THIS DOCUMENT AND ANY ACCOMPANYING DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek immediately your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000 if you are in the UK or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in IG Group Holdings plc, please send this document, together with the accompanying Form of Proxy, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

# **IG Group Holdings plc**

Incorporated in England and Wales under the Companies Act 2006 with registered number 04677092

# Proposed Capital Reduction and Notice of General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chair of the Company which is set out on pages 3 to 7 of this document and which recommends you to vote in favour of the Resolution to be proposed at the General Meeting referred to below.

Notice of a General Meeting of the Company to be held at Cannon Bridge House, 25 Dowgate Hill, London, EC4R 2YA, at 10 a.m. on 29 May 2025 is set out on pages 9 to 10 of this document. A Form of Proxy for use at the General Meeting is enclosed and, to be valid, should be completed, signed and returned so as to be received by the Company's Registrars, Computershare Investor Services plc of The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible but, in any event, so as to arrive no later than 10 a.m. on 27 May 2025. Completion and return of a Form of Proxy will not prevent members from attending and voting in person should they wish to do so.

A summary of the action to be taken by Shareholders is set out on page 6 of this document and in the notice of General Meeting.

Capitalised terms have the meaning ascribed to them in Part II (Definitions) of this document.

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# **EXPECTED TIMETABLE OF PRINCIPAL EVENTS**

All times shown in this document are London times unless otherwise stated

Publication of this Circular 12 May 2025

Latest time and date for receipt of Forms of Proxy 10 a.m. on 27 May 2025

General Meeting 10 a.m. on 29 May 2025 Expected date of initial directions hearing of the Court 13 June 2025

Expected date of Court Hearing to confirm Capital Reduction 24 June 2025

Expected effective date for the Capital Reduction Expected to be 2-5

business days after the Court order confirming the Capital Reduction is delivered to Companies House for registration

#### PART I

# LETTER FROM THE CHAIR OF IG Group Holdings plc

(Incorporated in England and Wales under the Companies Act 2006 with registered number 04677092)

Registered Office:

Cannon Bridge House 25 Dowgate Hill London EC4R 2YA

12 May 2025

Dear Shareholder

# **Proposed Capital Reduction**

#### 1 Introduction

I am writing to you in connection with the proposals recommended by the Board to create additional distributable reserves in the Company to support its capital allocation policy. Specifically, it is proposed to:

- release the Company's merger reserve (in the amount of £300,000,000) by issuing and then cancelling the New Deferred Shares;
- reduce the Company's share premium account by £125,747,231; and
- reduce the Company's capital redemption reserve by £3,501,

#### together, the "Capital Reduction".

The purpose of this Circular is to (i) explain the background and reasons for the Capital Reduction, (ii) explain why the Board unanimously considers the Capital Reduction to be in the best interests of the Company and the Shareholders as a whole and (iii) recommend that you vote in favour of the Resolution to be proposed at the General Meeting.

Capitalised terms have the meaning ascribed to them in the Definitions sections of this Circular.

# 2 Background to and reasons for the Capital Reduction

While the Company has headroom over regulatory capital requirements, the Board has identified certain reserves that are not currently distributable, which can limit returns to shareholders via dividend or share buyback. A portion of these reserves can be converted into distributable reserves to provide flexibility for future returns of value to the Company's shareholders pursuant to the Capital Reduction.

The Capital Reduction is being undertaken to increase the distributable reserves of the Company and to give the Company the flexibility to make future distributions of profits in cash or in specie and/ or to make purchases of its own shares.

Under the Companies Act, a company may, with the sanction of a special resolution passed by its shareholders and confirmation of the Court, reduce or cancel its share capital, share premium account, capital redemption reserve and other reserves. It may then apply the sums resulting from such reduction to its distributable reserves. These sums may then be treated as distributable for the purposes of making future returns of value to Shareholders. The Company has obtained FCA approval to carry out the Capital Reduction.

It should be noted that any future decision to make a distribution or effect a share buy-back will be taken only after careful analysis of the Company's financial position, the Company's strategic plans and prevailing economic and commercial conditions affecting the Company's business and prospects at the relevant time. Any such future distributions or share buy-backs will be subject to FCA approval in the usual way.

## 3 The Capital Reduction

As at 7 May 2025, the Company has the merger reserve account standing to the credit of £590,016,337, the share premium account standing to the credit of £125,747,231 and the capital redemption reserve standing to the credit of £3,501.

The Company intends to release part of the merger reserve (in the amount of £300,000,000, as described below), reduce the share premium account by £125,747,231 and reduce the capital redemption reserve by £3,501.

The Board has undertaken a thorough and extensive review of the Company's liabilities (including contingent liabilities) and considers that the Company will be able to satisfy the Court that there is no real likelihood that any creditor of the Company would be prejudiced by the Capital Reduction.

It is anticipated that the initial directions hearing in relation to the Capital Reduction will take place on 13 June 2025, with the final Court Hearing taking place on 24 June 2025 and the Capital Reduction becoming effective in the following days, following the necessary registration of the Court order at Companies House. Although the amount standing to the credit of the share premium account and/or the capital redemption reserve may increase prior to the final Court Hearing, the amount by which the share premium account and the capital redemption reserve will be reduced (as set out above) will not be altered as a result of any such increase.

There will be no change in the number of Ordinary Shares in issue (or their nominal value) following the implementation of the Capital Reduction and no new share certificates will be issued as a result of the Capital Reduction or the issue of the New Deferred Shares. The Capital Reduction itself will not involve any distribution or repayment of capital, share premium or capital redemption reserve by the Company and will not reduce the underlying net assets of the Company. The distributable reserves arising on the Capital Reduction will support the Company's ability to pay dividends or buy back shares should circumstances in the future make it desirable to do so. Shareholders should note that if, for any reason, the Court declines to approve the Capital Reduction, the Capital Reduction will not take place. The Board reserves the right to abandon or to discontinue (in whole or in part) the application to the Court in the event that the Board considers that the terms on which the Capital Reduction would be (or would be likely to be) confirmed by the Court would not be in the best interests of the Company and/or the Shareholders as a whole.

The merger reserve cannot be reduced directly in a reduction of capital (as a result of the technical requirements of the Companies Act 2006). Therefore, in order to release the merger reserve into distributable reserves, it is necessary first to convert such reserve into share capital by issuing New Deferred Shares (the 'Bonus Issue'), and then cancelling those shares as part of the Capital Reduction.

The New Deferred Shares will be allotted and issued to a single third party (who will be a member) who will hold the New Deferred Shares on behalf of such shareholders. The New Deferred Shares are only intended to be in issue for a short period pending their cancellation, which is expected to be confirmed by the Court shortly after they are issued. The New Deferred Shares will have extremely limited rights. In particular, the New Deferred Shares will carry no rights to vote, no rights to participate in the profits of the Company and no rights to participate in the Company's assets, save on a winding-up (and then only after £1,000,000 in capital has been returned on each Ordinary Share in issue). The New Deferred Shares will not be transferable. The New Deferred Shares will have no market value due to their limited rights and the Company expects that the New Deferred Shares will not be admitted to listing or to trading on any market.

Article 124 of the Company's current Articles of Association requires that the Bonus Issue be undertaken only to existing holders of Ordinary Shares and only in proportion to their existing holding of Ordinary Shares. In order to effect the Bonus Issue, it is proposed in paragraph (i) of the Resolution to amend that Article as described above, to confirm the Directors' ability to allot shares in the Bonus Issue to a third party (who may be a member), on behalf of existing holders of Ordinary Shares.

# 4 United Kingdom Taxation

The comments set out below are based on current United Kingdom tax law as applied in England and Wales and HM Revenue & Customs published practice (which may not be binding on HM Revenue & Customs), in each case as at the date of this notice and both of which are subject to change, possibly with retrospective effect. They are intended as a general guide and apply only to shareholders of the Company resident for tax purposes in the United Kingdom (and, in the case of individuals, only to those shareholders who are not eligible for and claiming relief from the United Kingdom taxation of foreign income and gains under the rules introduced by Chapter 1, Part 2 of the Finance Act 2025 and to whom "split year" treatment does not apply), in all cases who hold shares in the Company as an investment and who are, or are treated as, the absolute beneficial owners thereof.

The discussion does not address all possible tax consequences relating to an investment in the shares and instead relates only to certain UK tax consequences of the proposals. Certain categories of shareholders, including those carrying on certain financial activities, those subject to specific tax regimes or benefiting from certain reliefs or exemptions, those connected with the Company and those for whom the shares are employment-related securities may be subject to special rules and this summary does not apply to such shareholders.

Shareholders who are in any doubt about their tax position, or who are resident or otherwise subject to taxation in a jurisdiction outside the United Kingdom, should consult their own professional advisers immediately.

# **Bonus Issue**

The allotment and issue of the New Deferred Shares:

- Should not give rise to any liability to UK income tax, or UK corporation tax on income, for a shareholder.
- Should be treated as a reorganisation of the Company's share capital for UK capital gains tax purposes, and therefore there should be no taxable capital gains tax event on the allotment and issue of the New Deferred Shares for UK tax purposes.

#### **Capital Reduction**

The remaining steps of the Capital Reduction (including the cancellation of the New Deferred Shares) should be treated as further reorganisations of the Company's share capital for UK capital gains tax purposes. Accordingly, no UK tax charge should arise to shareholders as a result (considering that shareholders will not receive any consideration for the cancellation and that the New Deferred Shares will have no market value due to their very limited rights).

#### UK stamp duty and stamp duty reserve tax

No stamp duty or stamp duty reserve tax will be payable on the Capital Reduction.

# 5 General Meeting

The Capital Reduction is conditional upon Shareholders' approval being obtained at the General Meeting. Accordingly, you will find set out at the end of this document a notice convening a General Meeting to be held at Cannon Bridge House, 25 Dowgate Hill, London EC4R 2YA at 10 a.m. on 29 May 2025 at which the Resolution will be proposed to approve the Capital Reduction.

#### 6 Action to be Taken

You will find enclosed a Form of Proxy for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete the Form of Proxy in accordance with the instructions printed on it and return it as soon as possible and in any case so as to be received by the Company's registrars, Computershare Investor Services plc of The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 10 a.m. on 27 May 2025. The return of a Form of Proxy will not prevent you from attending the meeting and voting in person if you wish.

#### 7 Questions

The Company will answer questions relating to the business being dealt with at the meeting, but may choose not to answer if:

- (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information: or
- (ii) the answer has already been given on a website in the form of an answer to a question.

# 8 Recommendation

The Board considers the Capital Reduction to be in the best interests of the Shareholders as a whole and unanimously recommends Shareholders to vote in favour of the Resolution, as the Directors intend to do so in respect of their own beneficial holdings of 416,332 Ordinary Shares, representing approximately 0.12 per cent of the Company's existing issued ordinary share capital as at 7 May 2025, being the latest practicable date prior to publication of this Circular.

Yours faithfully

Mike McTighe

Chair

IG Group Holdings plc

#### **Part II: DEFINITIONS**

The following definitions apply throughout this document, unless stated otherwise:

Articles of the articles of association of the Company;

Association

Board the board of directors of the Company, comprising the Directors;

Capital has the meaning given to it in section 1 of Part I (Letter from the Chair);

Reduction

Circular this document;

Companies Act the Companies Act 2006, as amended;

Company IG Group Holdings plc;

Court the High Court of Justice in England and Wales;

Court Hearing the final Court hearing for confirmation

of the proposed Capital Reduction;

Directors the directors of the Company;

Effective Date the date on which the Court order confirming the Capital Reduction is registered by Companies

House;

FCA Financial Conduct Authority;

Form of Proxy the form of proxy accompanying this document for use by Shareholders in relation to the General

Meeting;

General Meeting the general meeting of the Company to be held at Cannon Bridge House, 25 Dowgate Hill, London

EC4R 2YA on 29 May 2025 at 10 a.m. (or any adjournment thereof) notice of which is set out at the

end of this Circular;

Group the Company and its subsidiary undertakings;

New Deferred

Shares

the new deferred shares of £1 each in the capital of the Company;

Ordinary Shares the ordinary shares of 0.005 pence each in the capital of the Company;

Resolution the resolution set out in the notice of General Meeting at the end of this document; and

Shareholders the holders of the Ordinary Shares.

#### **NOTICE OF GENERAL MEETING**

NOTICE IS HEREBY GIVEN that a GENERAL MEETING of IG Group Holdings plc (the "Company") will be held at Cannon Bridge House, 25 Dowgate Hill, London, EC4R 2YA on 29 May 2025 at 10 a.m. to consider and, if thought fit, pass the following resolution, which will be proposed as a Special Resolution:

#### 1 That:

- (i) the Articles of Association of the Company be and are hereby amended by the inclusion of a new Article 124.4, as follows:
  - "References in this Article to shares being allotted to members shall include an allotment of shares to a third party (who may be a member) as selected by the board to hold such shares on behalf of such members.";
- (ii) the sum of £300,000,000 from the merger reserve of the Company be capitalised and applied in paying up in full New Deferred Shares to, or (if the Directors so determine) to a third party to hold on behalf of, the holders of ordinary shares of 0.005 pence each in the capital of the Company as appearing in the register of members as at the Capitalisation Record Time in proportion as nearly as practicable to the nominal value of the ordinary shares held by them as at the Capitalisation Record Time, subject to such adjustments as the Directors think fit to deal with any fractional entitlements;
- (iii) the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Act to exercise all the powers of the Company to allot New Deferred Shares up to a nominal amount of £300,000,000, such authority to expire on 30 November 2025, and to be in addition and without prejudice to any authority under the said section 551 previously granted and in force on the date on which this Resolution is passed;
- (iv) subject to the allotment and issue of the New Deferred Shares pursuant to paragraph (i) above and the register of members of the Company being written up accordingly, the capital of the Company be reduced by cancelling and extinguishing all the New Deferred Shares without any payment in respect thereof being made to the holder or holders of the New Deferred Shares:
- (v) the Directors be and are hereby authorised to do all such acts and things as they may, in their absolute discretion, consider necessary or expedient to give effect to such capitalisation, allotment and issue of the New Deferred Shares, their cancellation, and all associated matters;
- "Capitalisation Record Time" means 6.30pm on the day before the date of the hearing of the High Court of Justice in England and Wales to confirm the reduction of capital pursuant to paragraph (iv) of this Resolution

"New Deferred Shares" means deferred shares of £1 each in the capital of the Company, having the following rights and restrictions:

- the holders of the New Deferred Shares shall not be entitled in their capacity as holders of such shares to receive any dividend or other distribution of the Company, and the New Deferred Shares shall confer no right to participate in the profits of the Company;
- ii. on a return of capital on a winding-up, there shall be paid to the holders of the New Deferred Shares only the nominal capital paid up, or credited as paid up, on such New Deferred Shares, and only after paying to the holders of the ordinary shares the nominal capital paid up or credited as paid up on the ordinary shares held by them respectively together with the sum of £1,000,000 on each ordinary share;
- iii. the holders of the New Deferred Shares shall not be entitled to any further right of participation in the assets of the Company;
- iv. the holders of the New Deferred Shares shall not be entitled in their capacity as holders of such shares to receive notice of, attend, speak at or vote at any general meeting of the Company;
- v. the New Deferred Shares shall not be listed or traded on any stock exchange, nor shall any share certificates be issued in respect of such shares, and the New Deferred Shares shall be non-transferable except with the written consent of the Directors;
- vi. the Company may from time to time create, allot and issue further shares, whether ranking pari passu with or in priority to the New Deferred Shares, and on such creation, allotment or issue, any such further shares (whether or not ranking in any respect in priority to the New Deferred Shares) shall be treated as being in accordance with the rights attaching to the New Deferred Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the New Deferred Shares;
- vii. any reduction of the capital paid up on the New Deferred Shares and/or the cancellation of the New Deferred Shares (with or without payment in respect thereof) shall be in accordance with the rights attaching to the New Deferred Shares and shall not involve a variation of such rights for any purpose; and
- viii. without prejudice to paragraphs (vi) and (vii) above, the Company is authorised to reduce or cancel (or purchase shares in) its capital of any class or classes and such reduction or cancellation (or purchase) shall not involve a variation of any rights attaching to the New Deferred Shares for any purpose or require the consent of the holders of the New Deferred Shares.
- (vi) the Company's share premium account be reduced by £125,747,231; and

(vii) the Company's capital redemption reserve be reduced by £3,501.

By order of the Board, Aurelia Gibbs Group Company Secretary 12 May 2025

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

Registered in England and Wales No. 04677092

#### Notes

- Shareholders wishing to attend the meeting are asked to register their intention at www.investorcentre.co.uk/eproxy no later than 10 a.m. on 27 May 2025. 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 meeting may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, 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 meeting. 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 27 May 2025 at 10 a.m. (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 meeting 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  $8.30 \, \mathrm{am} - 5.30 \, \mathrm{pm}$ , 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 a.m. on 27 May 2025 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 meeting 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.

- 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 meeting 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 27 May 2025 (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 7 May 2025, being the latest practicable date before the publication of this notice, the Company's total issued ordinary shares was 361,557,868 carrying one vote each on a poll, of which 12,118,927 were held in treasury. Therefore, the total

- voting rights in the Company as at 7 May 2025 are 349,438,941.
- 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:
- a. 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
- b. 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 accounts and reports 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 meeting 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:
- if to do so would interfere unduly with the preparation of the meeting or would involve a disclosure of confidential information;
- if the answer has already been given on a website in the form of an answer to a question; or
- 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 the resolution 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 numbers of shares in the Company in respect of which members are entitled to exercise voting rights at the

- meeting as at 7 May 2025, 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.
- 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.
- 13. The resolution at the meeting 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.