

INTERNAL AUDIT CHARTER

IG Group Holdings plc

Document control

Document title	Internal Audit Charter
Purpose	Sets out the purpose, mandate, scope, organisational position, independence and reporting arrangements of the Internal Audit function.
Owner	Global Head of Internal Audit, who is the chief audit executive for the purposes of the Global Internal Audit Standards and holds the SMF5 senior management function.
Applies to	IG Group Holdings plc and every entity in the Group, including outsourced arrangements and material third party relationships.
Approved by	The Board of IG Group Holdings plc, on the recommendation of the Board Audit Committee. Separately regulated entities approve this Charter, or a local supplement to it, where local regulation requires.
Professional standards applied	The Institute of Internal Auditors Global Internal Audit Standards and Topical Requirements. The Chartered Institute of Internal Auditors Internal Audit Code of Practice, effective January 2025.
Review frequency	At least annually by the Board Audit Committee, and on the occurrence of any circumstance set out under Changes to the Mandate and Charter.
Version approved	16 September 2026.
This version	3.0
Next review due	September 2027
Classification	General
Related documents	Board Audit Committee Terms of Reference. Internal Audit Manual. Internal Audit Strategy. Combined Assurance Map. Quality Assurance and Improvement Programme.

Version history

Version	Date	Approved by	Summary of change
1.0	18 July 2024	Board Audit Committee	Charter reviewed and approved on the 2017 model IIA charter.
2.0	20 May 2025	Board Audit Committee	Annual review. Purpose and Board Oversight sections added.
3.0	16 September 2026	Board Audit Committee	Revised for the Global Internal Audit Standards 2024 and benchmarked against published UK financial services charters. New Mandate, Relationship with Regulators, and Changes to the Mandate and Charter sections. Authority merged into Mandate. Aligned with the Board Audit Committee Terms of Reference on the appointment, reporting line and remuneration of the GHIA. Provision 29 support added.

This Charter supersedes all previously approved versions.

PURPOSE

The purpose of the internal audit function is to strengthen IG Group's ability to create, protect, and sustain value by providing the board and management with independent, risk based, and objective assurance, advice, insight, and foresight.

The internal audit function enhances IG Group's:

- Successful achievement of its objectives.
- Governance, risk management, and control processes.
- Decision making and oversight.
- Reputation and credibility with its stakeholders.
- Ability to serve the public interest.

IG Group's internal audit function is most effective when:

- Internal auditing is performed by competent professionals in conformance with The IIA's Global Internal Audit Standards, which are set in the public interest.
- The internal audit function is independently positioned with direct accountability to the board.
- Internal auditors are free from undue influence and committed to making objective assessments.

MANDATE

The Board, through the Board Audit Committee, grants Internal Audit the mandate set out in this Charter. The mandate comprises the scope of the function, the types of service it provides, and the authority described under Authority below.

Scope of the mandate

The mandate extends to all activities, entities, legal structures, systems, processes and risk types of IG Group Holdings plc and its subsidiaries worldwide, including regulated and unregulated activities, outsourced arrangements and material third party relationships, without exception.

Types of service

Internal Audit provides:

- Assurance services, comprising risk based audits, reviews of thematic and emerging risks, regulatory audits required by IG's regulators, follow up on management actions, and the annual opinion on the adequacy and effectiveness of the Group's governance, risk management and internal control framework.
- Advisory services, comprising observation of and comment on projects, programmes and change initiatives, facilitation, training and other advice requested by the Board, the Board Audit Committee or management, provided the safeguards described under Responsibility are applied.

The Board Audit Committee receives reporting on both the assurance services and the advisory services of the Internal Audit function. The Terms of Reference of the Board Audit Committee and of the Board Risk Committee will be amended so that reporting on advisory and consultancy work carried out by Internal Audit is a matter for the Board Audit Committee.

Authority

The Internal Audit function, as granted by the Board, with strict accountability for confidentiality and safeguarding records and information, is authorised full, free and unrestricted access to any and all of the organisation's records, physical properties and personnel pertinent to carrying out any engagement. The Internal Audit function can access specialist services from within or outside the organisation.

All employees are requested to assist the Internal Audit function in fulfilling its roles and responsibilities. The Internal Audit function will also have free and unrestricted access to the Board Audit Committee and the Board.

The GHIA will have the right to attend and observe all or part of the Executive Risk Committee meeting as the regular executive meeting where business risks and issues are discussed. The GHIA attendance ensures that they can understand what is being discussed and observe how the risk management and control environment is operating.

The GHIA and staff of the Internal Audit function are not authorised to:

- Perform any operational duties.
- Initiate or approve accounting transactions external to the Internal Audit function.
- Direct the activities of any IG employee not employed by the Internal Audit function, except to the extent such employees have been appropriately assigned to auditing teams or to otherwise assist the internal auditors.
- Hold responsibility for, or decision making authority over, any non-audit activity, except as provided under Independence and Objectivity.
- Be responsible for implementing the corrective actions arising from Internal Audit findings, or second staff to the business where doing so would conflict with the independence of the function.

Board and senior management support

The Board's responsibilities and expectations regarding management's support of the Internal Audit function are that senior management will:

- Respond to requests for information promptly and completely.
- Agree management actions that address the root cause of findings, assign a named owner and a date to each, and implement them by that date.
- Ensure the function has the funding, resources, tools and access needed to deliver the approved internal audit plan.
- Place no restriction on the scope, timing, frequency or content of Internal Audit work or reporting.
- Notify the GHIA of significant changes in strategy, structure, systems, risk profile or regulatory expectations, and of significant incidents, so that the plan can be adjusted.

Internal Audit coordinates with other providers of assurance, internal and external, and maintains a combined assurance map that identifies gaps and overlaps in coverage. The map is refreshed at least annually and is considered when the internal audit plan is prepared.

ETHICS AND PROFESSIONALISM

The Internal Audit function will govern itself by adherence to the mandatory elements of The Institute of Internal Auditors' International Professional Practices Framework, which are the Global Internal Audit Standards and Topical Requirements.

The Internal Audit function is committed to conforming with the Global Internal Audit Standards. Conformance is assessed through the quality assurance and improvement programme described under Periodic Assessment.

The function will also conform with the Internal Audit Code of Practice issued by the Chartered Institute of Internal Auditors, effective January 2025, which applies to IG as a financial services organisation. Where the Code of Practice sets a higher expectation than the Global Internal Audit Standards, the Code of Practice will be applied.

This guidance constitutes principles of the fundamental requirements for the professional practice of internal auditing and for evaluating the effectiveness of the Internal Audit function's performance.

The Internal Audit function will adhere to IG's relevant policies and procedures and the Internal Audit function's standard operating procedures manual.

The Global Head of Internal Audit (GHIA) will report periodically to the Board Audit Committee regarding Internal Audit's conformance to the Global Internal Audit Standards, including the ethics and professionalism requirements set out in Domain II of those Standards. Where conformance is other than generally conforms, the GHIA will disclose to the Board Audit Committee the Standards concerned, the reasons for the shortfall, its impact on the function's findings and conclusions, and the action being taken.

ORGANISATION

The GHIA will report functionally to the Board Audit Committee, as delegated by the Board and administratively to the Chief Financial Officer. When internal audit work is performed in the Finance department the GHIA will report

administratively to the Chief Executive Officer (CEO). The Board Audit Committee reviews the GHIA reporting structure on an annual basis.

The GHIA is the chief audit executive of IG Group for the purposes of the Global Internal Audit Standards, and holds the Head of Internal Audit senior management function (SMF5) under the FCA and PRA Senior Managers and Certification Regime.

The Board Audit Committee approves the appointment, line reporting arrangements and removal of the GHIA, as provided in its Terms of Reference.

The Board, through the Board Audit Committee, approves the annual performance objectives of the Internal Audit function and reviews performance against them.

The Board Audit Committee provides input to the annual performance appraisal and remuneration of the GHIA, having regard to the independence, objectivity and tenure of the postholder and to the views of the Chief Financial Officer and the Chief Executive Officer. The input the Committee provides will be recorded in the minutes of the Board Audit Committee or in a written record retained by the Company Secretary.

The GHIA will communicate and interact directly with the Board and Board Audit Committee, including in meetings and between meetings as appropriate.

The GHIA will maintain a professional audit staff with sufficient knowledge, skills, experience, and professional certification to deliver the services defined in this Charter.

The GHIA maintains and enhances the qualifications and competencies necessary to fulfil the role, and confirms these to the Board Audit Committee annually. The GHIA provides the Committee with information on the qualifications and competencies expected of a chief audit executive so that the Committee can assess them.

Application to regulated subsidiaries

This Charter is approved by the Board on the recommendation of the Board Audit Committee and applies to IG Group Holdings plc and to every entity within the Group.

The application to regulated subsidiaries will be revisited as the group structure is updated before the November meeting.

INDEPENDENCE AND OBJECTIVITY

To provide for independence of the Internal Audit function the GHIA reports to the Board Audit Committee with a secondary administrative reporting line to the Chief Financial Officer.

The Board is responsible for establishing and protecting the organisational independence of the Internal Audit function, and senior management is responsible for supporting it. The Board discharges that responsibility by approving this Charter and the internal audit plan, approving the resources and budget of the function, approving, through the Board Audit Committee, the appointment, line reporting arrangements and removal of the GHIA, providing input to the remuneration of the GHIA, and holding sessions with the GHIA without management present at each scheduled meeting of the Board Audit Committee, and at any other time at the request of either the Committee or the GHIA.

The Internal Audit function will remain free from interference by any element in the organisation, including matters of audit selection, scope, procedures, frequency, timing, or report content to permit maintenance of a necessary independent and objective mental attitude.

Internal auditors will have no direct operational responsibility or authority over any of the activities audited. Accordingly, they will not implement internal controls, develop procedures, install systems, prepare records, or engage in any other activity that may impair internal auditor's judgements.

Internal auditors must demonstrate professional objectivity in gathering, evaluating, and communicating information about the activity or process being examined. Internal auditors must make a balanced assessment of all the relevant circumstances and not be unduly influenced by their own interests or by others in forming judgements.

Individual objectivity

An internal auditor will not audit, or lead an audit of, an activity for which the auditor, or the auditor's direct line manager, was responsible at any time in the previous 12 months. This applies to employees who transfer into the Internal Audit function from elsewhere in the Group, and to co-source and contract staff assigned to the function.

Engagement teams will be assigned so as to avoid actual, potential or perceived conflicts of interest and bias. The independence of each team member will be confirmed and documented at the planning stage of every engagement.

An internal auditor who becomes aware of a circumstance that may impair, or may appear to impair, their objectivity will disclose it to the GHIA, who will record it and apply appropriate safeguards. Where the GHIA considers the conflict material, it will be reported to the Board Audit Committee.

Non-audit responsibilities of the GHIA

The GHIA will not hold responsibility for any activity outside the Internal Audit function. If the Board temporarily assigns non-audit responsibilities to the GHIA, then for the duration of the assignment and for the following 12 months, assurance over those areas will be provided by an independent third party appointed by the Board Audit Committee, and not by the Internal Audit function.

On any such assignment the GHIA will establish and report to the Board Audit Committee a plan to transition those responsibilities to management. The assignment, the safeguards applied and the transition plan will be recorded in the minutes of the Board Audit Committee, and the arrangement will be disclosed in the annual internal audit opinion for as long as it remains in place.

The GHIA will confirm to the Board Audit Committee, at least annually, the organisational independence of the Internal Audit function. If the GHIA determines that objectivity may be impaired in fact or appearance, the details of the impairment will be disclosed to the Chair of the Board Audit Committee and, where the impairment relates to a specific engagement, in the report for that engagement.

When the GHIA's tenure exceeds seven years the Board Audit Committee will be required to review Board Audit Committee Chair's assessment of the independence and objectivity of the GHIA, as required by the Internal Audit Code of Practice.

RESPONSIBILITY

The scope of Internal Audit's work is regularly reviewed to take account of new and emerging business and technology risks. Where relevant, Internal Audit will not only assess the effectiveness of the process followed by the organisation's first and second lines, but also the quality of their work.

The scope of Internal Audit encompasses, but is not limited to, the examination and evaluation of the adequacy and effectiveness of the organisation's governance, risk management and internal control processes in relation to the organisation's defined goals and objectives. The following areas will be included within the scope of the function:

Internal Governance

- The information presented to the Board and Executive Management for strategic and operational decision making
- The setting of, and adherence to, risk appetite
- The risk and control culture of the organisation
- Risks of poor customer treatment, giving rise to conduct or reputational risk
- Capital and liquidity risks
- Key corporate events
- Outcomes of processes.
- The governance, development and use of artificial intelligence and other emerging technologies across the Group.

In undertaking the scope of work, Internal Audit will determine whether IG's network of risk management, control, and governance processes, as designed and represented by management, is adequate and functioning in a manner to ensure:

- Risk appetite is established and risks are appropriately identified and managed
- Interaction with the various governance groups occurs as needed

- Significant financial, managerial, and operating information is accurate, reliable, and timely
- Sufficient management information is used for decision making
- Established processes and systems are designed and operated in compliance with policies, standards, procedures, and applicable laws and regulations
- Resources are acquired economically, used efficiently, and adequately protected
- Programmes, plans, and objectives are achieved
- Quality and continuous improvement are fostered in IG's control processes
- Significant legislative or regulatory issues impacting IG are recognised and addressed properly.

Internal Audit will assess whether all significant risks are identified and appropriately reported by Management and the Risk function to the Board and Executive Management; whether they are adequately controlled; and by challenging Executive Management to improve the effectiveness of governance, risk management and internal controls.

Internal Audit also supports the strategic and operational objectives of management by performing advisory services, beyond the core assurance services. Examples may include facilitation, process design, training, and advisory services.

Advisory services will not be accepted where they would create a conflict with the assurance responsibilities of the function. Where Internal Audit has provided advisory services on a process, the GHIA will document the safeguards applied and will disclose the prior involvement to the Board Audit Committee before assurance is provided over that process.

Advisory services will not be delivered in a way that masks information which, in the judgement of the GHIA, should be reported to senior management, the Board Audit Committee or the Board. Throughout any advisory engagement the Internal Audit function retains the right to determine its own approach, and to report to the Board Audit Committee where the nature or materiality of what it observes warrants doing so. Management retains responsibility for the decisions it takes, and is not obliged to adopt advice given by Internal Audit.

Based on its activity, Internal Audit is responsible for reporting significant risk exposures and control issues identified to the Board, Board Audit Committee, Board Risk Committee and Executive Directors, including fraud risks, governance issues and other matters needed or requested by the Board Audit Committee.

Internal Audit will evaluate and assess significant merging or consolidating functions and new or changing services, processes, operations, and control processes coincident with their development, implementation, and/or expansion.

Support for the Board's assessment of material controls

Internal Audit supports the Board in meeting Provision 29 of the UK Corporate Governance Code. The GHIA will agree with the Board Audit Committee each year the contribution Internal Audit will make to the testing and assurance of the Group's material controls, the criteria by which controls are determined to be material, and the way in which the results of that work will be reported so that the Board can make its declaration on the effectiveness of the material controls framework. That contribution will be reflected in the internal audit plan and reported alongside the annual internal audit opinion.

ACCOUNTABILITY

The GHIA, in the discharge of their duties, shall be accountable to management and the Board Audit Committee to:

- Provide annually an assessment on the adequacy and effectiveness of IG's processes for controlling its activities and managing its risks in the areas set forth under the mission and scope of work as a requirement of the UK Corporate Governance Code
- Prepare a documented risk assessment, at least annually, which forms the basis of the Internal Audit function's plan of engagements
- Assess whether the risk appetite has been established and reviewed through the active involvement of the Board and Executive Management
- Provide information periodically on the status and results of the annual audit plan and the sufficiency of Internal Audit resources
- Communicate on a periodic basis the results of the quality assurance and improvement program

- Consider the use of technology based audit and other data analysis techniques
- Report significant issues related to the processes for controlling the activities of IG including potential improvements to those processes, and provide information concerning such issues through resolution
- Coordinate with other control and monitoring functions including risk management, compliance, information governance, legal and external audit
- Consider the scope of work of the external auditors and regulators, as appropriate, for the purpose of providing optimal audit coverage to IG at a reasonable overall cost
- Keep the Board Audit Committee informed of emerging trends and successful practices in Internal Audit.
- Assist in the investigation of significant suspected fraudulent activities within IG and notify management and the Board Audit Committee of the results.
- Maintain a strategy for the Internal Audit function that supports IG's strategic objectives and the expectations of the Board and senior management, setting out the vision, strategic objectives, supporting initiatives and key performance indicators of the function, and review that strategy with the Board Audit Committee and senior management at least annually.
- Where Internal Audit and management do not agree on the acceptance of a risk, or where a risk that management has accepted appears to fall outside the Group's risk appetite, escalate the matter through senior management and, if it remains unresolved, to the Board Audit Committee, so that the decision to accept the risk is taken at the appropriate level.

INTERNAL AUDIT PLAN

At least annually the GHIA will conduct a risk assessment, considering any risks or control concerns identified by management and develop a risk based internal audit plan aligned to the Group's strategic objectives, ensuring alignment with overall business goals.

As part of the internal audit plan, the GHIA is authorised to allocate resources, set frequencies, select subjects, determine scopes of work, apply techniques, and issue communications to accomplish the function's objectives.

In preparing the plan the GHIA will take account of the assurance provided by other functions and by external parties as recorded in the combined assurance map, and will report to the Board Audit Committee any residual assurance gaps that the plan does not address.

The GHIA will submit that plan to the Board Audit Committee for review and approval. The GHIA will communicate the resources and skills required to deliver against the internal audit plan to the Board Audit Committee.

Where the resources available are not sufficient to deliver the approved plan, the GHIA will inform the Board Audit Committee of the effect on the plan and on the annual opinion.

The funding of the Internal Audit function may sit outside the Group's normal budgeting process, so that its resources are allocated according to the assurance needs of the Group as assessed by the Board Audit Committee. The GHIA will confirm to the Board Audit Committee at least annually whether the budget is sufficient to recruit, retain and develop staff with the necessary expertise, and to obtain co-source and specialist support where required.

Any significant deviations from the approved internal audit plan will be communicated to the Board Audit Committee.

REPORTING AND MONITORING

A written report will be prepared following the conclusion of each internal audit engagement and will be distributed to management. Internal Audit results will also be communicated to the Executive Directors and the Board Audit Committee.

Each assurance engagement report will include a conclusion on the effectiveness of the governance, risk management and control processes of the activity reviewed, including an acknowledgement of where those processes are effective, irrespective of the overall rating given to the engagement.

The internal audit report will include the corrective action being taken in regard to the specific findings and recommendations and the anticipated timetable for the completion of the action to be taken where required.

Internal Audit will be responsible for appropriate follow up on the implementation of the audit recommendations until all issues have been implemented.

RELATIONSHIP WITH REGULATORS

Internal Audit will maintain an open and constructive relationship with the regulators of the Group and its entities, and the GHIA will meet them as required.

Internal Audit will perform audits that a regulator requires or requests. The GHIA will inform the Board Audit Committee of any such requirement, of its effect on the resources available to deliver the approved plan, and of the results.

Internal Audit reports and other output may be provided to a regulator on request. The GHIA will inform the Chair of the Board Audit Committee where this occurs.

The GHIA will maintain an audit methodology that meets the expectations of the Group's regulators and supports effective coordination with the external auditors.

BOARD OVERSIGHT

References in this section to the chief audit executive are references to the GHIA. References in this section to the board are references to the Board Audit Committee acting under authority delegated by the Board, except where the matter is one reserved to the Board.

To establish, maintain, and ensure that IG Group's internal audit function has sufficient authority to fulfil its duties, the board will:

- Discuss with the chief audit executive and senior management the appropriate authority, role, responsibilities, scope, and services (assurance and/or advisory) of the internal audit function.
- Ensure the chief audit executive has unrestricted access to and communicates and interacts directly with the board, including in private meetings without senior management present.
- Discuss with the chief audit executive and senior management other topics that should be included in the internal audit charter.
- Participate in discussions with the chief audit executive and senior management about the "essential conditions," described in the Global Internal Audit Standards, which establish the foundation that enables an effective internal audit function.
- Approve the internal audit function's charter, which includes the internal audit mandate and the scope and types of internal audit services.
- Approve the risk based internal audit plan.
- Approve the internal audit function's human resources administration and budgets.
- Confirm annually that the funding of the internal audit function is sufficient for it to fulfil its mandate.
- Approve the annual performance objectives of the internal audit function and review performance against them.
- Collaborate with senior management to determine the qualifications and competencies the organisation expects in a chief audit executive, as described in the Global Internal Audit Standards.
- Provide input to the remuneration of the chief audit executive, and review the chief audit executive's performance annually, with the appraisal taking account of independence, objectivity and tenure.
- Approve the appointment, line reporting arrangements and removal of the chief audit executive.
- Where a Group entity is separately regulated, coordinate with that entity's board or board audit committee on the approval of this Charter, of the internal audit plan and of the audit universe relating to that entity.
- Receive communications from the chief audit executive about the internal audit function including its performance relative to its plan.
- Ensure a quality assurance and improvement program has been established and review the results annually.
- Make appropriate inquiries of senior management and the chief audit executive to determine whether scope or resource limitations are inappropriate.

PERIODIC ASSESSMENT

The GHIA is responsible for establishing a quality assurance programme and providing periodic self-assessment on the Internal Audit function in line with this Charter.

In addition, the GHIA will communicate the results of the quality assurance programme to management, the Board Audit Committee, and the Board at least annually. This will include the results of the annual internal assessment and the external assessment conducted at least every five years.

The annual internal assessment will include a conclusion on the function's conformance with the Global Internal Audit Standards, expressed using the conformance ratings set out in those Standards, and will identify any action required to address partial conformance.

CONFLICTS OF INTEREST

Should a conflict of interest arise in the work performed by members of the Internal Audit team, the conflict of interest should be raised with the GHIA in the first instance who will take action accordingly. Where the conflict of interest is deemed material the GHIA will report the conflict of interest to the Chief Financial Officer and the Board Audit Committee Chair.

The GHIA will disclose to the Chair of the Board Audit Committee any circumstance that may impair, or may appear to impair, the objectivity of the GHIA, together with the safeguards applied. Where the impairment cannot be safeguarded, the Board Audit Committee will arrange for the affected work to be performed by an independent third party.

CHANGES TO THE MANDATE AND CHARTER

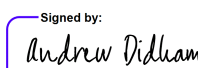
This Charter is reviewed and approved at least annually. Circumstances may also justify a discussion between the GHIA, the Board Audit Committee and senior management on the mandate, or on other aspects of this Charter, outside that cycle. Such circumstances include, but are not limited to:

- A significant change in the Global Internal Audit Standards or in the Internal Audit Code of Practice.
- A significant acquisition, disposal or reorganisation within the Group, or a change to the Group's reporting cycle.
- A significant change in the GHIA, in the membership of the Board Audit Committee, or in senior management.
- A significant change to the Group's strategy, objectives, risk profile, or the environment in which it operates.
- New laws or regulations, or a change to the regulatory permissions of any Group entity, that may affect the nature or scope of Internal Audit services.

Where such a discussion results in a change to the mandate or to this Charter, the revised Charter will be submitted to the Board Audit Committee and the Board for approval, and to the boards of separately regulated entities as set out under Application to regulated subsidiaries.

Approved by the Board Audit Committee on 16 September 2026. This Charter is reviewed at least annually by the Board Audit Committee. Version approved: 16 September 2026. Next review due: September 2027.

ACKNOWLEDGEMENTS / SIGNATURES

Signed by:	
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Global Head of Internal Audit	Date
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Board Audit Committee Chair	Date