

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**EU PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law; or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law (as amended, “**UK MiFIR**”). Consequently, no key information document required Regulation (EU) No 1286/2014 as it forms part of UK domestic law (as amended, the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**UK MiFIR PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in UK MiFIR; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**Notification under Section 309B of the Securities and Futures Act 2001 of Singapore (the “SFA”):** In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are capital markets products other than prescribed capital markets products (as defined in the CMP Regulations 2018) and Specified Investment Products (as defined in the Monetary Authority of Singapore (the “**MAS**”) Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

**Final Terms dated 20 May 2025**

**IG GROUP HOLDINGS PLC**

**Legal Entity Identifier (LEI): 2138003A5Q1M7ANOU76**

**Issue of £250,000,000 6.125 per cent. Senior Notes due October 2030**

**under the £1,000,000,000 Euro Medium Term Note Programme of IG Group Holdings plc**

## **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the “**Conditions**”) set forth in the base prospectus dated 12 May 2025 which constitutes a base prospectus (the “**Base Prospectus**”) for the purposes of Regulation (EU) 2017/1129 as it forms part of UK domestic law (the “**UK Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms have been published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

1. Issuer: IG Group Holdings plc

### **DESCRIPTION OF THE NOTES**

2. (i) Series Number: 2  
(ii) Tranche Number: 1  
(iii) Date on which the Notes become fungible: Not Applicable
3. Specified Currency or Currencies: Pounds Sterling (“£”)
4. Aggregate Principal Amount:  
(i) Series: £250,000,000  
(ii) Tranche: £250,000,000
5. Issue Price: 99.854 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: £100,000 and integral multiples of £1,000 in excess thereof  
(ii) Calculation Amount: £1,000
7. (i) Issue Date: 22 May 2025  
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 22 October 2030
9. (i) Interest Basis: 6.125 per cent. Fixed Rate  
(see paragraph 14 below)

	(ii) Step Down Rating Change/Step Up Rating Change:	Not Applicable
10.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their principal amount.
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Call Options:	Issuer Call Clean-Up Call Option (see paragraphs 18 and 20 below)
13.	(i) Status of the Notes:	Senior Notes
	(ii) Senior Notes: Non-Restrictive Events of Default:	Applicable
	(iii) Date Board approval for issuance of Notes obtained:	9 May 2025

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	6.125 per cent. per annum payable semi-annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	22 April and 22 October in each year, up to and including the Maturity Date, commencing on 22 April 2026
	(iii) Fixed Coupon Amount(s):	£30.625 per Calculation Amount, payable on each Interest Payment Date from (and including) 22 October 2026 up to (and including) the Maturity Date
	(iv) Broken Amount(s):	£56.22 per Calculation Amount, payable on the Interest Payment Date falling on 22 April 2026
	(v) Day Count Fraction:	Actual/Actual (ICMA)
15.	<b>Reset Note Provisions</b>	Not Applicable
16.	<b>Floating Rate Note Provisions</b>	Not Applicable
17.	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION, SUBSTITUTION AND VARIATION**

18.	<b>Call Option</b>	Applicable
	(i) Optional Redemption Date(s) (Call):	Any date from (and including) the Issue Date to (but excluding) the Maturity Date.
	(ii) Optional Redemption Amount (Call):	(a) Make Whole Redemption Price (specified below) in the case of the Optional Redemption Dates (Call) falling in the period from (and including) the Issue Date to (but excluding) 22 July 2030 and (b) £1,000 per Calculation Amount in the case of the Optional Redemption Dates (Call) falling in the

		period from (and including) 22 July 2030 to (but excluding) the Maturity Date
	(a) Make Whole Redemption Price:	Spens Amount
	(b) Redemption Margin:	+0.35 per cent.
	(c) Reference Bond (MW):	UKT 0.375% due 22 October 2030 (ISIN: GB00BL68HH02)
	(d) Quotation Time (MW):	11 a.m. London time
	(e) Remaining Term Date:	22 July 2030
	(iii) Series redeemable in part:	Yes, in relation to any Optional Redemption Date (Call) falling in the period from (and including) the Issue Date to (but excluding) 22 July 2030.
		No, in relation to any Optional Redemption Date (Call) falling in the period from (and including) 22 July 2030 to (but excluding) the Maturity Date
	(iv) If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
	(v) Notice period:	Minimum period: as per the Conditions Maximum period: as per the Conditions
19.	<b>Tier 2 Capital Notes</b>	
	(i) Optional Redemption Amount (Capital Disqualification Event):	Not Applicable
	(ii) Tier 2 Capital Notes: Substitution and Variation:	Not Applicable
20.	<b>Senior Notes</b>	
	(i) Clean-up Call Option:	Applicable
	(ii) Clean-up Percentage:	80 per cent.
	(iii) Optional Redemption Amount (Clean-up Call Option):	£1,000 per Calculation Amount
21.	Early Redemption Amount (Tax):	£1,000 per Calculation Amount
22.	Final Redemption Amount:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at £1,000 per Calculation Amount
23.	Redemption Amount for Zero Coupon Notes:	Not Applicable

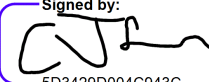
## **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

24.	Form of Notes:	<b>Registered Notes:</b> Global Certificate exchangeable for Individual Certificates in the limited circumstances described in the Global Certificate. Global Certificate registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg
25.	New Global Note:	Not Applicable
26.	New Safekeeping Structure:	No
27.	Additional Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
28.	Talons for future Coupons to be attached to Definitive Notes:	No

## **THIRD PARTY INFORMATION**

The rating definition provided in Part B, Item 2 of these Final Terms has been extracted from the website of Fitch (as defined below). The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by Fitch, no facts have been omitted which would render the reproduced information inaccurate or misleading.

**SIGNED** on behalf of  
**IG GROUP HOLDINGS PLC**

Signed by:  


5D3429D004C943C...

Clifford Abrahams

By: .....

Duly authorised

## PART B – OTHER INFORMATION

### 1. Listing

- |  |   |
|--|---|
| (i) Listing and admission to trading:                            | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the Financial Conduct Authority and to trading on the main market of the London Stock Exchange with effect from the Issue Date. |
| (ii) Estimate of total expenses related to admission to trading: | £6,200  |

### 2. Ratings

- Ratings:
- The Notes to be issued are expected to be rated by:  
Fitch Ratings Limited (“**Fitch**”): BBB
- An obligation rated ‘BBB’ indicates that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity.
- (Source, Fitch Ratings,  
<https://www.fitchratings.com/products/rating-definitions>)

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- |                              |   |
|------------------------------|---|
| (i) Reasons for the offer:   | The net proceeds of the issue of the Notes will be used by the Issuer for its general corporate purposes. |
| (ii) Estimated net proceeds: | £248,860,000  |

### 5. Fixed Rate Notes only – YIELD

- |                      |  |
|----------------------|--|
| Indication of yield: | 6.142 per cent. per annum (semi-annual).   |
|                      | The indicative yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |

### 6. OPERATIONAL INFORMATION

- |   |                |
|---|----------------|
| (i) ISIN:   | XS3072338190   |
| (ii) Common Code:   | 307233819      |
| (iii) Trade Date:   | 15 May 2025    |
| (iv) Any clearing system(s) other than Euroclear or Clearstream Luxembourg and the relevant identification number(s): | Not Applicable |

- |   |   |
|---|---|
| (v) Delivery:   | Delivery against payment  |
| (vi) Names and addresses of additional Paying Agent(s) (if any):                | Not Applicable  |
| (vii) Intended to be held in a manner which would allow Eurosystem eligibility: | No. Whilst the designation is specified as “no” at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |

## 8. DISTRIBUTION

- |  |  |
|--|--|
| (i) U.S. Selling Restrictions:                       | Reg. S Compliance Category 2; TEFRA not applicable   |
| (ii) Prohibition of Sales to EEA Retail Investors:   | Applicable   |
| (iii) Prohibition of Sales to UK Retail Investors:   | Applicable   |
| (iv) Prohibition of Sales to Belgian Consumers:      | Applicable   |
| (v) Method of distribution:                          | Syndicated   |
| (vi) If syndicated                                   |  |
| (a) Names of Managers:                               | <p><b>Active Lead Managers:</b></p> <p>Barclays Bank PLC</p> <p>HSBC Bank plc</p> <p>Lloyds Bank Corporate Markets plc</p> <p>NatWest Markets Plc</p> <p><b>Passive Lead Manager:</b></p> <p>Westpac Banking Corporation</p> |
| (b) Stabilisation Manager(s) (if any):               | Barclays Bank PLC  |
| (vii) If non-syndicated, name and address of Dealer: | Not Applicable   |

## 9. BENCHMARK REGULATION

Not Applicable