of the company's registrars so as to be received not later than 48 hours before the time appointed for holding the annual general meeting. Completion of the proxy does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes.
3. The register of interests of the directors and their families in the share capital of the company and copies of contracts of service of directors with the company or with any of its subsidiary undertakings will be available for inspection at the registered office of the company during normal business hours (Saturdays and public holidays excepted) from the date of this notice until the conclusion of the AGM.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the annual general meeting to be held on 2 October 2006 and any adjournment(s) thereof by using 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. 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 (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo 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(s), to procure that his CREST sponsor or voting service provider(s) take(s) 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.

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.

5. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the company's register of members not later than 5:30pm on 30 September 2006 or, if the meeting is adjourned, shareholders entered on the company's register of members not later than 48 hours before the time fixed for the adjourned meeting shall be entitled to attend and vote at the meeting. Changes to entries on the relevant register of securities after 5:30pm on **30 September 2005** shall be disregarded in determining the rights of any person to attend or vote at the meeting.