

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your shares in IG Group Holdings plc, please send this document, together with any accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent who arranged the sale or transfer for you, for transmission to the purchaser or transferee.

IG Group Holdings plc

(Incorporated in England and Wales with registered number 04677092)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF THE 2024 ANNUAL GENERAL MEETING WHICH IS TO BE HELD ON WEDNESDAY, 18 SEPTEMBER 2024 AT 10:00 AT THE OFFICES OF LINKLATERS LLP, LOCATED AT ONE SILK STREET, LONDON EC2Y 8HQ, IS SET OUT IN THIS DOCUMENT.

Please complete and submit the Form of Proxy in accordance with the instructions printed on it. The Form of Proxy must be completed, signed and returned to reach the Company's Registrar by no later than 10:00 on Monday, 16 September 2024.

IG Group Holdings plc

(Incorporated in England and Wales with registered number 04677092)

Directors

Mike McTighe (Chair)
Breon Corcoran (Chief Executive Officer)
Jonathan Moulds (Senior Independent Non-Executive Director)
Rakesh Bhasin
Andrew Didham
Marieke Flament
Wu Gang
Sally-Ann Hibberd
Malcolm Le May
Susan Skerritt
Helen Stevenson

Registered Office:

Cannon Bridge House
25 Dowgate Hill London
EC4R 2YA

7 August 2024

Dear Shareholder

Notice of 2024 Annual General Meeting of IG Group Holdings plc (the “Company”)

I am writing to inform you that the Annual General Meeting (“AGM”) of the Company will be held at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ, on 18 September 2024 at 10:00. The formal notice of the AGM and the resolutions to be proposed are set out on pages 10 to 12 of this document.

The notes on the following pages give an explanation of the proposed resolutions. Resolutions 1 to 16 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 18 to 20 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Notice of 2024 Annual General Meeting

Annual Report and Accounts (Resolution 1)

The Directors present to the Shareholders at the AGM for approval as an ordinary resolution the Annual Report and Accounts for the year ended 31 May 2024, together with the Directors' and Auditor's Report in the Annual Report and Accounts.

Directors' Remuneration Report (Resolution 2)

Shareholders will be asked to receive and approve as an ordinary resolution the Directors' Remuneration Report for the year ended 31 May 2024. The Annual Report on Remuneration is set out in full on pages 97 to 105 of the Annual Report and Accounts and sets out the pay and benefits received by each of the Directors during the year ended 31 May 2024. This vote is advisory and therefore will not affect the remuneration or benefits received by any Director.

Dividend (Resolution 3)

A final dividend of 32.64 pence per ordinary share is recommended by the Directors for payment to Shareholders on the Register of Members at the close of business on 20 September 2024. Subject to the approval of Shareholders at the AGM, this dividend will be paid on 17 October 2024.

Re-election of Directors (Resolutions 4 to 11)

The UK Corporate Governance Code 2018 recommends that all Directors of FTSE 350 companies should be subject to annual re-election by Shareholders. In accordance with this, Mike McTighe, Jonathan Moulds, Rakesh Bhasin, Andrew Didham, Wu Gang, Sally-Ann Hibberd, Susan Skerritt and Helen Stevenson will submit themselves for re-election by Shareholders at the forthcoming AGM.

Malcolm Le May will not be seeking re-election at the AGM and will retire from the Board on 18 September 2024 in accordance with the Articles of Association of the Company and as announced on 25 July 2024.

Having considered the performance of and contribution made by each of the Directors standing for re-election, the Board remains satisfied that each of the Directors performs effectively and demonstrates full commitment to their individual role, including the appropriate commitment of time for Board and Committee meetings and other duties required.

Each Director standing for re-election will be proposed by separate resolution (Resolutions 4 to 11). The biographical details of each of the Directors standing for re-election demonstrate why each Director's contribution is, and continues to be, considered important to the Company's long-term sustainable success. The biographical details of the Directors standing for re-election can be found on pages 6 to 7 of this document.

Election of Directors (Resolutions 12 to 13)

In accordance with the Articles of Association of the Company, and the recommendation of the UK Corporate Governance Code 2018, a Director appointed by the Board shall retire, and be subject to election by Shareholders at the first AGM of the Company following his or her appointment.

Breon Corcoran was appointed on 29 January 2024 and Marieke Flament was appointed on 4 July 2024. Both Directors are eligible for election by Shareholders. The biographical details of the Directors standing for election demonstrate why each Director's contribution is, and continue to be, considered important to the Company's long-term sustainable success. The biographical details of the Directors standing for election can be found on pages 6 to 7 of this document.

Auditor (Resolutions 14 and 15)

The Company is required at each general meeting at which accounts are presented to appoint an Auditor to hold office until the next such meeting.

PricewaterhouseCoopers LLP have indicated their willingness to continue in office, and the Board, on the unanimous recommendation of the Audit Committee, which evaluated the effectiveness and independence of the external Auditor, is proposing the re-appointment of PricewaterhouseCoopers LLP as the Company's Auditor for the financial year ending 31 May 2025.

Accordingly, Resolution 14 seeks to re-appoint PricewaterhouseCoopers LLP as Auditor to the Company, and Resolution 15 authorises the Audit Committee of the Board to determine their remuneration.

Authority of Directors to allot shares (Resolution 16)

The authority given to the Directors to allot further shares in the capital of the Company requires the prior authorisation of the Shareholders in a general meeting under Section 551 of the 2006 Act. This authority was given at the 2023 AGM, and this resolution seeks to renew that authority. Upon the passing of the resolution, the Directors will have authority to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a maximum nominal value of £6,094 which is approximately 33 per cent of the total issued ordinary share capital, exclusive of treasury shares, as at 6 August 2024, being the latest practicable date before the publication of this notice. This authority will expire at the conclusion of the next AGM of the Company or 30 November 2025, whichever is earlier. The Directors intend to seek to renew such authority at successive AGMs of the Company. As at 6 August 2024, being the latest practicable date before the publication of this notice, the Company held no equity securities in treasury.

In addition, in accordance with the guidance from the Investment Association ("IA") issued in February 2023 on the expectations of institutional investors in relation to the authority of Directors to allot shares, upon the passing of Resolution 16, the Directors will have authority to allot an additional number of ordinary shares up to a maximum nominal value of £6,094, which is approximately a further 33 per cent of the total issued ordinary share capital, exclusive of treasury shares, as at 6 August 2024, being the latest practicable date before the publication of this notice.

Notice of 2024 Annual General Meeting

However, the Directors will only be able to allot those shares and grant rights to subscribe for, or convert other securities into, shares in connection with a pre-emptive offer in which the new shares are offered to existing Shareholders in proportion to their existing shareholdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary. This authority will also expire at the conclusion of the next AGM of the Company or 30 November 2025, whichever is earlier. The Directors intend to seek to renew such authority at successive AGMs of the Company.

As a result, if Resolution 16 is passed, the Directors could allot shares representing up to two-thirds of the total issued ordinary share capital pursuant to a pre-emptive offer. There are no current plans to use such an authority.

The Directors have no current plans to undertake a pre-emptive offer or to allot new shares, except in connection with the Company's employee share schemes. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

Disapplication of pre-emption rights (Resolutions 17 and 18)

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires these shares to be offered first to shareholders in proportion to their existing holdings (known as pre-emption rights). These pre-emption rights can be modified and/or disapplied to give the Directors greater flexibility in raising capital for the Company. The purpose of these resolutions is to give the Directors such flexibility, in line with the latest investor guidance.

Limbs (i) and (iii) of Resolution 17 seek shareholder approval to allot a limited number of ordinary shares or other equity securities, or sell treasury shares, for cash on a pre-emptive basis but subject to such exclusions or arrangements as the Directors may deem appropriate to deal with certain legal, regulatory or practical difficulties. For example, in a pre-emptive rights issue, there may be difficulties in relation to fractional entitlements or the issue of new shares to certain shareholders, particularly those resident in certain overseas jurisdictions.

The Directors have no current intention of exercising this authority but consider the authority in Resolution 17 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

In addition, there may be circumstances when the Directors consider it in the best interests of the Company to allot a limited number of ordinary shares or other equity securities, or sell treasury shares for cash on a non-pre-emptive basis. The Pre-Emption Group's Statement of Principles (the "PEG Principles") were last updated in November 2022. They support the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash where these represent no more than ten per cent of the issued ordinary share capital (exclusive of treasury shares), without restriction as to the use of proceeds of those allotments.

Accordingly, the purpose of limb (ii) of Resolution 17 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 16, or sell treasury shares, for cash up to a nominal value of £1,846, without the shares first being offered to existing shareholders in proportion to their existing holdings. This amount is equivalent to ten per cent of the total issued ordinary share capital of the Company excluding treasury shares, as at 6 August 2024, being the latest practicable date before the publication of this notice.

Resolution 16 has been drafted in line with the template resolutions published by the Pre-Emption Group in November 2022.

The PEG Principles also support the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash where these represent no more than an additional ten per cent of issued ordinary share capital (exclusive of treasury shares) and are used only in connection with an acquisition or specified capital investment. The PEG Principles define "specified capital investment" as meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information, regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them, is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, the purpose of Resolution 18 is seek authority for the Directors to allot new shares and other equity securities under the allotment authority given by Resolution 16, or sell treasury shares, for cash up to a further nominal amount of £1,846, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding twelve-month period and is disclosed in the announcement of the issue. This amount is equivalent to ten per cent of the total issued ordinary share capital of the Company as at 6 August 2024, being the latest practicable date before the publication of this notice, exclusive of treasury shares.

The Board has no current intention of exercising the authorities in Resolutions 16 and 17 to make pre-emptive or non-pre-emptive offers but considers them to be appropriate in order to allow the Company the flexibility to finance business opportunities.

The Board confirms that it intends to follow the shareholder protections set out in Section 2B of the PEG Principles.

If given, the authority will expire at the conclusion of the next AGM of the Company or 30 November 2025, whichever is earlier. The Directors intend to seek to renew such power at successive AGMs of the Company.

Authority for the Company to purchase its own shares (Resolution 19)

The Company's Articles of Association permit the purchase by the Company of its own shares subject to Shareholders' prior approval being obtained. This Resolution also renews the authority provided at the 2023 AGM and would authorise the Company to purchase up to 36,934,031 shares. If given, the authority will expire at the conclusion of the next AGM of the Company or 30 November 2025, whichever is earlier. The Directors intend to seek to renew this power at subsequent AGMs of the Company.

The Resolution specifies the maximum number of ordinary shares which may be purchased (representing 10 per cent of the Company's total issued ordinary share capital (excluding treasury shares) as at 6 August 2024, being the latest practicable date before the publication of this notice) and the maximum and minimum prices at which they may be bought, exclusive of expenses, reflecting the requirements of the 2006 Act and the Listing Rules.

On 2 August 2023, the Company announced the commencement of a buyback programme to repurchase up to £250 million of its own ordinary shares and an initial tranche of up to £100 million (the "First Tranche") was completed on 30 October 2023. The First Tranche took place within the limitations of the authority granted at the 2022 AGM. The remaining repurchase of up to £150 million (the "Second Tranche") was launched on 7 November 2023 and completed on 31 July 2024 under the authority granted at the 2023 AGM.

On 25 July 2024, the Company announced a further buyback programme to repurchase up to £150 million of its own ordinary shares, which is due to complete on or before 31 January 2025. The Directors intend to use the remaining authority granted by the 2023 AGM and/or the authority conferred by Resolution 19 to complete this buyback.

Under the 2006 Act, the Company is permitted to hold its own shares in treasury following a buyback, instead of cancelling them. This gives the Company the ability to reissue treasury shares quickly and cost-effectively (including pursuant to the authority under Resolution 16) and provides the Company with additional flexibility in the management of its capital base. Such shares may be resold for cash but all rights attaching to them, including voting rights and any right to receive dividends, are suspended whilst they are held in treasury. If the Board exercises the authority conferred by Resolution 18, the Company will have the option of either holding in treasury or of cancelling any of its own shares purchased pursuant to this authority and will decide at the time of purchase which option to pursue.

As at 6 August 2024, being the latest practicable date before the publication of this notice, the Company held no equity securities in treasury and no warrants or options outstanding.

Notice Period for meetings (Resolution 20)

The 2006 Act requires listed companies to give a minimum notice period of 21 clear days for general meetings (other than an AGM) unless Shareholders have approved the calling of general meetings on 14 clear days' notice and the Company offers the facility for Shareholders to vote by electronic means.

Resolution 20 seeks to renew the approval given by Shareholders at the 2023 AGM to allow the Company to call general meetings (other than an AGM of the Company) on 14 clear days' notice. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of Shareholders as a whole.

Action to be taken

You will find enclosed a Form of Proxy. Please complete, sign and return the enclosed form as soon as possible in accordance with the instructions printed thereon.

Forms of Proxy should be returned in the enclosed business reply envelope to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY no later than 16 September 2024 at 10:00 (or, in the event of an adjournment, the time which is 48 hours before the adjourned meeting).

Recommendation

Your Directors consider that Resolutions 1 to 20, to be put to the meeting, are in the best interests of the Company and its Shareholders as a whole, and unanimously recommend Shareholders to vote in favour of Resolutions 1 to 20, as they intend to do in respect of their own beneficial holdings.

Yours faithfully,



Mike McTighe
Chair
IG Group Holdings plc

Notice of 2024 Annual General Meeting

Biographies for our Board of Directors

Mike McTighe, Non-Executive Director and Board Chair

Mike has a wealth of leadership, board, and regulatory experience from both public and private companies.

He is the Chair of Openreach Limited and Together Financial Services Limited. He also chairs the boards of Press Acquisitions Limited and May Corporation Limited, the respective parent companies of the Telegraph Media Group and The Spectator (1828) Ltd. He was also appointed as Chair of the Telegraph Media Group Limited in March 2024.

For over 20 years, Mike has held various non-executive director roles in a range of regulated and unregulated industries while also spending eight years on the board of Ofcom and one year on the board of Postcomm. He has also held many Chair positions over the years, including chairing several UK and US public company boards.

Mike spent most of his executive career at Cable & Wireless, Philips, Motorola and GE.

He holds a BSc (Eng) honours degree in Electrical Engineering.

Breon Corcoran, Chief Executive Officer

Breon brings strong and impactful leadership experience as a CEO to the Group. Breon has led teams in businesses in Europe, Australia, and the US.

He has been the Chair at Auction Technology Group since 2020.

Breon held the position of CEO at Zepz from 2018 to 2022. Prior to Zepz, Breon was CEO at Paddy Power Betfair, where he led the merger of Betfair and Paddy Power in 2016. His career began as Vice-President in Equity Derivative Trading at J.P. Morgan and he has also worked at Bankers Trust.

In 2016, he was awarded the UK Sunday Times' "Business Leader of the Year" award.

Breon holds a BA in Mathematics from Trinity College, Dublin, and an MBA from INSEAD.

Jonathan Moulds, Senior Independent Director (SID)

Jonathan has extensive experience in financial services in the UK, US and Asia from his 25+ year executive career.

He currently chairs Citi's largest global subsidiary CGML, Financial Markets Standard Board Limited and Litigation Capital Management Limited.

Jonathan spent the majority of his career at Bank of America where he became head of Bank of America's International businesses and subsequently European President of Bank of America Merrill Lynch, and the CEO of Merrill Lynch International following the merger of the two companies. He was recently Group Chief Operating Officer at Barclays Plc.

He has also served on key industry associations, including the International Swaps and Derivatives Association as Chair, Association for Financial Markets in Europe as a Director, and Capital Markets Senior Practitioners of the UK Financial Services Authority and the Global Financial Markets Association as a member.

Jonathan has a first class honours in Mathematics from the University of Cambridge and was awarded a CBE in the 2014 Honours List for services to philanthropy.

Rakesh Bhasin, Non-Executive Director

Rakesh brings extensive technology and global markets experience, specifically in the Asia-Pacific region.

He is a Non-Executive Director for a portfolio of companies in multiple sectors.

Rakesh was previously the CEO of Colt Technology Services, a Fidelity-owned company providing network, voice and data centre services globally. He was the Non-Executive Chair of KVH, an Asian-based technology company and Non-Executive Chair of Market Prizm, a financial services-focused technology company. He was also the Chair of CMC Networks, a Carlyle Group investment company based in Africa.

He has also held senior positions within AT&T, including Head of AT&T Asia-Pacific's managed network services business, President of AT&T Japan Limited and Senior Managing Director of Japan Telecom Company Limited.

Rakesh has a BSc in Electrical Engineering from George Washington University.

Andrew Didham, Non-Executive Director

Andrew brings extensive skills and experience in auditing, finance, international markets, risk management and the listed company environment.

He is currently Chair of GCP Infrastructure Investments Limited, Chair of the N.M. Rothschild Pension Trust, and a Non-Executive Director and the Audit Committee Chair of Shawbrook Group plc.

Andrew was previously a Senior Independent Director of Charles Stanley Group plc, where he also served as Non-Executive Chair of its principal operating company, Charles Stanley & Co. Limited. He was also a Non-Executive Director and Chair of the Audit and Risk Committees of Jardine Lloyd Thompson Group plc and a Director of N.M. Rothschild & Sons Limited.

He was a Partner at KPMG from 1990 to 1997 and is a Fellow of the Institute of Chartered Accountants in England and Wales. Upon leaving KPMG in 1997, he served as Group Finance Director of the worldwide Rothschild group for 16 years. From 2012, he has served as an Executive Vice Chair in the Rothschild group.

Andrew has a BA (Hons) in Business Studies (Finance).

Marieke Flament, Non-Executive Director

Marieke is a strategic advisor, helping startups and institutions to innovate and scale.

She is a Senior Advisor for Giga, which is a partnership between the United Nation's Children's Fund (UNICEF) and the International Telecommunication Union (ITU). She is also a Consultant for Sirius International Holding Limited.

She was CEO of NEAR Foundation, where she led the development of a public proof-of-stake blockchain ecosystem. She also served as CEO of Mettle, a digital bank owned by NatWest, and has had senior management roles at Circle, a stablecoin network, and Hotels.com. Marieke started her career as a financial analyst at LVMH before moving into strategy consulting at Boston Consulting Group.

Marieke has an MBA from London Business School and a Master's degree in Computer Science from Télécom Paris.

Wu Gang, Non-Executive Director

Wu Gang has a strong strategic and financial advisory background and a wealth of international experience gained from a career of over 25 years in investment banking in Asia and Europe.

He is a Non-Executive Director of Tritax Big Box REIT plc and Ashurst LLP, where he also chairs the Risk Committee.

Wu Gang held senior leadership positions at a number of leading China-based and global financial services firms including establishing and leading the London-based European investment banking group at CITIC CLSA, the international platform of CITIC Securities. Prior to this, he led M&A and General Industrials' client coverage groups at ICBC International. He also held senior level positions at the Royal Bank of Scotland, HSBC and Merrill Lynch in Hong Kong and London. He started his investment banking career at Goldman Sachs.

He was previously a Non-Executive Director of Laird plc.

Wu Gang has an MBA from INSEAD, an MA from SOAS, and a BA from Fudan University.

Sally-Ann Hibberd, Non-Executive Director

Sally-Ann has an extensive background in financial services and technology.

She currently serves as Chair of Clear Group and as a Non-Executive Director of Lowell Group, where she chairs the Risk and Sustainability Committees. She is also a Trustee of Beyond Words, a UK charity.

Sally-Ann previously served as Chief Operating Officer of the International Division, and latterly as Group Operations and Technology Director of Willis Group. She has also held several senior executive roles at Lloyds TSB.

She has been a Non-Executive Director of Shawbrook Group plc, Equiniti Group plc and The Co-operative Bank plc, serving as Chair or a member for several committees including Risk, Audit, Nomination and Remuneration.

Sally-Ann holds a BSc in Civil Engineering from Loughborough University and an MBA from CASS Business School.

Susan Skerritt, Non-Executive Director

Susan is a commercial banker, industry consultant and corporate treasury professional with expertise in global financial markets, regulatory matters and strategic project management. She is the Chair of IG US Holdings Inc. which has responsibility for our North America business.

She is a Lead Director of Community Financial Systems, Inc. and an Independent Director of Tanger, Inc. in the US as well as a Non-Executive Director of Falcon Group. She is Audit and Risk Committee Chair at Falcon Group and Audit Committee Chair at Tanger.

Susan previously served as Chair, CEO and President at Deutsche Bank Trust Company Americas, a Non-Executive Director and the Human Resources and Corporate Governance Chair at Royal Bank of Canada US Group, and an Executive Board Member at Deutsche Bank USA and Bank of New York Mellon Trust Company.

She is also a Trustee of the Village of Saltaire.

Susan has an MBA in Finance and International Business from New York University Stern School of Business and a BA in Economics from Hamilton College.

Helen Stevenson, Non-Executive Director

Helen brings extensive marketing and digital experience from a range of industries, together with strong customer focus. She is an experienced non-Executive director with particular experience regarding remuneration matters.

She currently chairs RM plc. She is also a Governor of Wellington College.

Helen was previously the Senior Independent Director of Reach plc, a Non-Executive Director of Skipton Building Society and served on the board of Kin and Carta as Remuneration Committee Chair and Senior Independent Director.

She was also the Chief Marketing Officer UK at Yell Group plc from 2006 to 2012 and, prior to this, Lloyds TSB's Group Marketing Director. She started her career with Mars Inc where she spent 19 years, culminating in her role as European Marketing director leading category strategy development across Europe.

Helen has a BA (Hons) degree in Chemical Engineering from Cambridge University.

Notice of 2024 Annual General Meeting

IG Group Holdings plc Notice of Annual General Meeting

Notice is hereby given that the AGM of the Company will be held at the offices of Linklaters LLP, located at One Silk Street, London EC2Y 8HQ, on Wednesday, 18 September 2024 at 10:00.

The business of the AGM will be to consider and, if thought fit, to pass Resolutions 1 to 16 inclusive as ordinary resolutions and Resolutions 17 to 20 inclusive as special resolutions.

Ordinary resolutions

1. To receive the Company's accounts and the Directors' Report and the Independent Auditors' Report for the year ended 31 May 2024.
2. To approve the Directors' Remuneration Report for the year ended 31 May 2024.
3. To declare a final dividend on the ordinary shares of the Company for the year ended 31 May 2024 of 32.64 pence per ordinary share.
4. To re-elect Mike McTighe as a Director of the Company.
5. To re-elect Jonathan Moulds as a Director of the Company.
6. To re-elect Rakesh Bhasin as a Director of the Company.
7. To re-elect Andrew Didham as a Director of the Company.
8. To re-elect Wu Gang as a Director of the Company.
9. To re-elect Sally-Ann Hibberd as a Director of the Company.
10. To re-elect Susan Skerritt as a Director of the Company.
11. To re-elect Helen Stevenson as a Director of the Company.
12. To elect Breon Corcoran as a Director of the Company.
13. To elect Marieke Flament as a Director of the Company.
14. To re-appoint PricewaterhouseCoopers LLP as the Auditor of the Company to hold office until the conclusion of the next AGM at which accounts are laid.
15. To authorise the Audit Committee of the Board to determine the Auditor's remuneration.
16. That the Directors be and are generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:
 - i. up to an aggregate nominal amount of £6,094; and
 - ii. comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further nominal amount of £6,094 in connection with a pre-emptive offer;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and to expire at the end of the next AGM of the Company or 30 November 2025, whichever is earlier but, in each case, so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this resolution has expired.

For the purposes of this Resolution,

- i. "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory; and
- ii. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

Special resolutions

17. That, subject to the passing of Resolution 16 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the 2006 Act) wholly for cash, as if Section 561(1) of the 2006 Act did not apply to any such allotment pursuant to the authority given by Resolution 16 above and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, such authority to be limited to:
 - i. allotment in connection with a pre-emptive offer; and
 - ii. otherwise than in connection with a pre-emptive offer, allotments up to an aggregate nominal amount of £1,846; such authority to expire at the end of the next AGM of the Company or 30 November 2025, whichever is earlier but in each case so that the Company may make offers and enter into agreements before the expiry of such authority which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors shall be entitled to allot equity securities and sell treasury shares pursuant to any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- i. "pre-emptive offer" has the same meaning as in Resolution 16 above;
- ii. references to an allotment of equity securities shall include a sale of treasury shares; and

- iii. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

18. That, subject to the passing of Resolution 16 above, and in addition to any authority granted by Resolution 17 above, the Directors be authorised pursuant to Section 570 and Section 573 of the 2006 Act to allot equity securities (within the meaning of Section 560(1) of the 2006 Act) wholly for cash under the authority conferred by Resolution 17 above and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, as if Section 561(1) of the 2006 Act did not apply to any such allotment, such allotment be limited to allotments up to an aggregate nominal amount of £1,846, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

Such authorities to expire at the end of the next AGM of the Company or 30 November 2025 whichever is the earlier, but in each case so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution, references to an allotment of equity securities shall include a sale of treasury shares.

19. That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the 2006 Act to make market purchases (as defined in Section 693 of the 2006 Act) of ordinary shares of 0.005 pence each in the capital of the Company provided that:
- i. the maximum number of shares which may be purchased is 36,934,031 (representing an amount equal to 10 per cent of the Company's total issued ordinary share capital as at 6 August 2024);
 - ii. the minimum price which may be paid for each share is 0.005 pence;
 - iii. the maximum price which may be paid for a share is an amount equal to the higher of:
 - (i) 105 per cent of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; or

- (ii) the higher of the price of the last independent trade and the highest current bid as stipulated by Commission adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation as it applies in the UK; and

- iv. this authority shall expire at the conclusion of the next AGM of the Company or 30 November 2025, whichever is earlier (except in relation to the purchase of shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

20. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD



Aurelia Gibbs
Group Company Secretary
IG Group Holdings plc
7 August 2024

Registered Office:
Cannon Bridge House
25 Dowgate Hill, London
EC4R 2YA

Registered in England and Wales

Registered number: 04677092

Notice of 2024 Annual General Meeting

Notes to the Notice of Annual General Meeting

1. Shareholders wishing to attend the meeting are asked to register their intention at www.investorcentre.co.uk/eproxy no later than 10:00 on Monday, 16 September 2024. Rules around capacity at the venue and changes in health and safety requirements may mean Shareholders cannot ultimately attend the meeting.
2. A member entitled to attend and vote at the AGM may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the AGM. A member can appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attaching to different shares held by them. A proxy need not be a member of the Company. Completion and submission of an instrument appointing a proxy will not preclude a member from attending and voting in person at the AGM. A Form of Proxy is enclosed.

In order to be a valid appointment of proxy, the Form of Proxy and the original (or a certified true copy) of any power of attorney or other authority, if any, under which the Form of Proxy is signed must be received by post, by courier or (during normal business hours only) by hand at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 16 September 2024 at 10:00 (or, in the event of an adjournment, the time which is 48 hours before the adjourned meeting).

Alternatively, members can submit their proxy online at www.investorcentre.co.uk/eproxy by following the instructions provided.

Please note that any electronic communication sent to the Company or to Computershare Investor Services PLC that is found to contain a computer virus will not be accepted. The use of the internet service in connection with the AGM is governed by Computershare Investor Services PLC's conditions of use set out on the website, www.investorcentre.co.uk/eproxy and may be read by logging on to that site.

If a member wishes to appoint more than one proxy and so requires additional Forms of Proxy, the member should contact Computershare Investor Services PLC on the Shareholder Helpline +44 (0)371 495 2032 or members may photocopy the Form of Proxy. (Calls to this number cost no more than a national rate from any type of phone or provider.)

If in doubt you should check with your phone line provider as to the exact cost involved for you to call this number. Lines are open 8.30am – 5.30pm, Monday – Friday excluding UK bank holidays.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10:00 on 16 September 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof by using the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com). 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 by means of CREST to be valid, the appropriate CREST message ("a CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to 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 number 3RA50) 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 time stamp 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 a proxy appointed through CREST should be communicated to them by other means. 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 therefore the responsibility of the CREST member concerned (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s)), to procure that their CREST sponsor or voting service provider(s) to take 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 to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

4. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the 2006 Act ("Nominated Persons"). Nominated Persons may have a right under an agreement with the registered Shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Nominated Persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or, perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.

5. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
6. Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 and for the purposes of Section 360B of the 2006 Act, in order to be able to attend and vote at the AGM or any adjourned meeting, (and also for the purposes of calculating how many votes a person may cast), a person must have their name entered on the Register of Members of the Company by close of business on 16 September 2024 (or by close of business on the date two days before any adjourned meeting). Changes to entries on the Register of Members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
7. Shareholders are entitled to attend and vote at general meetings of the Company. As at 6 August 2024, being the latest practicable date before the publication of this notice, the Company's total issued ordinary shares was 369,340,310 carrying one vote each on a poll. Therefore, the total voting rights in the Company as at 6 August 2024 are 369,340,310.
8. Under Section 527 of the 2006 Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:
 - i. the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the meeting for the year ended 31 May 2024; or
 - ii. any circumstance connected with an Auditor of the Company appointed for the year ended 31 May 2024 ceasing to hold office since the previous meeting at which Annual Report and Accounts were laid in accordance with Section 437 of the 2006 Act.

The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the year ended 31 May 2024 includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.

9. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any question relating to the business being dealt with at the meeting put by a member attending the meeting. However, members should note that no answer need be given in the following circumstances:
 - i. if to do so would interfere unduly with the preparation of the meeting or would involve a disclosure of confidential information;
 - ii. if the answer has already been given on a website in the form of an answer to a question; or
 - iii. if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
10. As soon as practicable following the meeting, the results of the votes cast for and against and the number of votes actively withheld in respect of each of the resolutions proposed at the meeting will be announced via a Regulatory Information Service and also placed on the Company's website **www.iggroup.com**.
11. This notice, together with information about the total number of shares in the Company in respect of which members are entitled to exercise voting rights at the meeting as at 6 August 2024, being the latest practicable date before the publication of this notice and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice, will be available on the Company's website **www.iggroup.com**.
12. Any electronic address provided either in this Notice or in any related documents (including the enclosed Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

Notice of 2024 Annual General Meeting

13. The copies of contracts of service of Directors with the Company or with any of its subsidiary undertakings and the letters of appointment of Non-Executive Directors will be available for inspection at the registered office of the Company, in accordance with government guidelines, at Cannon Bridge House, 25 Dowgate Hill, London, EC4R 2YA during normal business hours on any weekday (Saturdays, Sundays and UK public holidays excepted). These documents will also be available at least 15 minutes prior to and during the AGM.
14. Resolutions 1 to 20 at the 2024 AGM will be taken on a poll vote. This will result in a more accurate representation of the views of our Shareholders by ensuring that every vote is recognised, including the votes of all Shareholders who are unable to attend the meeting but who appoint a proxy for the meeting. On a poll, each Shareholder has one vote for every share held.