THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PART II OF THIS DOCUMENT COMPRISES AN EXPLANATORY STATEMENT IN COMPLIANCE WITH SECTION 897 OF THE COMPANIES ACT 2006. If you are in any doubt as to the contents of this document or what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, if you are resident in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your IG Group Holdings Shares, please send this document and the accompanying documents (other than documents or forms personalised to you) at once to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, these documents must not be forwarded, distributed or transmitted in, into or from any jurisdiction where to do so would violate the laws of that jurisdiction. If you have sold or otherwise transferred only part of your holding of IG Group Holdings Shares, you should retain these documents and contact the bank, stockbroker or other agent through whom the sale or transfer was effected.

The release, publication or distribution of this document and/or the accompanying documents (in whole or in part) in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document is not a prospectus and it does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer to purchase, acquire, subscribe for, sell or dispose of, any security, including any fully paid ordinary shares in the capital of IG Group Holdings.

IG Group

IG Group Holdings plc

(a public limited company incorporated in England and Wales with company number 04677092)

Recommended Proposal to establish

a new, Jersey incorporated, parent company

as the holding company of the IG Group by means of a Scheme of Arrangement under Part 26 of the Companies Act 2006

and

Notices of Court Meeting and Extraordinary General Meeting

This document has been prepared to comply with English law, the UK Listing Rules and applicable regulations, and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws of any other jurisdiction. This document has not been approved by any regulatory authority of any jurisdiction nor has any such authority endorsed the accuracy or adequacy of this document.

This document (including any documents incorporated into it by reference) should be read as a whole and in conjunction with the accompanying Forms of Proxy.

Capitalised terms used in this document have the meanings ascribed to them in the section of this document headed Part VII (*Definitions*). References to times are to UK time unless otherwise stated.

Your attention is drawn to the letter from the Chair of IG Group Holdings in Part I (*Letter from the Chair*) of this document, which contains the unanimous recommendation of the Board that you vote in favour of the Scheme at the Court Meeting and the Special Resolutions to be proposed at the Extraordinary General Meeting. Part II (*Explanatory Statement*) of this document contains a more detailed explanation of the Scheme.

Notices of the Court Meeting and the Extraordinary General Meeting, both of which will be held at the London offices of IG Group Holdings' solicitors, Freshfields LLP, at 100 Bishopsgate, London, EC2P 2SR on 3 September 2026, are set out in Part VIII (*Notice of Court Meeting*) and Part IX (*Notice of Extraordinary General Meeting*) of this document respectively. The Court Meeting will start at 10.00 a.m. and the Extraordinary General Meeting at 10.15 a.m. (or as soon thereafter as the Court Meeting shall have been concluded or adjourned).

The action to be taken by IG Group Holdings Shareholders in relation to the Court Meeting and the Extraordinary General Meeting is set out in paragraph 5 of Part I (*Letter from the Chair*) and paragraph 19 of Part II (*Explanatory Statement*) of this document. It is very important that as many IG Group Holdings Shareholders as possible cast their votes so that the Court can be satisfied that there is a fair and reasonable representation of their views. IG Group Holdings Shareholders will receive a BLUE Form of Proxy for use in connection with the Court Meeting and a WHITE Form of Proxy for use in connection with the Extraordinary General Meeting. Whether or not you intend to be present at the Court Meeting and the Extraordinary General Meeting in person, please complete and sign each of the Forms of Proxy (or appoint a proxy electronically, as referred to below) in accordance with the instructions printed on them and return them to IG Group Holdings' Registrars, Computershare Investor Services PLC, at the Pavilions, Bridgwater Road, Bristol, BS99 6ZZ as soon as possible and, in any event, so as to be received by Computershare Investor Services PLC by 10.00 a.m. on 1 September 2026 in respect of the Court Meeting and 10.15 a.m. on 1 September 2026 in respect of the Extraordinary General Meeting. If the BLUE Form of Proxy for the Court Meeting is not returned by the specified time, it may be handed to representatives of Computershare Investor Services PLC or the Chair of the Court Meeting before the start of that meeting and will still be valid. In the case of the Extraordinary General Meeting, however, unless the WHITE Form of Proxy is returned by the time mentioned in the instructions printed on it, it will be invalid. The completion and return of a Form of Proxy will not prevent IG Group Holdings Shareholders from attending, voting and speaking in person at either the Court Meeting or the Extraordinary General Meeting, or any adjournment thereof, if they so wish.

Applications will be made to the FCA for IG Jersey Shares to be admitted to the Equity Shares (Commercial Companies) Category of the Official List and to the London Stock Exchange for the IG Jersey Shares to be admitted to trading on the London Stock Exchange's main market. Dealings in IG Group Holdings Shares will continue until the close of business on the Scheme Effective Date. Admission of the IG Jersey Shares to the Equity Shares (Commercial Companies) Category of the Official List will become effective and dealings in IG Jersey Shares on the London Stock Exchange's main market for listed securities will commence, at 8.00 a.m. London time on the Listing Effective Date.

IG Group Holdings Shareholders who hold their shares through CREST and who wish to appoint a proxy or proxies for the Court Meeting and/or the Extraordinary General Meeting or any adjournment(s) may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Further details are set out in Part II (*Explanatory Statement*) of this document.

If you have any practical questions about this document, the Court Meeting, the Extraordinary General Meeting or on the completion and return of the Forms of Proxy, please call the Shareholder Helpline between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (except UK public holidays) on 0371 495 2032 (free from landlines in the UK) or +44 (0) 371 495 2032 (from outside the UK, international rates apply). Please note that calls may be monitored or recorded and the Shareholder Helpline cannot provide financial, legal or tax advice or advice on the merits of the Proposal.

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such other information or representations must not be relied upon as having been so authorised. The contents of this document are not to be construed as legal, financial or tax advice. Each prospective investor should consult his or her own independent legal, financial or tax adviser for legal, financial or tax advice.

IG Jersey Shares have neither been marketed to, nor are available for purchase or exchange in the United States, the United Kingdom or elsewhere in connection with the Scheme. This document is not a prospectus and does not constitute an invitation or offer to sell or the solicitation of an invitation or offer to buy any security.

Forward looking statements

This document (including information incorporated by reference in this document) may contain statements which are, or may be deemed to be, "forward-looking statements". Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of IG Group Holdings about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements.

The forward-looking statements contained in this document include statements relating to approval of the Proposal, the expected effects of the Proposal on the Group, the expected timing and scope of the Proposal, the Court's approval of the Scheme, the approval of IG Jersey Shares for listing on the London Stock Exchange, the terms of the organisational documents of IG Jersey, and other statements other than historical facts. Such forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "projects", "estimates", "plans", "anticipates", "targets", "aims", "continues", "expects", "intends", "hopes", "may", "will", "would", "could" or "should" or, in each case, their negative or other various or comparable terminology.

Although the Group believes that the expectations reflected in such forward-looking statements are reasonable, the Group can give no assurance that such expectations will prove to be correct. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors which are beyond the Company's control and are based on the Company's beliefs and expectations about future events as of the date the statements are made. If the assumptions on which the Group bases its forward-looking statements change, actual results may differ from those expressed in such statements. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements. These factors include the satisfaction of the Conditions, risks related to obtaining requisite shareholder approval, as well as additional inherent business and economic risk factors described in IG Group Holdings' public filings and that will be described in IG Jersey's RIS announcements. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements should therefore be construed in the light of such factors. Neither IG Group Holdings, IG Jersey nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. You are cautioned not to place undue reliance on these forward-looking statements. Other than in accordance with their legal or regulatory obligations, neither IG Group Holdings nor IG Jersey is under any obligation, and IG Group Holdings and IG Jersey expressly disclaim any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

No profit forecasts or estimates

No statement in this document is intended as a profit forecast or a profit estimate and no statement in this document should be interpreted to mean that earnings per IG Group Holdings Share or IG Jersey Share (as the case may be) for the current or future financial years would necessarily match or exceed the historical published earnings per IG Group Holdings Share.

Rounding

Certain figures included in this document have been subjected to rounding adjustments. Accordingly, figures shown in the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

TABLE OF CONTENTS

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

All times shown are London times unless otherwise stated. All dates and times are based on IG Group Holdings' current expectations and are subject to change. If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to IG Group Holdings Shareholders by announcement through a Regulatory Information Service, with such announcement being made available on IG Group Holdings' website at www.iggroup.com/investor-relations.

Event	Expected time/date
Latest time for lodging Forms of Proxy for: Court Meeting (BLUE form)	10.00 a.m. on 1 September 2026(1)
Latest time for lodging Forms of Proxy for: Extraordinary General Meeting (WHITE form)	10.15 a.m. on 1 September 2026(1)
Voting Record Time for the Court Meeting and Extraordinary General Meeting	6.30 p.m. on 1 September 2026(2)
Court Meeting	10.00 a.m. on 3 September 2026
Extraordinary General Meeting	10.15 a.m. on 3 September 2026(3)
Publication of UK Prospectus	Calendar Q4 2026(4)
Court Hearing	Calendar Q4 2026(4)(5)
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, IG Group Holdings Shares	Calendar Q4 2026(4)
Scheme Effective Date	Calendar Q4 2026(4)
Scheme Record Time	6.30 p.m. on the Scheme Effective Date(6)
Scheme Effective Time	10.00 p.m. on the Scheme Effective Date(6)
Cancellation of the entire existing share capital of IG Group Holdings, issuance of new shares in IG Group Holdings issued to IG Jersey and issuance of IG Jersey Shares to IG Group Holdings Shareholders	After 10.00 p.m. on the Scheme Effective Date(6)
Listing Effective Date	Calendar Q4 2026(4)
De-listing of IG Group Holdings Shares	8.00 a.m. on the Listing Effective Date(6)
Admission of the entire issued share capital of IG Jersey to the Equity Shares (Commercial Companies) Category on the Official List and to trading on the London Stock Exchange's main market for listed securities	8.00 a.m. on the Listing Effective Date(6)

Notes:

(1) The BLUE Form of Proxy for the Court Meeting, if not received by the time stated above (or, if the Court Meeting is adjourned, 48 hours (excluding non-working days) before the adjourned Court Meeting), may be handed to a representative of Registrar, on behalf of the Chair of the Court Meeting, or to the Chair of the Court Meeting, before the start of that Meeting. However, in order to be valid, the WHITE Form of Proxy must be received no later than 10.15 a.m. on 1 September 2026 (or, if the Extraordinary General Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Meeting).

(2) If either the Court Meeting or the Extraordinary General Meeting is adjourned, the Voting Record Time for the relevant adjourned Meeting will be 6.30 p.m. on the date which is two days (excluding non-working days) before the date set for such adjourned Meeting.

(3) To commence at the time fixed or, as soon thereafter as the Court Meeting concludes or is adjourned, whichever is the later.

(4) Anticipated dates - exact dates to be notified in due course.

(5) All IG Group Holdings Shareholders have the right to attend the Court Hearing in person or by proxy to support or oppose the sanctioning of the Scheme. It is currently anticipated that the Court Hearing will be held on a day shortly before the Scheme Effective Date (which is expected to be in calendar Q4 2026) at 7 Rolls Buildings, Fetter Lane, London, EC4A 1NL.

(6) It is currently expected that the Scheme Effective Date and the Listing Effective Date will take place in calendar Q4 2026. Further details of the expected completion of the reorganisation will be published in due course. These times and dates are indicative only and will depend on, among other things, the dates upon which: (i) the Conditions are satisfied or (where applicable) waived; (ii) the Court sanctions the Scheme; and (iii) the Court Order sanctioning the Scheme is delivered to the Registrar of Companies. If the expected dates of the Scheme Effective Date and the Listing Effective Date are changed, IG Group Holdings will give adequate notice of the changes by issuing an announcement through a Regulatory Information Service.

SUMMARY

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

This document tells you about the proposal for a reorganisation of IG Group Holdings plc ("**IG Group Holdings**") and its subsidiaries which will result in a new public limited company, Jenkins Topco plc (to be renamed IG Group Holdings plc), incorporated in Jersey becoming the new holding company of the Group (the "**Proposal**").

Here is what you need to do now:

- read this summary;
- read the letter from the Chair of IG Group Holdings set out at Part I on pages 4 to 8 of this document. The letter from the Chair explains what is happening and why the Board unanimously recommends that you should vote in favour of the Proposal;
- read the remainder of this document; and
- if you have any further queries, please call the Shareholder Helpline, the number of which is below.

IG Group Holdings Shareholders should read the whole of this document and not just rely on this summary. This summary should not be regarded as a substitute for reading the whole document.

SHAREHOLDER HELPLINE TELEPHONE NUMBER:

Freephone (plus network charges) 0371 495 2032
+44 (0) 371 495 2032 (if you are calling from outside the UK)
Monday to Friday, 8.30 a.m. to 5.30 p.m. (UK time)
Charges from mobiles and other operators may apply.

Note: For legal reasons, this helpline will only be able to provide practical information and will not provide advice on the merits of any of the Proposal or give any legal, financial or tax advice. For legal, financial or tax advice, you will need to consult an independent legal, financial or tax adviser.

The questions and answers set out in Part V of this document address briefly some questions you may have regarding the Court Meeting and Extraordinary General Meeting and the Proposal, and have been prepared to help you understand what is involved in the Scheme and other matters referred to below. This information is not intended to be a full summary of the information you need in order to make a decision on how to vote (or provide your voting instructions), and therefore may not address all of the questions that may be important to you as an IG Group Holdings Shareholder. Please refer to the more detailed information contained in this document which you should read carefully and in their entirety.

Part I
LETTER FROM THE CHAIR

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

16 July 2026

Dear Shareholder,

RECOMMENDED PROPOSAL IN RESPECT OF THE INTRODUCTION OF A NEW JERSEY HOLDING COMPANY AND RELATED MATTERS

1. Introduction

On 19 March 2026, the IG Group Holdings Board announced the launch of a strategic review to ensure that the Group captures the full long-term opportunity ahead. The ongoing strategic review set out to evaluate routes to maximise shareholder value, including a review of IG Group Holdings' domicile and corporate structure with the aim of increasing the Group's overall financial and strategic flexibility.

On 8 July 2026, the Board announced that IG Group Holdings intends to proceed with a group reorganisation, involving the insertion of a new Jersey incorporated, UK tax resident, holding company - Jenkins Topco plc (to be renamed IG Group Holdings plc) ("**IG Jersey**") - as the ultimate parent company of the Group. It is intended that this new corporate structure will be implemented by means of a UK Court-sanctioned Scheme of Arrangement.

If the Scheme is approved and becomes effective, IG Group Holdings Shareholders will receive IG Jersey Shares immediately following implementation of the Scheme in place of their existing IG Group Holdings Shares that are held at the Scheme Record Time on the following basis:

for every one IG Group Holdings Share, one IG Jersey Share.

IG Group Holdings will then become a wholly-owned subsidiary of IG Jersey (and will be renamed). The rights attaching to the IG Jersey Shares will be very similar to those attaching to the IG Group Holdings Shares including as to, and in respect of the same proportion of, the profits, net assets and dividends of the Group.

The Proposal forms part of the strategic review, which also comprises the ongoing evaluation of other routes to maximise shareholder value - including acquisitions to accelerate growth, a review of the Group's listing venues and potential combinations of parts of the Group with other industry participants. As previously announced, the outcome of the strategic review will be set out at a Strategy Update in autumn 2026.

Following the Scheme Effective Time:

1. IG Group Holdings Shares will be de-listed from the Equity Shares (Commercial Companies) Category of the UK Official List and from the London Stock Exchange's main market for listed securities;
2. IG Jersey Shares will be issued in consideration for IG Group Holdings Shares on a one-for-one basis; and
3. IG Jersey Shares will be admitted to listing on the Equity Shares (Commercial Companies) Category of the UK Official List and admitted to trading on the London Stock Exchange's main market for listed securities.

If the Scheme is not approved by IG Group Holdings Shareholders, then IG Group Holdings will remain the ultimate parent company of the Group and the Group will retain its existing structure.

It is currently anticipated that, subject to the necessary approvals (including from the FCA), the Scheme will become effective, and trading in IG Jersey Shares will commence on the Equity Shares (Commercial Companies) Category of the London Stock Exchange, in calendar Q4 2026.

The purpose of this document is to explain the Proposal and why the Board considers the Scheme to be in the best interests of IG Group Holdings and its shareholders as a whole. The Board is unanimously recommending that you vote in favour of the Proposal. A summary of the recommended action to be taken is set out in paragraph 5 of this Part I and on the Forms of Proxy accompanying this document.

2. Background to and reasons for the Proposal

In connection with the strategic review, the Board has undertaken a comprehensive assessment of the Group's domicile and corporate structure, with a particular focus on increasing overall financial and strategic flexibility so as to better reflect the Group's international footprint, with around two thirds of revenue now generated outside the UK.

As currently structured, with a UK parent, the entire Group is subject to consolidated regulatory capital requirements under the FCA's UK Investment Firms Prudential Regime, as implemented in the MIFIDPRU sourcebook ("**MIFIDPRU**").

Although these requirements remain an important facet of the Group's UK operations - with no significant change anticipated to the Group's capital requirement in respect of its UK business, and a continuation of its longstanding policy of being strongly capitalised and prudently managed at all times - we have concluded that the existing corporate structure does not best serve the efficient governance and capital management of the Group's international business or its ability to deploy capital flexibly in pursuit of its long-term international growth strategy, including through mergers and acquisitions.

In light of these considerations, the Board evaluated alternative holding company structures and concluded that a redomiciliation of the Group's parent company to Jersey (whilst retaining UK tax residence) would provide a more efficient and flexible framework to support the Group's broader strategic objectives and to reflect the continuing evolution of its international footprint.

Inserting a new Jersey parent company - to also be named IG Group Holdings plc - above the existing UK parent company will achieve these objectives, but within a legal framework that is substantially similar to the UK and with minimum impact on the Group's UK operations, current listing structure and tax profile.

Following implementation of the Proposal, the UK sub-group will remain subject to FCA consolidated prudential supervision under MIFIDPRU. Furthermore, the consolidated capital requirement will continue to be calculated on the basis of the MIFIDPRU investment firms and other relevant financial undertakings within the UK group and the Board intends to continue to capitalise the UK business on a prudent basis, significantly in excess of its capital requirements. Conversely, the international businesses within the Group can be capitalised more efficiently. Notwithstanding the enhanced strategic and financial flexibility afforded by the Proposal, the Board remains committed to its conservative approach to leverage and is focussed on maintaining the Group's investment grade status. Accordingly, the Board believes that the Proposal achieves the objectives of allowing the Group to be run in a prudent manner whilst at the same time facilitating its overall growth strategy.

3. Wider impact of the Proposal

3.1 Business and operations

IG Jersey will have the same business and operations after the Scheme Effective Date as IG Group Holdings has now. The Proposal will not result in any changes in the day-to-day operations of the business of the Group or its strategy and is not expected to have any adverse impact on IG Group Holdings Shareholders as a whole. Further, the intention is that IG Jersey will be tax resident in the UK, as IG Group Holdings is now, and so the Scheme is not expected to change the jurisdictions in which the Group pays taxes.

3.2 Corporate governance and the Board

(a) *Corporate governance and law*

IG Jersey will retain the Group's strong commitment to the highest standards of governance and corporate responsibility.

As IG Jersey Shares will be admitted to the Equity Shares (Commercial Companies) Category and to trading on the London Stock Exchange's main market for listed securities, the UK Listing Rules and certain elements of UK company law will also continue to apply to IG Jersey. In addition, IG Jersey will remain subject to, and intends to remain in compliance with, the UK Corporate Governance Code.

The governing company law that will apply to IG Jersey will be Jersey law. Part IV contains a summary of the differences between Jersey law and UK law, which is the governing company law of IG Group Holdings.

(b) *The City Code on Takeovers and Mergers*

As a company incorporated in the United Kingdom with shares admitted to listing on the Equity Shares (Commercial Companies) Category of the UK Official List and admitted to trading on the London Stock Exchange's main market for listed securities, the UK City Code on Takeovers and Mergers (the "**Code**") currently applies to IG Group Holdings.

The Code would continue to apply to IG Jersey due to its incorporation in Jersey and its admission to trading on the London Stock Exchange's main market for listed securities, meaning that IG Group Holdings Shareholders will continue to be afforded the protections provided by the Code.

(c) *The IG Jersey Board*

IG Jersey will have the same Board and management as IG Group Holdings has immediately prior to the Scheme Effective Time. Accordingly, each Director of IG Group Holdings at the Scheme Record Time will become a director of IG Jersey. Following the Scheme Effective Date, the annual general meetings of IG Jersey will be held in the UK.

IG Jersey intends to retain a remuneration policy in respect of its Executive and Non-Executive Directors in line with common practice for UK listed companies. Each Non-Executive Director of IG Group Holdings will enter into a letter of appointment with IG Jersey, the terms of which (including the expiry date) will be the same as the terms of his or her appointment with IG Group Holdings.

Following the Scheme Effective Time, there is currently no intention to make any immediate changes to the amount or structure of the remuneration of the Executive and Non-Executive Directors, but the Group intends to keep its remuneration policy under review to ensure that it remains competitive and appropriate as the business continues to execute its strategy.

Further details on the specific effects of the Proposal on the Directors are set out in Part III of this document.

(d) *Listing arrangements and index inclusion*

IG Group Holdings Shares are currently admitted to trading on the London Stock Exchange's main market for listed securities under the symbol IGG. On completion of the Scheme, IG Jersey will be listed on the London Stock Exchange's main market for listed securities under the same symbol.

IG Group Holdings is currently eligible for inclusion in the FTSE indices and, based on its current market capitalisation, is a member of the FTSE 100. The Proposal is not expected to have any impact on the Group's eligibility for FTSE and its inclusion in the FTSE 100.

3.3 Share buybacks and dividends

The Proposal will not impact the Company's existing share buyback programme which was announced on 19 March 2026.

The Board expects to continue to make ordinary dividend payments in accordance with the Group's established capital allocation policies.

3.4 Employee Share Schemes

Following the Scheme, the outstanding awards granted under the Existing IG Employee Share Schemes will be automatically exchanged for the grant of equivalent awards over IG Jersey Shares. Details of the effect of the Scheme on holders of outstanding awards granted under the Existing IG Employee Share Schemes as a result of the Scheme are set out in paragraph 12 of Part III of this document.

In respect of future awards, the Directors expect to adopt the IG Jersey Employee Share Schemes conditional on the Scheme becoming effective or to amend the terms of the Existing IG Employee Share Schemes to permit the grant of awards over IG Jersey Shares.

4. Taxation

Your attention is drawn to paragraph 11 of Part III of this document for further information about certain UK, US and Jersey taxation consequences of the Scheme.

The summary information on taxation in this document is intended as a guide only and holders of IG Group Holdings Shares who are in any doubt about their tax position, or who are resident for tax purposes in countries other than the UK or the US, are strongly advised to contact an appropriate professional, independent adviser immediately.

5. Action to be taken

The Scheme is conditional upon a number of matters, which are set out in full in the explanatory statement contained in Part II of this document, including approval or non-objection of the Relevant Regulators (to the extent required under the relevant applicable law) and approval of the Scheme by the IG Group Holdings Shareholders at the Court Meeting and of the Special Resolutions at the Extraordinary General Meeting. Full particulars of the Court Meeting and the Extraordinary General Meeting are also contained in Part VIII and Part IX of this document respectively, including the action to be taken by IG Group Holdings Shareholders.

In order for the Court to be satisfied that the votes cast fairly represent the views of IG Group Holdings Shareholders, it is important that as many votes as possible are cast at the Court Meeting. IG Group Holdings Shareholders are therefore urged to attend the Court Meeting in person or by proxy. Separate Forms of Proxy for use at the Court Meeting (BLUE) and the Extraordinary General Meeting (WHITE) are enclosed. Whether or not you intend to attend in person at the meeting in question, you are encouraged to complete, sign and return the appropriate Forms of Proxy, as explained in paragraph 19 of the explanatory statement contained in Part II of this document.

If you have any practical questions about this document, the Court Meeting, the Extraordinary General Meeting or the Proposal or are in any doubt as to how to complete the Forms of Proxy, please call the Shareholder Helpline between 8.30 a.m. and 5.30 p.m. Monday to Friday (except on UK public holidays) on 0371 495 2032 (free from landlines in the UK) or +44 (0) 371 495 2032 (from outside the UK, international rates apply). Calls to the shareholder helpline from outside the United Kingdom will be charged at international rates. Other telephone provider costs may apply. Please note that calls may be monitored or recorded and the helpline cannot provide legal, financial or tax advice or advice on the merits of the Proposal.

6. Overseas Shareholders

If you are a citizen, resident or national of a jurisdiction outside of the United Kingdom or the United States, your attention is drawn to paragraph 13 of Part II of this document for further details concerning the Scheme.

7. Recommendation

In the Board's opinion the Proposal is in the best interests of the Company and IG Group Holdings Shareholders as a whole.

Accordingly, the Board unanimously recommends IG Group Holdings Shareholders to vote in favour of the Scheme at the Court Meeting and to vote in favour of all of the Special Resolutions proposed at the Extraordinary General Meeting.

The Directors intend to vote in respect of their own beneficial holdings of IG Group Holdings Shares in favour of the Scheme and of all Special Resolutions proposed at the Extraordinary General Meeting.

The Directors strongly encourage you to complete, sign and return the enclosed Forms of Proxy as soon as possible, and, in any event, by no later than 10.00 a.m. on 1 September 2026 in the case of the BLUE Form of Proxy and 10.15 a.m. on 1 September 2026 in the case of the WHITE Form of Proxy.

Yours faithfully

Andrew Barron

Chair

Part II
EXPLANATORY STATEMENT

(*in compliance with Section 897 of the Companies Act 2006*)

16 July 2026

Dear Shareholder,

RECOMMENDED PROPOSAL IN RESPECT OF THE INTRODUCTION OF A NEW HOLDING COMPANY AND RELATED MATTERS

1. Introduction

On 19 March 2026, the IG Group Holdings Board announced the launch of a strategic review to ensure that the Group captures the full long-term opportunity ahead. The ongoing strategic review set out to evaluate routes to maximise shareholder value, including a review of IG Group Holdings' domicile and corporate structure with the aim of increasing the Group's overall financial and strategic flexibility.

On 8 July 2026, the Board announced that IG Group Holdings intends to proceed with a group reorganisation, involving the insertion of a new Jersey incorporated, UK tax resident, holding company - Jenkins Topco plc (to be renamed IG Group Holdings plc) - as the ultimate parent company of the Group. It is intended that this new corporate structure will be implemented by means of a UK Court-sanctioned Scheme of Arrangement.

The Proposal forms part of the strategic review, which also comprises the ongoing evaluation of other routes to maximise shareholder value - including acquisitions to accelerate growth, a review of the Group's listing venues and potential combinations of parts of the Group with other industry participants. As previously announced, the outcome of the strategic review will be set out at a Strategy Update in autumn 2026.

Your attention is drawn to the letter from the Chair set out in Part I of this document. That letter contains, amongst other things, the unanimous recommendation by the Directors to IG Group Holdings Shareholders to vote in favour of the Scheme at the Court Meeting and to vote in favour of all of the Special Resolutions proposed at the Extraordinary General Meeting.

That letter also states that the Directors consider the Proposal to be in the best interests of IG Group Holdings and IG Group Holdings Shareholders as a whole.

A description of the action to be taken by IG Group Holdings Shareholders in relation to the Court Meeting and the Extraordinary General Meeting is set out in paragraph 19 of this Part II. The full text of the Scheme is set out in Part VI of this document. The full text of each of the Special Resolutions to be proposed at the Extraordinary General Meeting is set out in Part IX of this document.

2. Summary of the Scheme

The Scheme

The principal steps involved in the Scheme are as follows:

(a) *Cancellation of Scheme Shares*

Under the Scheme, all the Scheme Shares will be cancelled at the Scheme Effective Time (which is currently anticipated to be at approximately 10.00 p.m. on the Scheme Effective Date).

In consideration of the cancellation of the Scheme Shares, the Scheme Shareholders will receive, in respect of any Scheme Shares held as at the Scheme Record Time:

for every one Scheme Share cancelled, one IG Jersey Share.

The rights attaching to the IG Jersey Shares will be substantially the same as those attaching to the IG Group Holdings Shares. A summary of the rights attaching to the IG Jersey Shares is set out in Part IV of this document.

(b) Establishing IG Jersey as the new holding company of the Group

Following the cancellation of the Scheme Shares, the credit arising in the books of IG Group Holdings as a result of the cancellation will be applied in paying up in full new shares in IG Group Holdings such that the aggregate nominal value of those shares equals the aggregate nominal value of the Scheme Shares cancelled. The new shares in IG Group Holdings will be issued to IG Jersey which will, as a result, become the holding company of IG Group Holdings and the Group. In turn, IG Jersey will issue IG Jersey Shares to the holders of IG Group Holdings Shares at the Scheme Record Time. Immediately following implementation of the Scheme, the holders of IG Group Holdings Shares will hold IG Jersey Shares in the same number and the same proportions in which they held IG Group Holdings Shares at the Scheme Record Time.

The IG Jersey Subscriber Share will be redeemed and immediately cancelled at the Scheme Effective Time, such that, immediately following the Scheme Effective Time, the share register of IG Jersey will be identical to that of IG Group Holdings immediately prior to the Scheme Effective Time.

(c) Amendments to IG Group Holdings' Articles of Association

It is proposed that the IG Group Holdings Articles be amended in such a way as to ensure that any IG Group Holdings Shares which are issued after the date the amendments become effective but before the Scheme Record Time are allotted subject to the terms of the Scheme and the holders of such shares will be bound by the Scheme accordingly.

This will avoid any person other than IG Jersey being left with IG Group Holdings Shares after dealings in such shares have ceased on the London Stock Exchange and will further ensure that IG Group Holdings will remain a wholly-owned subsidiary of IG Jersey despite any issues of IG Group Holdings Shares.

3. Conditions to implementation of the Scheme

3.1 Conditions

The implementation of the Scheme is conditional upon:

(a) the approval of the Scheme by a majority in number, representing not less than 75 per cent. in value, of the Scheme Shareholders present and voting, either in person or by proxy, at the Court Meeting (or at any adjournment of such meeting);

(b) the passing of the Special Resolutions set out in the notice of the Extraordinary General Meeting to approve the Scheme and various matters in connection with the Scheme at the Extraordinary General Meeting (or any adjournment of such meeting);

(c) the Relevant Regulators each having been notified of, and having approved or having been deemed to have approved, in accordance with the relevant applicable law or regulation (to the extent such notification, approval (or deemed approval) is required by the relevant applicable law or regulation and has not been withdrawn or deemed withdrawn) the direct or indirect acquisition by IG Jersey of any relevant entities within the Group that in each case would occur (or be deemed to occur) upon the Scheme becoming effective;

(d) the sanction of the Scheme by the Court at the Court Hearing and the confirmation by the Court of the IG Group Holdings Reduction of Capital;

(e) a copy of the Court Order having been delivered to the Registrar of Companies for registration; and

(f) the London Stock Exchange having agreed to admit the IG Jersey Shares to the Equity Shares (Commercial Companies) Category of the Official List and to trading on the London Stock Exchange's main market for listed securities, and their agreement not having been withdrawn prior to the Scheme Effective Time.

The Court Hearing to sanction the scheme is currently anticipated to be held in calendar Q4 2026 at 7 Rolls Building, Fetter Lane, City of London, London, EC4A 1NL. IG Group Holdings Shareholders who wish to support or oppose the Scheme are entitled to appear in person or by proxy at the Court Hearing.

Assuming the Scheme is sanctioned by the Court and the other conditions to the Scheme are satisfied or waived by IG Group Holdings as expected, it is currently anticipated that the Scheme will become effective, and dealings in IG Jersey Shares will commence in calendar Q4 2026.

The full text of the Scheme and of the Special Resolutions to be proposed at the Court Meeting and the Extraordinary General Meeting are set out in Part VIII and Part IX, respectively of this document.

3.2 Long-stop date and Scheme modification

If the Scheme has not become effective by 31 December 2027 (or such later date as IG Group Holdings and IG Jersey may agree and the Court may allow), it will lapse, in which event the Scheme will not proceed, IG Group Holdings Shareholders will remain shareholders of IG Group Holdings and the IG Group Holdings Shares will continue to be listed on the Equity Shares (Commercial Companies) Category of the Official List and admitted to trading on the London Stock Exchange's main market for listed securities.

The Scheme contains a provision for IG Group Holdings and IG Jersey jointly to consent, on behalf of all persons concerned, to any modification of or addition to the Scheme, or to any condition that the Court may think fit to approve or impose. IG Group Holdings has been advised by its legal advisers that the Court would be unlikely to approve or impose any modification of, or addition or condition to, the Scheme which might be material to the interests of IG Group Holdings Shareholders unless IG Group Holdings Shareholders were informed of any such modification, addition or condition. It will be a matter for the Court to decide, in its discretion, whether or not further meetings of IG Group Holdings Shareholders should be held. If the Court does approve or impose a modification of, or addition or condition to, the Scheme which, in the opinion of the Directors, is such as to require the further consent of the IG Group Holdings Shareholders, the Directors will not take the necessary steps to enable the Scheme to become effective unless and until such consent is obtained.

3.3 Regulatory change in control

The Scheme constitutes a change in control in respect of the regulated subsidiaries of IG Group Holdings for regulatory purposes, albeit that IG Group Holdings Shareholders will retain the same proportionate ownership of IG Jersey as they had of IG Group Holdings immediately prior to the Scheme becoming effective, and, accordingly, the Scheme is subject to obtaining the relevant regulatory approvals referred to in Condition (c) above.

As at 13 July 2026 (being the latest practicable date prior to publication of this document), the requisite regulatory approvals referred to in Condition (c) above have not yet been obtained. IG Group Holdings and IG Jersey have engaged, or are in the process of engaging, with the Relevant Regulators in connection with the Scheme. It is anticipated that the requisite approvals will be obtained prior to the expected Scheme Effective Time. IG Group Holdings Shareholders will be notified, by way of announcement, if any Relevant Regulator approval has not been obtained by the time the Court Hearing is intended to be held or if any material developments arise in relation to the regulatory approvals process.

4. Effect of the Scheme

The effect of implementation of the Scheme will be as follows:

(a) instead of having its ordinary share capital owned by the current IG Group Holdings Shareholders, IG Group Holdings will become a wholly-owned subsidiary of IG Jersey with effect from the Scheme Effective Time;

(b) instead of owning IG Group Holdings Shares, each current IG Group Holdings Shareholder will own the same number of IG Jersey Shares; and

(c) IG Jersey, a Jersey public limited company, will be the holding company of the Group with a listing on the London Stock Exchange. Immediately following the Scheme Effective Time, IG Jersey will own all of the ordinary share capital of IG Group Holdings (and indirectly the whole of the Group).

5. Independent valuation report

In connection with the allotment of new shares by IG Group Holdings to IG Jersey as part of the Scheme, IG Group Holdings will be required to obtain an independent valuation report in accordance with the requirements of Section 593 of the Companies Act. The independent valuation report will be prepared by Deloitte LLP. The independent valuation report will consider the non-cash consideration (being the IG Jersey Shares issued to the holders of Scheme Shares) in exchange for the allotment of new shares by IG Group Holdings to IG Jersey. It will contain the information prescribed in Section 596 of the Companies Act and will be provided to IG Jersey prior to the Scheme Effective Time and delivered to the Registrar of Companies along with the return of allotment of the new shares in IG Group Holdings in connection with the Scheme.

6. Regulatory capital and consolidated prudential supervision

Following the Scheme becoming effective, it is anticipated that the FCA will prudentially supervise the UK sub-group on a consolidated basis under MIFIDPRU, and the UK sub-group and its relevant UK subsidiaries will submit returns to the FCA on its capital adequacy and other related matters as required.

Certain non-UK subsidiary undertakings of the Group will be reorganised under IG Jersey and will continue to be prudentially regulated by their respective local regulators, where relevant, but will cease to be part of the UK sub-group and so will not form part of the prudential consolidation group supervised by the FCA. Following the Proposal, the Board will continue to assess the Group's capital needs against its operational and strategic requirements.

7. The Code

The Code applies to companies which have their registered office in the United Kingdom, the Channel Islands or the Isle of Man if any of their equity share capital or other transferable securities carrying voting rights are admitted to trading on a UK regulated market, on a UK multilateral trading facility or on any stock exchange in the Channel Islands or the Isle of Man.

As IG Group Holdings is a company incorporated in the United Kingdom with shares admitted to the Equity Shares (Commercial Companies) Category and to trading on the London Stock Exchange's main market for listed securities, the Code currently applies to IG Group Holdings.

The Code will continue to apply to IG Jersey following the Scheme Effective Time, as IG Jersey is incorporated in Jersey and the IG Jersey Shares will be admitted to trading on the London Stock Exchange's main market for listed securities, meaning that IG Group Holdings shareholders will continue to be afforded the protections provided by the Code.

8. Costs

The Group will incur certain costs and expenses relating to the implementation of the Scheme and certain internal re-organisation transactions that are expected to be undertaken in connection with the implementation of the Scheme in order to optimise the Group's operating structure.

9. Taxation

Your attention is drawn to paragraph 11 of Part III of this document for further information about certain UK, US and Jersey taxation consequences of the Scheme.

The summary information on taxation in this document is intended as a guide only and holders of IG Group Holdings Shares who are in any doubt about their tax position, or who are resident for tax purposes in countries other than the UK or the US, are strongly advised to contact an appropriate professional, independent adviser immediately.

10. Directors' and other interests

As at the Latest Practicable Date, the Board of IG Group Holdings was composed of Andrew Barron, Breon Corcoran, Clifford Abrahams, Jonathan Moulds, Rakesh Bhasin, Andrew Didham, Wu Gang, Sally-Ann Hibberd, Susan Skerritt, Helen Stevenson and Marieke Flament.

Upon its incorporation on 19 June 2026, Clifford Abrahams and Paul Jenkins were appointed as the Directors of IG Jersey. The Directors of IG Group Holdings (including the Chair) at the Scheme Effective Time will be appointed as Directors of IG Jersey and Paul Jenkins will resign as Director of IG Jersey such that the board of IG Jersey will replicate the Board of IG Group Holdings immediately prior to the Scheme becoming effective.

IG Jersey intends to retain a remuneration policy in respect of its Executive and Non-Executive Directors in-line with common practice for UK listed companies. Each Non-Executive Director of IG Group Holdings will enter into a letter of appointment with IG Jersey, the terms of which (including the expiry date) will be the same as the terms of his or her appointment with IG Group Holdings.

Following the Scheme Effective Time, there is currently no intention to make any immediate changes to the amount or structure of the remuneration of the Executive and Non-Executive Directors, but the Group intends to keep its remuneration policy under review to ensure that it remains competitive and appropriate as the business continues to execute its strategy.

Details regarding the effect of the Scheme on the Executive Directors' holdings of outstanding awards granted to them under the Employee Share Schemes are set out in paragraph 12 of Part III.

Save as set out above, and in paragraph 12 of Part III, the effect of the Scheme on the interests of the Directors does not differ from the effect on the like interests of other parties.

11. Debt Financing

11.1 Revolving Credit Facility

(a) IG Group Holdings entered into a revolving credit agreement (the "**Facility Agreement**") in respect of a £600,000,000 multicurrency revolving credit facility (the "**Syndicated RCF**") dated 9 May 2025 as a borrower with (i) certain financial institutions acting as lenders thereunder (the "**Lenders**"), and (ii) Lloyds Bank Corporate Markets PLC as facility agent (the "**Facility Agent**").

(b) The Syndicated RCF is scheduled to mature in May 2030. Under the terms of the Syndicated RCF, IG Group Holdings must promptly notify the Facility Agent if it becomes aware of any change of control. A change of control will arise as a result of a holding company being interposed between IG Group Holdings and its shareholders (as contemplated by the Proposal). Following a change of control, a lender shall not be obliged to fund a loan (other than a rollover loan) and any of the Lenders may cancel their commitments and require prepayment of any outstanding loans (if any), together with accrued interest upon 15 business days' notice to IG Group Holdings. As of the date of this document, there are no such outstanding loans.

(c) On the basis that the Proposal will trigger certain change of control provisions under the Syndicated RCF, IG Group Holdings is in the process of obtaining the consent of the Lenders to waive such change of control. It is intended that the Syndicated RCF will be amended and restated to reflect the new Group structure with IG Jersey replacing IG Group Holdings as the borrower under the Syndicated RCF.

11.2 Derivatives

(a) IG Group Holdings has an ISDA Master Agreement in place with Westpac Banking Corporation (the "**ISDA Counterparty**") dated as of 1 July 2025 (the "**Existing ISDA Master Agreement**"). Pursuant to the Existing ISDA Master Agreement, IG Group Holdings may enter into derivative transactions (each an "**ISDA Trade**") with the ISDA Counterparty. From time to time, IG Group Holdings enters into such ISDA Trades to provide protection against, or benefit from, a fluctuation in any rate or price to which it is exposed as part of its business (including interest rates and foreign exchange rates).

(b) The Existing ISDA Master Agreement provides that an "Additional Termination Event" (as defined in the Existing ISDA Master Agreement) shall occur upon a change of control taking place as defined in the Syndicated RCF. As set out in paragraph 11.1 above, the Proposal will constitute a change of control for the purposes of the Syndicated RCF and therefore will constitute an Additional Termination Event for the purposes of the Existing ISDA Master Agreement. Where such an Additional Termination Event arises, the ISDA Counterparty may choose to terminate all outstanding ISDA Trades on the basis of the occurrence of such event.

(c) On this basis, IG Group Holdings is in the process of obtaining the consent of the ISDA Counterparty to waive any such Additional Termination Event under the Existing ISDA Master Agreement. It is intended that a new ISDA master agreement (the "**New ISDA Master Agreement**") will be entered into by IG Jersey and the ISDA Counterparty (on substantially similar terms to the Existing ISDA Master Agreement). Any outstanding ISDA Trades (if any) shall be novated to the New ISDA Master Agreement under an ISDA standard novation agreement and the Existing ISDA Master Agreement shall be terminated.

(d) Within the Group, certain subsidiaries also have ISDA Master Agreements with certain counterparties (the "**Group ISDAs**"). To the extent IG Group Holdings provides credit support in relation to any Group ISDA, or if there is a change of control or other trigger event that occurs under such Group ISDA as a result of the Proposal, it is intended that IG Group Holdings will (i) obtain consent (to the extent necessary) to waive such trigger and (ii) effect the provision of substantially equivalent credit support by IG Jersey as was previously being provided by IG Group Holdings.

11.3 EMTN Programme

(a) In November 2021, IG Group Holdings issued £300,000,000 3.125 per cent. Senior Notes due November 2028 (the "**2028 Notes**") under its £1,000,000,000 Euro Medium Term Note Programme (the "**EMTN Programme**"), of which £300,000,000 are outstanding. In May 2025, IG Group Holdings issued £250,000,000 6.125 per cent. Senior Notes due October 2030 (the "**2030 Notes**", and together with the 2028 Notes, the "**EMTN Notes**") under the EMTN Programme, of which £250,000,000 are outstanding.

(b) No consents are required from the holders of the EMTN Notes for, or in connection with, the Proposal. However, it is currently intended that, subject to satisfaction of certain conditions, IG Jersey will replace IG Group Holdings as issuer of the EMTN Notes in accordance with the provisions relating to substitution of issuer contained in the terms and conditions of the relevant EMTN Notes. IG Jersey will announce the effectiveness of such substitution promptly following its becoming effective.

12. Employee Share Schemes

12.1 Existing IG Employee Share Schemes

Participants in the Existing IG Employee Share Schemes will be written to separately to explain the impact of the Scheme on their outstanding awards. The implications of the Scheme on the outstanding awards under the Existing IG Employee Share Schemes are summarised at paragraph 12 of Part III of this document.

12.2 IG Jersey Employee Share Schemes

In order to continue to provide share-based incentives to employees within the Group, the Directors expect that IG Jersey will either adopt the IG Jersey Employee Share Schemes (which will, other than the fact that they relate to IG Jersey Shares, be essentially the same as and will replace the equivalent Existing IG Employee Share Schemes currently operated by IG Group Holdings) or amend the terms of the Existing IG Employee Share Schemes so that future awards made under any such amended plans relate to IG Jersey Shares.

13. Overseas Shareholders

The implications of the Scheme for, and the distribution of this document to, Overseas Shareholders may be affected by the laws of other (non-UK and non-US) jurisdictions. Overseas Shareholders should inform themselves about and observe all applicable legal requirements.

It is the responsibility of any person into whose possession this document comes to satisfy himself or herself as to the full observance of the laws of the relevant jurisdiction in connection with the Scheme and the distribution of this document and/or the accompanying documents, including the obtaining of any governmental, exchange control or other consents which may be required and/or compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes or levies due in such jurisdiction. To the extent that, due to regulatory restrictions or requirements in overseas territories, there are difficulties associated with Overseas Shareholders holding IG Jersey Shares, it is currently envisaged that (as is customary under schemes of arrangement) the terms of the Scheme will enable IG Jersey to determine that the relevant IG Jersey Shares shall be issued to that Overseas Shareholder and sold on his or her behalf as soon as reasonably practicable after the Scheme becomes effective, with the net proceeds of sale being remitted to the Overseas Shareholder concerned at the risk of such Overseas Shareholder.

Overseas Shareholders should consult their own legal, financial and tax advisers with respect to the legal, financial and tax consequences of the Scheme in their particular circumstances.

THIS DOCUMENT DOES NOT CONSTITUTE AN INVITATION OR OFFER TO SELL OR THE SOLICITATION OF AN INVITATION OR OFFER TO BUY ANY SECURITY. NONE OF THE SECURITIES REFERRED TO IN THIS DOCUMENT SHALL BE SOLD, ISSUED, SUBSCRIBED FOR, PURCHASED, EXCHANGED OR TRANSFERRED IN ANY JURISDICTION IN CONTRAVENTION OF APPLICABLE LAW.

The IG Jersey Shares to be issued to IG Jersey Shareholders in connection with the Scheme have not been, will not be, and are not required to be, registered under the US Securities Act in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) of the US Securities Act. Pursuant to Section 3(a)(10), IG Group Holdings and IG Jersey will advise the Court that they will rely on the Section 3(a)(10) exemption based on the Court's approval of the Scheme, and the Court will hold a hearing on the Scheme's fairness to IG Jersey Shareholders. IG Group Holdings will give timely notice of such fairness hearing to all IG Jersey Shareholders, each of whom will be entitled to appear. The IG Jersey Shares will not be registered under the securities laws of any state of the United States and will be issued pursuant to the Scheme in reliance on available exemptions from such state law registration requirements. Neither the SEC nor any other US federal or state securities commission or other regulatory authority has approved or disapproved of the Scheme or passed or will pass any opinion upon the accuracy or adequacy of this document.

14. Listing, dealings, and settlement

14.1 Listing

IG Jersey will submit applications to the FCA and the London Stock Exchange for the IG Jersey Shares to be admitted to the Equity Shares (Commercial Companies) Category of the Official List and to trading on the London Stock Exchange's main market for listed securities.

The last day of dealings in IG Group Holdings Shares on the London Stock Exchange is currently anticipated to be on the Scheme Effective Date. The last time for registration of transfers of IG Group Holdings Shares is currently anticipated to be 6.30 p.m. on the Scheme Effective Date.

If all the conditions to the Scheme are satisfied, IG Group Holdings intends to seek the de-listing of the IG Group Holdings Shares on the Equity Shares (Commercial Companies) Category of the Official List and of trading on the London Stock Exchange's main market for listed securities with effect from 8.00 a.m. on the Listing Effective Date.

Admission of the IG Jersey Shares to the London Stock Exchange is currently anticipated to become effective, and dealings in the IG Jersey Shares are currently anticipated to commence, at 8.00 a.m. on the Listing Effective Date.

With effect from (and including) the Scheme Effective Time, all share certificates representing the IG Group Holdings Shares will cease to be valid and binding in respect of such holdings and should be destroyed.

14.2 Settlement and dealings

(a) *IG Jersey Shareholders who currently hold IG Group Holdings Shares in uncertificated form*

IG Group Holdings Shares held in uncertificated form will be disabled in CREST as at the Scheme Record Time.

For IG Group Holdings Shareholders who held their IG Group Holdings Shares in a CREST account, IG Jersey Shares which are allotted and issued pursuant to the Scheme are expected to be credited to the relevant CREST member account on the Scheme Effective Date.

CREST is a paperless settlement system enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by written instrument. The IG Jersey Articles permit the holding of IG Jersey Shares under the CREST system. Application will be made for the New IG Jersey Shares to be admitted to CREST with effect from Admission. Accordingly, settlement of transactions in IG Jersey Shares following Admission may take place within the CREST system.

CREST is a voluntary system and holders of IG Jersey Shares who wish to receive and retain share certificates will be able to remove their IG Jersey Shares from the CREST system following the Scheme becoming effective.

(b) *IG Jersey Shareholders who currently hold IG Group Holdings Shares in certificated form*

IG Jersey Shares can be held in certificated form. Definitive share certificates for the IG Jersey Shares of IG Jersey Shareholders who held their IG Jersey Shares in certificated form are expected to be despatched shortly after the Scheme Effective Date.

In the case of joint holders, share certificates will be despatched to the joint holder whose name appears first in the register. All share certificates will be sent by pre-paid first class post at the risk of the person entitled thereto.

Pending the despatch of such certificates, transfers of IG Jersey Shares in certificated form will be certified against the register of IG Jersey. Temporary documents of title have not been, and will not be, issued in respect of such shares.

14.3 Trading currency

Following the Listing Effective Date, IG Jersey Shares will trade in pounds sterling on the London Stock Exchange.

14.4 Dividend payment currency elections and other mandates and elections

Following the Scheme Effective Time, IG Jersey's default payment currency for dividends will remain pounds sterling.

All instructions, dividend payment mandates, other mandates, elections and communication preferences in force on the Scheme Effective Date relating to notices and other communications will, unless and until varied or revoked, be deemed from the Scheme Effective Date to be valid and effective mandates or instructions to IG Jersey in relation to the corresponding holding of IG Jersey Shares. All documents, certificates, cheques or other communications sent by, to, from or on behalf of IG Jersey Shareholders, or as such persons shall direct, will be sent entirely at their own risk.

15. Meetings and consents for implementation of the Scheme

The Scheme will require the approval of IG Group Holdings Shareholders at the Court Meeting, convened pursuant to an order of the Court, and the passing by IG Group Holdings Shareholders of the Special Resolutions set out in the notice of the Extraordinary General Meeting. The Scheme also requires a separate sanction from the Court.

It is expected that IG Jersey will agree to appear by counsel at the Court Hearing to sanction the Scheme and to undertake to be bound by the Scheme.

Notices of the Court Meeting and the Extraordinary General Meeting can be found in Part VIII and Part IX respectively of this document. Entitlement to attend and vote at these Meetings and the number of votes which may be cast thereat will be determined by reference to the register of members of IG Group Holdings at the Scheme Voting Record Time. All IG Group Holdings Shareholders whose names appear on the register of members of IG Group Holdings at the Scheme Voting Record Time shall be entitled to attend and speak and vote at the relevant Meeting in respect of the number of IG Group Holdings Shares registered in their name at that time.

15.1 Court Meeting

The Court Meeting has been convened for 10.00 a.m. on 3 September 2026 pursuant to an order of the Court granted on 15 July 2025. At the Court Meeting, or at any adjournment thereof, the IG Group Holdings Shareholders will consider and, if thought fit, approve the Scheme.

Voting will be by poll and not on a show of hands at the Court Meeting and each IG Group Holdings Shareholder entitled to attend and who is present in person or by proxy will be entitled to one vote for each IG Group Holdings Share held. The statutory majority required to approve the Scheme at the Court Meeting is a majority in number, representing not less than 75 per cent. in value, of the IG Group Holdings Shares voted at the Court Meeting.

In order that the Court can be satisfied that the votes cast constitute a fair representation of the views of the IG Group Holdings Shareholders, it is important that as many votes as possible are cast at the Court Meeting. IG Group Holdings Shareholders are therefore strongly encouraged to take the action referred to in paragraph 19 of this Part II.

It is also particularly important for you to be aware that if the Scheme becomes effective, it will be binding on all Scheme Shareholders irrespective of whether they attended the Court Meeting and irrespective of the manner in which they voted.

15.2 Extraordinary General Meeting

The Extraordinary General Meeting has been convened for 10.15 a.m. on 3 September 2026 (or as soon thereafter as the Court Meeting has been concluded). At the Extraordinary General Meeting or at any adjournment thereof, IG Group Holdings Shareholders will consider and, if thought fit, pass the Special Resolutions set out in the notice of the Extraordinary General Meeting contained in Part IX of this document.

The Special Resolutions set out in the notice of the Extraordinary General Meeting are proposed in order to approve:

(a) the Scheme;

(b) the IG Group Holdings Reduction of Capital;

(c) amendments to the IG Group Holdings Articles to ensure that the holders of any IG Group Holdings Shares allotted before the Scheme Record Time are bound by the Scheme;

(d) the delisting of IG Group Holdings Shares;

(e) the re-registration of IG Group Holdings as a private company limited by shares; and

(f) conditional upon and subject to the re-registration of IG Group Holdings as a private company limited by shares, the adoption of Post-Scheme Articles of Association.

The majority required for the passing of the Special Resolutions is 75 per cent. of the votes cast (in person or by proxy) at the Extraordinary General Meeting. Voting on the Special Resolutions will be by poll and not on a show of hands.

15.3 Proxy Forms

For your convenience, the Forms of Proxy are accompanied by a pre-paid (no stamp required if posted within the UK) envelope addressed to IG Group Holdings' Registrars, Computershare Investor Services PLC. If posting from outside the UK, or you wish to use your own envelope, it should be addressed to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ. Forms of Proxy must be received as soon as possible and, in any event, no later than 10.00 a.m. on 1 September 2026 in the case of the blue Form of Proxy and 10.15 a.m. on 1 September 2026 in the case of the white Form of Proxy. If the blue Form of Proxy for use at the Court Meeting is not returned by the above time, it may be handed to IG Group Holdings' Registrars, Computershare Investor Services PLC, or the Chair of the Court Meeting, before the start of the Meeting. However, in the case of the Extraordinary General Meeting, unless the white Form of Proxy is returned by the time mentioned in the instructions printed on it, it will be invalid. The completion and return of a Form of Proxy will not prevent you from attending and voting in person at either the Court Meeting or the Extraordinary General Meeting, or at any adjournment thereof, if you so wish and are so entitled.

15.4 Sanction of the Scheme by the Court

The Court Hearing to sanction the Scheme is expected to be held at the 7 Rolls Building, Fetter Lane, City of London, London, EC4A 1NL. All IG Group Holdings Shareholders are entitled to appear at the Court Hearing in person or by proxy to support or oppose the sanctioning of the Scheme. It is currently anticipated that the Court Hearing will be held at the Court, and that the Scheme will become effective in calendar Q4 2026.

If the Scheme becomes effective, it will be binding on all IG Group Holdings Shareholders, including those who do not vote to approve the Scheme and those who vote against the Scheme at the Court Meeting and/or at the Extraordinary General Meeting.

Unless the Scheme becomes effective by no later than 31 December 2027, or such later date allowed by the Court and/or agreed by IG Group Holdings and IG Jersey, the Scheme will not become effective.

16. Authorities relating to IG Jersey

Prior to the Scheme Effective Time, the holder of the IG Jersey Subscriber Share and the IG Jersey Board is expected to pass certain resolutions in order to, among other matters, authorise IG Jersey to carry out the actions required of it in relation to the Proposal and enable IG Jersey to operate as the new parent company of the Group from the Scheme Effective Time, including but not limited to:

(a) the approval by the IG Jersey Board of the:

- (i) issuance of IG Jersey Shares in connection with the Scheme to the IG Group Holdings Shareholders;
- (ii) listing of the IG Jersey Shares on the London Stock Exchange;
- (iii) appointment of PricewaterhouseCoopers LLP as IG Jersey's auditors (and for the remuneration of PricewaterhouseCoopers to be agreed by the audit committee of IG Jersey on behalf of the IG Jersey Board);
- (iv) appointment of directors to the IG Jersey Board;
- (v) formation of committees of the IG Jersey Board;
- (vi) adoption of various corporate governance policies and organisational documents of IG Jersey;
- (vii) adoption of the IG Jersey Employee Share Schemes and approval as necessary of any amendment to the Existing IG Employee Share Schemes; and
- (viii) grant of awards by IG Jersey under the IG Jersey Employee Share Schemes in substitution for outstanding awards under the Existing IG Employee Share Schemes.

(b) the approval by the sole shareholder of IG Jersey of:

(i) the adoption of a remuneration policy;

(ii) the adoption of the IG Jersey Articles;

(iii) the authority for the directors of IG Jersey to allot IG Jersey Shares generally and make allotments otherwise than in accordance with pre-emption rights, in accordance with Pre-Emption Group's Statement of Principles and guidance from the Investment Association;

(iv) the authority to make market purchases of IG Jersey Shares; and

(v) the ability for IG Jersey to call general meetings (other an annual general meetings) on 14 days' notice.

17. UK Prospectus

A UK Prospectus relating to IG Jersey, the IG Jersey Shares and Admission, prepared in accordance with the Prospectus Rules, is expected to be made available to the public in electronic form on the Group's website at www.iggroup.com/resource-hub/download-centre once approved by and filed with the FCA shortly prior to the Scheme Effective Time.

The information in the UK Prospectus will include financial information and an operating and financial review in relation to the Group, a business overview of the Group and a section of additional information, including details of the remuneration and interests of the Directors, material contracts and capital resources of the Group and details of litigation concerning the Group, all of which will be relevant to IG Jersey as the new holding company of the Group. Some of this information will be incorporated into the UK Prospectus by reference.

18. Further information

You should read the whole of this document.

Your attention is drawn, in particular, to the summary set out at the front of this document, to the letter from your Chair in Part I, to the Scheme set out in Part VI and to the Notices of Court Meeting and Extraordinary General Meeting in and Part VIII and Part IX.

Copies of the Post-Scheme Articles of Association which are, conditional upon and subject to the re-registration of IG Group Holdings a private company limited by shares, to be adopted by IG Group Holdings (then being a private company limited by shares) in substitution for and to the exclusion of the existing IG Group Holdings Articles can be inspected at the London offices of IG Group Holdings' solicitors, Freshfields LLP, at 100 Bishopsgate, London, EC2P 2SR and at the registered office of IG Group Holdings at Cannon Bridge House, 25 Dowgate Hill, London, EC4R 2YA during normal business hours on any day (Saturdays, Sundays and public holidays excepted) until the close of business on the Scheme Effective Time and will also be available for inspection for 15 minutes before and during the Court Meeting and the Extraordinary General Meeting.

Copies of the Post-Scheme Articles of Association will also be available for inspection on the FCA's national storage mechanism from the date of this document.

This document is available in electronic form on the Group's website at www.iggroup.com/resource-hub/download-centre.

19. Action to be taken

IG Group Holdings Shareholders will find enclosed with this document:

(a) a blue Form of Proxy for use at the Court Meeting; and

(b) a white Form of Proxy for use at the Extraordinary General Meeting.

It is important that, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair and reasonable representation of IG Group Holdings Shareholder opinion. Whether or not you plan to attend the Court Meeting and/or the Extraordinary

General Meeting in person, you are strongly encouraged to complete, sign and return your Forms of Proxy or to appoint a proxy electronically as referred to below, as soon as possible and in any event so as to be received by IG Group Holdings' Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ:

(a) BLUE Forms of Proxy for the Court Meeting by 10.00 a.m. on 1 September 2026; and

(b) WHITE Forms of Proxy for the Extraordinary General Meeting by 10.15 a.m. on 1 September 2026.

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 not later than 10.00 a.m. on 1 September 2026 in the case of the Court Meeting and by 10.15 a.m. on 1 September 2026 in the case of the Extraordinary General Meeting. 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.

If you hold your IG Group Holdings Shares in uncertificated form (i.e. in CREST), you may also vote using the CREST voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes for the notice of the Extraordinary General Meeting set out at the end of Part IX of this document). Proxies submitted via CREST (under CREST participant ID 3RA50) must be received by IG Group Holdings' Registrars, Computershare, not later than 10.00 a.m. on 1 September 2026 in the case of the Court Meeting and by 10.15 a.m. on 1 September 2026 in the case of the Extraordinary General Meeting (or, in the case of an adjourned meeting, not less than 48 hours (excluding non-working days) prior to the time and date set for the adjourned meeting, provided that if both the Court Meeting and the Extraordinary General Meeting are adjourned to the same date, the Voting Record Time for both meetings will be the time that is two days (excluding non-working days) before the time and date set for the later to occur of the adjourned Court Meeting and the adjourned Extraordinary General Meeting).

Forms of Proxy may alternatively be submitted electronically by logging on to the following website http://www.investorcentre.co.uk/eproxy and following the instructions shown on the respective Form of Proxy. For an electronic proxy appointment to be valid, the appointment must be received by IG Group Holdings' Registrars, Computershare, not later than 10.00 a.m. on 1 September 2026 in the case of the Court Meeting and by 10.15 a.m. on 1 September 2026 in the case of the Extraordinary General Meeting (or, in the case of an adjourned meeting, not less than 48 hours (excluding non-working days) prior to the time and date set for the adjourned meeting, provided that if both the Court Meeting and the Extraordinary General Meeting are adjourned to the same date, the Voting Record Time for both meetings will be the time that is two days (excluding non-working days) before the time and date set for the later to occur of the adjourned Court Meeting and the adjourned Extraordinary General Meeting).

The return of the Forms of Proxy, submission of a CREST voting instruction or electronic proxy appointment will not prevent you from attending either of the Court Meeting or the Extraordinary General Meeting and voting in person if you wish. In each case, the forms and cards should be completed in accordance with the instructions printed on them.

The blue Form of Proxy in respect of the Court Meeting may also be handed to IG Group Holdings' Registrars, Computershare, or the Chair at the Court Meeting, before the start of the Meeting. However, in the case of the Extraordinary General Meeting, the white Form of Proxy will be invalid unless it is lodged with IG Group Holdings' Registrars, Computershare, so as to be received by 10.15 a.m. on 1 September 2026.

Part III
ADDITIONAL INFORMATION

1. Information on IG Group Holdings

IG Group Holdings plc is a public limited company incorporated in the United Kingdom. Its registered office is Cannon Bridge House, 25 Dowgate Hill, London, EC4R 2YA.

2. Directors

2.1 The IG Group Holdings Board and their respective functions are as follows:

Director	*Function*
Andrew Barron	*Non-Executive Director and Chair*
Breon Corcoran	*Chief Executive Officer, Executive Director*
Clifford Abrahams	*Chief Financial Officer, Executive Director*
Jonathan Moulds	*Senior Independent Non-Executive Director*
Rakesh Bhasin	*Non-Executive Director*
Andrew Didham	*Non-Executive Director*
Marieke Flament	*Non-Executive Director*
Wu Gang	*Non-Executive Director*
Sally-Ann Hibberd	*Non-Executive Director*
Susan Skerritt	*Non-Executive Director*
Helen Stevenson	*Non-Executive Director*

2.2 The business address of each of the Directors of IG Group Holdings is Cannon Bridge House, 25 Dowgate Hill, London, EC4R 2YA.

2.3 Brief biographical details of the IG Group Holdings Directors are contained on pages 42 to 44 of the 2025 Annual Report.

3. Directors' interests

3.1 On the Scheme becoming effective, assuming that no further IG Group Holdings Shares have been purchased by them or issued to them after 13 July 2026 (being the Latest Practicable Date), members of the IG Jersey Board will have the following beneficial interest in IG Jersey Shares by virtue of the effect of the Scheme on their IG Group Holdings Shares:

Name	Number of IG Group Holdings Shares(1)	Percentage of Issued IG Group Holdings Share Capital	Number of IG Jersey Shares	Percentage of Issued IG Jersey Share Capital
Andrew Barron	—	—	—	—
Breon Corcoran	180,725	0.055%	180,725	0.055%
Clifford Abrahams	10,000	0.003%	10,000	0.003%
Jonathan Moulds	100,000	0.030%	100,000	0.030%
Rakesh Bhasin	—	—	—	—
Andrew Didham	4,894	0.001%	4,894	0.001%
Marieke Flament	18,863	0.006%	18,863	0.006%
Wu Gang	6,876	0.002%	6,876	0.002%
Sally-Ann Hibberd	—	—	—	—
Susan Skerritt	2,078	0.001%	2,078	0.001%
Helen Stevenson	—	—	—	—

(1) The percentages of share capital are exclusive of treasury shares.

3.2 The interests of the Directors together represent approximately 0.098 per cent. of the issued share capital (excluding treasury shares) of IG Group Holdings in existence as at 13 July 2026, the Latest Practicable Date.

3.3 The interests in paragraph 3.1 of this Part III are based upon the interests of the Directors in IG Group Holdings Shares which: (a) have been notified by the relevant Director to IG Group Holdings pursuant to Chapter 3 of the DTRs before 13 July 2026 (the Latest Practicable Date); or (b) are interests of a connected person (within the meaning of the DTRs) of a Director which have been notified to IG Group Holdings by each connected person (within the meaning of the DTRs) pursuant to Chapter 3 of the DTRs before 13 July 2026.

3.4 Clifford Abrahams was the initial subscriber to the IG Jersey Subscriber Share. The IG Jersey Subscriber Share will be redeemed and immediately cancelled on the Scheme Effective Date, such that, following the Scheme Effective Date, the share registers of IG Group Holdings and IG Jersey are identical.

4. Directors' equity awards

As at the Latest Practicable Date, outstanding awards to the Executive Directors under the Existing IG Employee Share Schemes were as follows:

	Unvested awards		
Name	**Awards with performance conditions**	**Awards without performance conditions**	**Total awards**
Breon Corcoran	880,940	185,348	1,066,288
Clifford Abrahams	366,141	65,743	431,884

Save as set out in paragraphs 3.1 and 5.1 of this Part III, no Director (nor any person connected with a Director): (a) has any interests (beneficial or non-beneficial) in the share capital of IG Group Holdings or IG Jersey; or (b) holds any interest in any other securities of the Group.

5. Directors' employment contracts and letters of appointment

5.1 Executive Directors

Breon Corcoran

Breon Corcoran is employed by IG Group Limited as Chief Executive Officer, pursuant to a service contract dated 7 December 2023.

Clifford Abrahams

Clifford Abrahams is employed by IG Group Limited as Chief Financial Officer, pursuant to a service contract dated 30 October 2024.

Clifford Abrahams was appointed as a director of IG Jersey upon its incorporation on 19 June 2026.

5.2 Non-Executive Directors

All of the Non-Executive Directors have letters of appointment with IG Group Holdings which contain the specific terms of engagement, details of which are set out in paragraph 6.2 of this Part III. The Non-Executive Directors' terms of engagement with IG Group Holdings will remain unchanged until and unless the Scheme becomes effective.

In addition to their appointments with IG Group Holdings, certain Non-Executive Directors also hold appointments with subsidiaries of the Group.

Upon the Scheme becoming effective, the Directors of IG Group Holdings will become Directors of IG Jersey. It is expected that each Executive Director will enter into a new service contract with IG Jersey on the same terms as their employment with IG Group Limited or that their current service contract will be amended to reflect only that they will become Directors of IG Jersey, and each Non-Executive Director of IG Group Holdings will enter into a letter of appointment with IG Jersey, the terms of which (including the expiry date) will be the same as the terms of his or her appointment with IG Group Holdings.

6. Directors' remuneration

6.1 Executive Directors

Breon Corcoran

Breon Corcoran's annual base salary is currently £885,800, following a 7.5 per cent. increase effective 1 June 2026, to reflect the increased size and complexity of the business that he leads. He is eligible to participate in a discretionary annual performance-related bonus plan (with a value up to 200 per cent. of his annual base salary, of which normally 75 per cent. is delivered in cash and 25 per cent. is deferred into shares for three years, with an additional six-month retention period after vesting). He may also be granted shares and/or options under the IG Group Long Term Incentive Plan 2023 (which under the 2025 shareholder approved remuneration policy of IG Group Holdings, comprises a fixed annual award of 288,000 performance share units, the vesting of which is subject to the satisfaction of performance conditions assessed over three financial years). Breon Corcoran is entitled to a flexible pension and benefits allowance of 12 per cent. of base salary, in line with the rate for the wider UK workforce, which may be taken in cash or applied towards benefits including private medical cover, income protection, life assurance and dental cover. Other benefits may also be provided, including participation in all-employee share plans on the same basis as other employees. His employment may be terminated by either party on 12 months' prior written notice and IG Group Holdings reserves the right to make a payment in lieu of notice of base salary only and in instalments.

Breon Corcoran will remain as Chief Executive Officer of the Group after the Scheme Effective Time.

Clifford Abrahams

Clifford Abrahams' annual base salary is currently £613,000, following a 3.5 per cent. increase effective 1 June 2026, in line with average increases across the wider UK workforce. He is eligible to participate in a discretionary annual performance-related bonus plan (with a value up to 160 per cent. of his annual base salary, of which normally 75 per cent. is delivered in cash and 25 per cent. is deferred into shares for three years, with an additional six-month retention period after vesting). He may also be granted shares and/or options under the IG Group Long Term Incentive Plan 2023 (which under the 2025 shareholder approved remuneration policy of IG Group Holdings comprises a fixed annual award of 166,000 performance share units, the vesting of which is subject to the satisfaction of performance conditions assessed over three financial years). Clifford Abrahams is entitled to a flexible pension and benefits allowance of 12 per cent. of base salary, in line with the rate for the wider UK workforce, together with employer contributions to a defined contribution pension plan. Other benefits may also be provided, including participation in all-employee share plans on the same basis as other employees. His employment may be terminated by either party on 12 months' prior written notice and IG Group Holdings reserves the right to make a payment in lieu of notice of base salary only and in instalments.

Clifford Abrahams will remain as Chief Financial Officer of the Group after the Scheme Effective Time.

6.2 Non-Executive Directors

Brief details of the terms of appointment of the Non-Executive Directors are set out below.

Non-Executive Director	Date of appointment	Notice period	Annual fees
Andrew Barron	2 March 2026	Three months	£360,000
Jonathan Moulds	20 September 2018	Three months	£145,000
Rakesh Bhasin	6 July 2020	Three months	£ 78,000
Andrew Didham	19 September 2019	Three months	£106,000
Marieke Flament	4 July 2024	Three months	£ 81,000
Wu Gang	30 September 2020	Three months	£ 81,000
Sally-Ann Hibberd	20 September 2018	Three months	£ 81,000
Susan Skerritt	9 July 2021	Three months	£146,000
Helen Stevenson	18 March 2020	Three months	£100,000

All of the Non-Executive Directors have letters of appointment with IG Group Holdings which set out the specific terms of engagement. The remuneration of the Non-Executive Directors is determined by the Board within the limits set out in the IG Group Holdings Articles and remuneration policy. The fees paid to each of the Non-Executive Directors currently consist of a basic fee of £75,000 and, as relevant: (i) additional fees for acting as chair of a Board committee (excluding the Nomination Committee) (currently Andrew Didham as Chair of the Board Audit Committee, Helen Stevenson as Chair of the Remuneration Committee and Jonathan Moulds as Chair of the Board Risk Committee, who each receive an additional annual fee of £25,000); (ii) additional fees for membership of a Board committee (excluding the Nomination committee) (currently £3,000); (iii) an additional fee for the Director nominated as Senior Independent Director (currently Jonathan Moulds who receives an additional fee of £17,000); (iv) an additional fee for the Chair of the North American Board (currently Susan Skerritt who receives an additional fee of £65,000); and (v) additional fees for membership of the North American Board (currently £25,000 per annum). Board Non-Executive Directors required to travel a significant distance to attend Group or North American Board meetings receive an additional amount which is currently £20,000 per annum to compensate for additional time spent travelling. Fees are reviewed on a regular basis to ensure they are appropriate to attract the calibre of Non-Executive Directors required to support the execution of the strategy, reflect the time commitment required and practice in companies of a similar size and complexity. The Non-Executive Directors do not participate in any of the Existing IG Group Employee Share Schemes, nor is any pension payable in respect of their services as Non-Executive Directors.

Each Non-Executive Director is entitled to reimbursement of reasonable expenses incurred in the course of his or her duties (including any tax arising thereon).

No Non-Executive Director is entitled to any benefit upon the termination of his or her appointment.

7. Interests of major shareholders

7.1 As at 13 July 2026 (being the Latest Practicable Date), in so far as it has been notified to IG Group Holdings pursuant to the DTRs, the name of each person who, directly or indirectly, has a notifiable interest in three per cent. or more of IG Group Holdings' issued share capital (excluding shares held in treasury), and the amount of such person's interest are set forth below:

	Shares Beneficially Held Immediately Prior to Admission		Shares Beneficially Held Immediately Following Admission	
Name	**Number of IG Group Holdings Shares**	**Percentage of IG Group Holdings Share Capital**	**Number of IG Jersey Shares**	**Percentage of IG Jersey Share Capital**
Artemis Investment Management LLP	25,348,551	7.67%	25,348,551	7.67%
BlackRock, Inc.	19,820,667	5.99%	19,820,667	5.99%
Janus Henderson Group plc	17,663,106	5.34%	17,663,106	5.34%
The Capital Group Companies Inc.	17,157,806	5.19%	17,157,806	5.19%
Massachusetts Financial Services	14,984,818	4.53%	14,984,818	4.53%
Standard Life Aberdeen	11,137,095	3.37%	11,137,095	3.37%

7.2 None of the major shareholders listed above will have voting rights that are different to those of any other holder of IG Jersey Shares.

7.3 Save as disclosed in paragraph 7.1 of this Part III, IG Group Holdings is not aware of any person who is as at the Latest Practicable Date, or will be immediately following the Scheme, directly or indirectly, interested in three per cent. or more of the IG Group Holdings Shares.

7.4 IG Group Holdings is not aware of any person who, following implementation of the Scheme, directly or indirectly, acting jointly or with others or acting alone, could exercise control over IG Jersey.

8. Summary of significant differences between English and Jersey company law

There are a number of differences between the Companies Act and relevant Jersey law which could impact upon the rights of IG Jersey Shareholders. Your attention is drawn to Part IV of this document for further information on the differences between English and Jersey company law.

9. Summary of the IG Jersey Articles

Your attention is drawn to Part IV of this document, which contains a summary of the IG Jersey Articles.

10. Further information for Overseas Shareholders

If you are a citizen, resident or national of a jurisdiction outside of the United Kingdom, the United States and Jersey, your attention is drawn to paragraph 13 of Part II of this document for further details concerning the Scheme.

Certain US securities law considerations

The IG Jersey Shares to be issued to IG Jersey Shareholders in connection with the Scheme have not been, will not be, and are not required to be, registered under the US Securities Act in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) of the US Securities Act. Pursuant to Section 3(a)(10), IG Group Holdings and IG Jersey will advise the Court that they will rely on the Section 3(a)(10) exemption based on the Court's approval of the Scheme, and the Court will hold a hearing on the Scheme's fairness to IG Jersey Shareholders. IG Group Holdings will give timely notice of such fairness hearing to all IG Jersey Shareholders, each of whom will be entitled to appear. The IG Jersey Shares will not be registered under the securities laws of any state of the United States and will be issued pursuant to the Scheme in reliance on available exemptions from such state law registration requirements. Neither the SEC nor any other US federal or state securities commission or other regulatory authority has approved or disapproved of the Scheme or passed or will pass any opinion upon the accuracy or adequacy of this document.

11. Taxation

UK Taxation

The following statements are intended only as a general guide to certain UK tax considerations and do not purport to be a complete analysis of all potential UK tax consequences of the Scheme or of acquiring, holding or disposing of IG Jersey Shares. They are based on current UK law and what is understood to be the current practice of HMRC as at the date of this document, all of which may change, possibly with retroactive effect. They apply only to Shareholders who are resident and, in the case of individuals domiciled, for tax purposes in (and only in) the UK (except insofar as express reference is made to the treatment of non-UK residents), who hold their Shares as an investment (other than where a tax exemption applies, for example where the Shares are held in an individual savings account or pension arrangement) and who are the absolute beneficial owners of both the Shares and any dividends paid on them ("**UK Holders**"). The tax position of certain categories of IG Jersey Shareholders who are subject to special rules is not considered and it should be noted that they may incur liabilities to UK tax on a different basis to that described below. This includes persons acquiring their Shares in connection with employment, dealers in securities, insurance companies, collective investment schemes, charities, exempt pension funds, temporary non-residents and non-residents carrying on a trade, profession or vocation in the UK. The following statements do not purport to be a legal opinion.

Shareholders who are in any doubt as to their tax position or who may be subject to tax in another jurisdiction should consult their professional advisers without delay.

11.1 Treatment of UK Holders as a result of the implementation of the Scheme

(a) *Taxation of income*

The Scheme should not be treated as involving a distribution subject to UK tax as income.

(b) *Taxation of chargeable gains*

For the purposes of UK capital gains tax and corporation tax on chargeable gains ("**UK CGT**"), the cancellation of the Scheme Shares and the issue of IG Jersey Shares should be treated as a scheme of reconstruction. Accordingly, Scheme Shareholders should not be treated as making a disposal of all or part of their holding of Scheme Shares and no liability to UK CGT should arise. Instead, the IG Jersey Shares acquired and the Scheme Shares cancelled will, for UK CGT purposes, be treated as the same asset and as having been acquired at the same time as the Scheme Shares.

Shareholders should note that the above treatment will not apply if there are arrangements relating to the Scheme of which the main purpose, or one of the main purposes, is to reduce or avoid liability to capital gains tax or corporation tax. If that is the case, HMRC may make such adjustments to the tax treatment of Scheme Shareholders as are just and reasonable (in light of the reduction or avoidance). HMRC has provided confirmation under Section 138 Taxation of Chargeable Gains Act 1992 that these anti-avoidance provisions do not apply to the Scheme. Any Scheme Shareholder that is in any doubt as to its tax position should consult an appropriate tax adviser.

11.2 Income from IG Jersey Shares

Liability to UK tax on dividends will depend upon the individual circumstances of an IG Jersey Shareholder.

(a) *Individual UK Holders*

Dividend income received by UK Holders who are individuals will be subject to UK income tax. Under current UK tax rules specific rates of tax apply to dividend income. These include a nil rate of tax (the "**dividend allowance**") for the first £500 of non-exempt dividend income in any tax year and different rates of tax for dividend income that exceeds the dividend allowance. For these purposes "dividend income" includes UK and non-UK source dividends and certain other distributions in respect of shares.

An individual UK Holder who receives a dividend from IG Jersey will not be liable to UK tax on the dividend to the extent that (taking account of any other non-exempt dividend income received by the shareholder in the same tax year) that dividend falls within the dividend allowance.

To the extent that (taking account of any other non-exempt dividend income received by the shareholder in the same tax year) the dividend exceeds the dividend allowance, it will be subject to income tax at 10.75 per cent. to the extent that it falls below the threshold for higher rate income tax. To the extent that (taking account of other non-exempt dividend income received by the shareholder in the same tax year) it falls above the threshold for higher rate income tax then the dividend will be taxed at 35.75 per cent. to the extent that it is within the higher rate band, or 39.35 per cent. to the extent that it is within the additional rate band. For the purposes of determining which of the taxable bands dividend income falls into, dividend income is treated as the highest part of a shareholder's income. In addition, dividends within the dividend allowance which would (if there was no dividend allowance) have fallen within the basic or higher rate bands will use up those bands respectively for the purposes of determining whether the threshold for higher rate or additional rate income tax is exceeded.

(b) *Corporate UK Holders*

It is likely that most dividends paid on the IG Jersey Shares to corporate UK Holders would fall within one or more of the classes of dividend qualifying for exemption from UK corporation tax under Part 9A Corporation Tax Act 2009. However, it should be noted that the exemptions are not comprehensive and are also subject to anti-avoidance rules.

If you are in any doubt about your tax position, you should consult your own professional adviser without delay.

11.3 Disposal of IG Jersey Shares

A disposal or deemed disposal of IG Jersey Shares by a UK Holder may, depending upon the UK Holder's circumstances and subject to any available exemption or relief (such as the annual exempt amount for individuals), give rise to a chargeable gain or an allowable loss for the purposes of UK CGT.

11.4 UK stamp duty and SDRT

(a) *Implementation of the Scheme*

No UK stamp duty or Stamp Duty Reserve Tax ("**SDRT**") should be payable in respect of the cancellation of Scheme Shares and the issue of IG Jersey Shares under the Scheme.

(b) *Transfers of IG Jersey Shares*

No UK stamp duty should be payable on transfers of IG Jersey Shares held in uncertificated form in CREST. No UK stamp duty should be payable on transfers of IG Jersey Shares held in certificated form, provided that any written instrument of transfer is executed and retained outside of the UK and does not relate to any property situated in the UK or to any matter or thing to be done in the UK.

No UK SDRT should be payable in respect of any agreement to transfer IG Jersey Shares on the assumption that the IG Jersey Shares will not be registered in a register kept in the UK by or on behalf of IG Jersey.

11.5 Inheritance tax

From 6 April 2025, liability to UK inheritance tax may arise in respect of IG Jersey Shares on the death of, or on a gift of IG Jersey Shares by, an individual IG Jersey Shareholder who is a "long-term UK resident" for the purposes of the Inheritance Tax Act 1984. Subject to certain exceptions, an individual will be "long-term UK resident" if they have been UK resident for at least 10 of the previous 20 tax years.

The IG Jersey Shares, if held directly, should not be assets situated in the UK for the purposes of UK inheritance tax. Accordingly, neither the death of an IG Jersey Shareholder nor a gift of such IG Jersey Shares by an IG Jersey Shareholder should give rise to a liability to UK inheritance tax if the IG Jersey Shareholder is not a "long-term UK resident".

For inheritance tax purposes, a transfer of assets at less than full market value may be treated as a gift and particular rules apply to gifts where the donor reserves or retains some benefit. Special rules also apply to close companies and to trustees of settlements who hold IG Jersey Shares, bringing them within the charge to inheritance tax.

Shareholders should consult an appropriate tax adviser if they make a gift or transfer at less than full market value or if they intend to hold any IG Jersey Shares through trust arrangements.

US Taxation

The following is a general summary based on the present law of certain US federal income tax considerations relevant to the cancellation of Scheme Shares, the issuing of IG Jersey Shares pursuant to the Scheme and the ownership of IG Jersey Shares. It addresses only Scheme Shareholders that hold their Scheme Shares and will hold their IG Jersey Shares as "capital assets" within the meaning of Section 1221 of the US Internal Revenue Code of 1986, as amended (the "**Internal Revenue Code**") and use the US dollar as their functional currency.

This summary is for general information only and is not a substitute for tax advice. It is not a complete description of all of the tax considerations that may be relevant to a particular Scheme Shareholder. This discussion is based on the Internal Revenue Code proposed, temporary and final Treasury Regulations promulgated under the Internal Revenue Code (the "**US Treasury Regulations**"), and judicial and administrative interpretations thereof, all as at the Latest Practicable Date. All of the foregoing is subject to change. Such change may apply retroactively and may affect the tax considerations described in this paragraph 11. It does not address all of the considerations relevant to Scheme Shareholders subject to special tax regimes, such as banks and other financial institutions, insurance companies, dealers in currencies and securities, traders in securities that elect mark-to-market treatment, regulated investment companies, real estate investment trusts, tax-exempt entities, US expatriates, investors liable for alternative minimum tax or persons holding Scheme Shares or IG Jersey Shares as part of a hedge, straddle, conversion or other integrated financial transaction. It does not consider consequences for persons that own directly, indirectly or constructively, five per cent. or more (by voting power or value) of the equity interests of IG Group Holdings or of IG Jersey. It also does not address US federal taxes other than the income tax (such as estate and gift tax) or US state and local tax or non-US tax considerations.

If you are a partnership (or other pass-through entity) for US federal income tax purposes, the tax treatment of your partners (or other owners) will generally depend on the status of the partners, the activities of the partnership and certain determinations made at the partner level. Accordingly, partnerships (or other pass-through entities) and the partners (or other owners) in such partnerships (or such other pass-through entities) should consult their tax advisers regarding the US federal income tax consequences to them relating to the matters discussed below.

11.6 Treatment as a result of the implementation of the Scheme

The cancellation of the Scheme Shares and issue of IG Jersey Shares (the "**Share Exchange**") will be structured in a manner that is intended to qualify for tax-deferred treatment for US federal income tax purposes (the "**Intended Tax Treatment**"). IG Group Holdings is considering, and prior to the implementation of the Scheme, IG Group Holdings shall determine, whether to have IG Group Holdings elect to be a 'disregarded entity' for US federal income tax purposes (an "**Entity Classification Election**") in connection with the Scheme, following IG Group Holdings' conversion from a public limited company to a private limited company under the laws of the United Kingdom. If IG Group Holdings makes the Entity Classification Election in connection with the Scheme, it is expected that the Share Exchange and the Entity Classification Election, taken together, should qualify as a tax-deferred transaction under Section 368(a) of the Internal Revenue Code. If IG Group Holdings does not make the Entity Classification Election in connection with the Scheme, it is expected that the Share Exchange should qualify as a tax-deferred transaction under Section 351 of the Internal Revenue Code and/or as a tax-deferred transaction under Section 368(a) of the Internal Revenue Code. The implementation of the Scheme is not conditioned upon the receipt of an opinion of counsel as to the Scheme's qualification as a tax deferred transaction and IG Group

Holdings does not intend to request a ruling from the IRS regarding the US federal income tax treatment of the implementation of the Scheme. Accordingly, no assurance can be given that the IRS will not challenge the Intended Tax Treatment or that a court will not sustain such a challenge by the IRS.

Although the discussion in this section assumes that the Scheme constitutes a tax deferred transaction, Scheme Shareholders should consult their own tax advisers about the proper US federal, state and local income tax treatment of the Scheme.

As used in this paragraph 11, "**US Holder**" means a beneficial owner of Scheme Shares or IG Jersey Shares that for US federal income tax purposes is: (i) an individual citizen or resident of the US; (ii) a corporation organised in or under the laws of the US, any state thereof, or the District of Columbia; (iii) a trust that: (1) is subject to the primary supervision of a US court and the control of one or more "United States persons" (within the meaning of Section 7701(a)(30) of the Internal Revenue Code); or (2) has a valid election in effect to be treated as a US person for US federal income tax purposes; or (iv) an estate the income of which is subject to US federal income taxation regardless of its source.

Assuming that the Scheme qualifies for the intended tax treatment, a US Holder will recognise no gain or loss on the cancellation of Scheme Shares and the issue of IG Jersey Shares. A US Holder's basis in IG Jersey Shares will equal such US Holder's aggregate adjusted tax basis in the Scheme Shares cancelled in the Scheme, and a US Holder's holding period in the IG Jersey Shares will include the period such US Holder held the Scheme Shares. If a US Holder acquired different blocks of Scheme Shares at different times or at different prices, the US Holder's basis and holding period in the IG Jersey Shares will be determined separately for each block of Scheme Shares.

US Holders may be required to attach to their tax returns for the year in which they receive IG Jersey Shares a statement regarding application of the tax-free reorganisation requirements (including information about the Scheme Shares cancelled and the IG Jersey Shares issued) and to maintain certain records regarding the Scheme.

Passive Foreign Investment Company

IG Group Holdings believes, and this discussion assumes, that IG Group Holdings is not and has not been a passive foreign investment company (a "**PFIC**") (generally, a non-US corporation that has a specified percentage of "passive" income or assets, after the application of certain "look-through" rules) for US federal income tax purposes. In addition, IG Group Holdings believes and this discussion assumes that IG Jersey will not be a PFIC for its first taxable year or in the foreseeable future. However, PFIC status must be determined annually and there can be no assurances in this regard. If IG Group Holdings were a PFIC for any taxable year during a US Holder's holding period with respect to Scheme Shares, or if IG Jersey were to be a PFIC in any year during a US Holders' holding period with respect to IG Jersey Shares, then certain adverse tax consequences could apply to such US Holder. US Holders are urged to consult their own tax advisors regarding the PFIC rules.

US Holders are encouraged to consult their tax advisers to determine the specific tax consequences to them of the Scheme, including the effect of any US federal, state, local, non-US or other tax laws.

11.7 Distributions on IG Jersey Shares

In general, any distributions made to a US Holder with respect to IG Jersey Shares, to the extent paid out of IG Jersey's current or accumulated earnings and profits (as determined under US federal income tax principles), will constitute dividends for US federal income tax purposes. Distributions in excess of IG Jersey's current and accumulated earnings and profits will be a non-taxable return of capital to the extent of the US Holder's basis in the IG Jersey Shares and thereafter as a capital gain as described in paragraph 11.8(a) of this Part III. However, IG Jersey does not intend to maintain calculations of its earnings and profits in accordance with US federal income tax principles. US Holders therefore should assume that any distribution by IG Jersey with respect to IG Jersey Shares will be treated as ordinary dividend income. Dividends will not be eligible for the dividends-received deduction generally available to US corporations. However, dividends generally will be eligible for the reduced rate on qualified dividend income available to certain eligible non-corporate US Holders that satisfy a minimum holding period and other generally applicable requirements if IG Jersey qualifies for benefits under the income tax treaty between the UK and the US (the "**US-UK Treaty**"). IG Jersey expects to qualify for benefits under the US-UK Treaty.

For foreign tax credit limitation purposes, dividends paid by IG Jersey generally will be treated as passive category income. Because no income taxes will be withheld from dividends on IG Jersey Shares, there will be no creditable foreign taxes associated with any dividends that a US Holder will receive.

Dividends paid to US Holders in a currency other than US dollars will be includible in income in a US dollar amount determined at the spot rate on the date of receipt whether or not converted into US dollars at that time. A US Holder will have a basis in the non-US currency received equal to its US dollar value on the date of receipt. Gain or loss on a subsequent conversion or other disposition of the non-US currency for a different amount generally will be treated as ordinary income or loss from sources within the US for foreign tax credit limitation purposes.

11.8 Sale or other Taxable Disposition of IG Jersey Shares

(a) *US Holders*

On a sale or other disposition of IG Jersey Shares, a US Holder generally will recognise gain or loss in an amount equal to the difference between the amount realised on the sale of the IG Jersey Shares and the US Holder's tax basis in its IG Jersey Shares. Gain or loss recognised by a US Holder on a sale or other disposition of IG Jersey Shares will generally be short-term capital gain or loss if the US Holder's holding period for the IG Jersey Shares is one year or less and long-term capital gain or loss if the US Holder's holding period for the IG Jersey Shares is more than one year. Long-term capital gains of non-corporate US Holders (including individuals) are eligible for reduced rates of taxation. The deductibility of capital losses is subject to significant limitations. Any gain or loss generally will be treated as arising from US sources.

A US Holder that receives a currency other than US dollars in exchange for its shares will realise an amount equal to the US dollar value of the currency received at the spot rate on the date of disposition (or, if the shares are traded on an established securities market and a US Holder is a cash basis or electing accrual-basis taxpayer, at the spot rate on the settlement date). A US Holder will have a tax basis in the currency received equal to the US dollar value of the currency on the settlement date. Any currency gain or loss realised on the settlement date or on a subsequent conversion or other disposition of the currency for a different US dollar amount generally will be US source ordinary income or loss.

11.9 Net Investment Income Tax

In addition to the United States federal income tax, discussed above, certain US Holders are subject to an additional 3.8 per cent. Medicare tax (the "**net investment income tax**") on their "net investment income" to the extent that their net investment income, when added to their other modified adjusted gross income, exceeds certain thresholds (e.g., $250,000 for married individuals filing jointly). For these purposes, "net investment income" generally equals a US Holder's gross investment income (e.g., interest income, dividends and gain from the sale or other disposition of stock) reduced by deductions that are allocable to such income. The net investment income tax is determined in a manner which is different than the manner in which the US federal income tax is determined. US Holders are urged to consult their own tax advisors regarding the implications of the net investment income tax.

11.10 Information Reporting and Backup Withholding

Dividends on the IG Jersey Shares and proceeds from the disposition of those shares may be reported to the IRS unless the US Holder is a corporation or otherwise establishes a basis for exemption. Backup withholding tax may apply to amounts subject to reporting if the US Holder fails to provide an accurate taxpayer identification number or to meet other conditions. The amount of any backup withholding tax may be credited against or refunded to the extent it exceeds the US

Holder's US federal income tax liability. A US Holder may be required specifically to report the receipt of IG Jersey Shares in the Scheme. US Holders should consult their tax advisers about these possible reporting requirements. Certain US Holders are required to report information to the IRS with respect to an account with a non-US financial institution through which such US Holders' shares are held. Investors who fail to report required information could become subject to substantial penalties. US Holders are encouraged to consult with their own tax advisers about these and any other reporting obligations arising from their investment in shares.

US Holders are encouraged to consult their tax advisers to determine the specific tax consequences to them of holding and disposing of IG Jersey Shares, including the effect of any US federal, state, local, non-US or other tax laws.

Jersey Taxation

The following discussion summarises certain limited aspects of Jersey tax law and practice as it is understood to apply at the date of this Scheme Circular and as it is expected to apply, to the extent so summarised, to IG Jersey and to IG Jersey Shareholders, in each case after the Scheme Effective Date, and is subject to changes in such taxation law and practice. It does not constitute legal or tax advice and does not address all relevant aspects of Jersey tax law and practice.

11.11 Ongoing direct taxation position of IG Jersey

IG Jersey is not regarded as resident for tax purposes in Jersey. Therefore, the Company will not be liable to Jersey income tax other than on Jersey source income (except where such income is exempted from income tax pursuant to the Income Tax (Jersey) Law 1961, as amended) and dividends on IG Jersey Shares may be paid by the Company without withholding or deduction for or on account of Jersey income tax. The holders of IG Jersey Shares (other than residents of Jersey) will not be subject to any tax in Jersey in respect of the holding, sale or other disposition of such IG Jersey Shares.

11.12 Jersey withholding taxes on dividends and other distributions for holders of IG Jersey Shares

For so long as IG Jersey is deemed not to be tax resident in Jersey it is entitled to pay dividends to shareholders without any withholding or deduction for or on account of Jersey income tax. IG Jersey Shareholders who are not resident for income tax purposes in Jersey will not be subject to taxation in Jersey in respect of any income or gains arising in respect of the shares held by them. IG Jersey Shareholders who are resident for income tax purposes in Jersey will be subject to income tax in Jersey on any dividends paid on shares held by them or on their behalf.

11.13 Stamp taxes in Jersey

On the basis that the IG Jersey Shares do not confer a direct or indirect interest in, or confer any right to occupy, land in Jersey, no stamp duty or similar transaction tax is levied in Jersey on the issue or transfer of the IG Jersey Shares except that stamp duty is payable on Jersey grants of probate and letters of administration, which will generally be required to transfer IG Jersey Shares on the death of a holder of such IG Jersey Shares. In the case of a grant of probate or letters of administration, stamp duty is levied according to the size of the estate (wherever situated in respect of a holder of IG Jersey Shares domiciled in Jersey, or situated in Jersey in respect of a holder of IG Jersey Shares domiciled outside Jersey) and is payable on a sliding scale at a rate of up to 0.75 per cent. of such estate and such duty is capped at £100,000.

Jersey does not otherwise levy taxes upon capital, inheritances, capital gains or gifts nor are there other estate duties.

The discussion above is a general summary. It does not cover all tax matters that may be important to a particular holder. Scheme Shareholders should consult their own tax advisers about the tax consequences of participating in the Scheme and holding IG Jersey Shares under the Scheme Shareholder's own circumstances.

12. Employee Share Schemes

IG Group Holdings currently operates the following executive long term incentive arrangements for eligible employees: the IG Group Long Term Incentive Plan 2023 (the "**LTIP**"), the IG Group Holdings plc Deferred Bonus Plan (the "**DBP**") and the IG Group Holdings 2023 Sustained Performance Plan (the "**SPP**").

IG Group Holdings also operates a number of other share-based incentive arrangements for employees within the Group, including the IG Group Holdings 2023 Global Share Purchase Plan (the "**GSPP**"), the IG Group Holdings Share Incentive Plan (the "**SIP**"), the IG Group Holdings Australian Employee Share Incentive Plan (the "**Australian SIP**") and the IG Group Holdings Employee Stock Purchase Plan (the "**ESPP**").

Together, all of these arrangements are referred to as the Existing IG Employee Share Scheme. Participants in the Existing IG Employee Share Schemes will be written to separately to explain the impact of the Scheme on their outstanding awards and a summary is set out below.

12.1 Awards granted under the LTIP, DBP and SPP

As the purpose and effect of the Scheme is to create a new holding company for the IG Group, the outstanding awards granted under the LTIP, DBP and SPP will be automatically exchanged for the grant of equivalent awards over IG Jersey Shares.

This means that any outstanding awards under these plans that currently relate to IG Group Holdings Shares will be automatically exchanged for awards over IG Jersey Shares following the Scheme. Other terms, including the vesting schedule and any vesting conditions, will remain the same.

12.2 Awards granted under the GSPP, SIP, Australian SIP and ESPP

IG Group Holdings Shares that are currently held on behalf of eligible employees under the GSPP, SIP, Australian SIP and/or ESPP (as applicable) will be replaced by IG Jersey Shares if the Scheme becomes effective on the same basis as other IG Group Holdings Shareholders.

Outstanding Matching Share Awards granted under the GSPP and any outstanding awards under any other Existing IG Employee Share Schemes will be automatically exchanged for the grant of equivalent awards over IG Jersey Shares.

12.3 IG Jersey Employee Share Schemes

In order to continue to provide share-based incentives to employees within the Group, the Directors expect that IG Jersey will (i) adopt, conditional on the Scheme becoming effective, the IG Jersey Employee Share Schemes (which will, other than the fact that they relate to IG Jersey Shares, be essentially the same as and will replace the Existing IG Employee Share Schemes currently operated by IG Group Holdings), or (ii) amend the terms of the Existing IG Employee Share Schemes so that future awards made under any such amended plans relate to IG Jersey Shares. It is currently expected that the terms of the SIP will be amended so that all references to IG Group Holdings Shares (and other relevant references) are changed to IG Jersey Shares, so that the SIP can be operated in relation to IG Jersey Shares for the remainder of the plan's life as this will be preferable to setting up a new plan and trust arrangement for the SIP.

12.4 Employee Benefit Trusts

IG Group Holdings operates three employee benefit trusts for the purpose of its employee share incentive arrangements. As at the Last Practicable Date they held 472,674 IG Group Holdings Shares. Pursuant to the Scheme the employee benefit trusts will own the same number of IG Jersey Shares in exchange for their IG Group Holdings Shares on the same basis as other IG Group Holdings Shareholders. IG Jersey may elect to establish replacement employee benefit trusts as necessary or desirable and which would hold such IG Jersey Shares in place of one or more of the existing employee benefit trusts.

Part IV
COMPARISON OF CORPORATE GOVERNANCE AND SHAREHOLDER RIGHTS AND DESCRIPTION OF CAPITAL STOCK OF IG JERSEY AFTER THE SCHEME

1. Comparison of corporate governance and shareholder rights

IG Group Holdings is a public limited company incorporated in England and Wales under English law. English law and the IG Group Holdings Articles govern the rights of IG Group Holdings Shareholders. IG Jersey is a public limited company incorporated under Jersey law. Jersey corporate law differs in certain respects from English corporate law. In addition, the IG Jersey Articles are expected to differ in certain respects from the IG Group Holdings Articles. As a result, when you become an IG Jersey Shareholder, your rights will differ in some regards as compared to when you were an IG Group Holdings Shareholder.

	Topic	English law	Jersey law
A. Share capital and distributions			
1.	Dividends and distributions	• Subject to a company's articles of association, shareholders have the right to receive a proportion of dividends pro rata to their percentage ownership. • Different share classes may have different dividend rights. IG Group Holdings will have one class of shares in issue prior to the Scheme Effective Time. • Dividends can only be paid out of a company's distributable reserves. These reserves can be created by a reduction of share capital (see below). • Dividends can be: (i) final dividends (which are recommended by the directors and declared by shareholders by way of an ordinary resolution); or (ii) interim dividends (which are decided and paid by the board). • Final dividends become a debt of a company once they have been declared by the shareholders. Interim dividends become a debt only after they are paid.	• Under the Jersey Companies Law, a company can make a distribution (which may take the form of dividends) out of any account of the company, other than the capital redemption reserve or the nominal capital account. Subject to a company's articles of association, shareholders have the right to receive a proportion of dividends pro rata to their percentage ownership. • Different share classes may have different dividend rights. IG Jersey will have one class of shares in issue. • The directors who are to authorise the distribution are required to make a solvency statement as set out in the Jersey Companies Law. • Subject to the Jersey Companies Law, dividends can be (i) final dividends (which are recommended by the directors and declared by shareholders by way of an ordinary resolution); or (ii) interim dividends (which are decided and paid by the board).
2.	Share buybacks	• Public companies such as IG Group Holdings may buy back or redeem their own shares, provided that: (i) they comply with certain procedural requirements (including seeking shareholder approval); and (iii) there are no restrictions contained within their articles of association. • The IG Group Holdings Articles permit IG Group Holdings to	• Under the Jersey Companies Law, a company can effect a share buyback provided that: (i) the directors authorising the buyback make a solvency statement; (ii) they comply with certain procedural requirements (including seeking shareholder approval); and (iii) after the buyback, the company would have at least one shareholder holding shares other than treasury shares.

	Topic	English law	Jersey law
		purchase its own shares. • A general authority for IG Group Holdings to purchase its own shares was sought at IG Group Holdings' 2026 annual general meeting. • Share buybacks must be financed out of distributable profits or the proceeds of a fresh issue of shares made for the purpose of financing the buyback. • Public companies such as IG Group Holdings must also comply with relevant UK market abuse regulations which cover, for example, share buyback safe-harbour procedures which can be relied upon in the event that relevant buyback programme complies with certain conditions relating to manner of purchase, timing, price and volume.	• The IG Jersey Articles will authorise IG Jersey to purchase its own shares. • The buyback must also comply with the relevant provisions of the company's articles of association. • The share buyback or redemption may be funded from any source, including capital. • Companies listed on the LSE such as IG Jersey must also comply with relevant UK market abuse regulations which cover, for example, share buyback safe-harbour procedures which can be relied upon in the event that relevant buyback programme complies with certain conditions relating to manner of purchase, timing, price and volume.
3.	Winding up and dissolution	• Subject to a company's articles of association, shareholders are entitled to a share of the proceeds on the winding-up of the company. • Shareholders may under certain circumstances seek the winding-up of the company following payment of any claimants.	• Subject to a company's articles of association, shareholders are entitled to a share of the proceeds on the winding-up of the company. • Under the Jersey Companies Law, a company may be voluntarily dissolved, liquidated or wound up by a special resolution of the shareholders. In addition, a company may be wound up by the courts of Jersey if the court is of the opinion that it is just and equitable to do so or that it is expedient in the public interest to do so. • Alternatively, a creditor may apply to the Royal Court of Jersey for an order that the company be wound up or for the property of that company to be declared en désastre (being the Jersey law equivalent of a declaration of bankruptcy).
4.	Authority to allot shares (and filings connected with increases in authorised capital)	• Authority for the directors' to allot shares, or to grant rights to subscribe for or to convert any security into shares, may be included in the company's articles of association and/or the shareholders may pass a resolution giving the directors such	• Under its memorandum of association, IG Jersey has the power to issue an unlimited number of IG Jersey Shares (including those to be issued to IG Jersey Shareholders pursuant to the Scheme) provided that the Directors have the necessary

	Topic	English law	Jersey law
		authority. There is no concept of a maximum authorised share capital for UK companies. • Authority for the directors to allot shares may be determined by ordinary resolution passed by the shareholders under Section 551 of the Companies Act. This authority was given at IG Group Holdings' 2026 annual general meeting. • As a public company, IG Group Holdings must also comply with certain requirements under the UK Listing Rules in relation to the conduct of open offers, rights issues and placings.	allotment authority. • Under Jersey law, directors of a Jersey company do not need shareholder approval to allot and issue shares within the limits set out in the memorandum and articles of association of the company. • However, IG Jersey will continue to seek the same shareholder authority resolutions at its annual general meeting as were sought by IG Group Holdings. • As a company listed on the LSE, IG Jersey will need to comply with certain requirements under the UK Listing Rules in relation to the conduct of open offers, rights issues and placings.
5.	Pre-emption rights	• Shares in a company cannot be issued for cash to any person until an offer has been made (on the same or more favourable terms) to each existing shareholder to subscribe for a proportionate part of any such shares that are issued by the company pro-rata in accordance with their existing holding. • IG Group Holdings Shareholders approve an annual authority in respect of the disapplication of pre-emption rights at its annual general meetings in accordance with guidance set out by the Pre-Emption Group in the United Kingdom and guidance from proxy advisers.	• There are no statutory pre-emption rights under the Jersey Companies Law. • However, the IG Jersey Articles entrench pre-emption rights that are substantially the same as the rights that apply to IG Group Holdings. • IG Jersey will continue to put to its shareholders an annual authority in respect of the disapplication of pre-emption rights at its annual general meetings in accordance with guidance set out by the Pre-Emption Group in the United Kingdom and guidance from proxy advisers.
6.	Treasury shares	• Once shares are held as treasury shares, the usual rights attaching to shares (including voting and dividend rights) are suspended and the shares effectively lie dormant pending their sale, transfer or cancellation. • A company may resell treasury shares for cash consideration. • Treasury shares can also be used in connection with employee share schemes.	• Under the Jersey Companies Law, once shares become treasury shares, they lose certain rights while held by the company. • Treasury shares cannot be used to vote in shareholder meetings. The company cannot pay dividends on treasury shares. Treasury shares do not participate in any capital distributions during winding-up. If the shares were redeemable before becoming treasury shares, they remain redeemable while in treasury.

	Topic	English law	Jersey law
			• Treasury shares can later be transferred for any purpose, with or without consideration, or cancelled, at which point they regain their original rights if reissued to shareholders. • Treasury shares can also be used in connection with employee share schemes.
7.	Limited liability of shareholders	• The liability of a shareholder to a company is limited to the amount (if any) which remains unpaid in respect of their shares. All shares in issue in IG Group Holdings are fully paid up. • In the event of an insolvent liquidation, the liquidator is not entitled to any contribution from shareholders to meet the company's unsatisfied liabilities beyond the amounts (if any) which remain unpaid in respect of its share capital.	• Shareholders generally have limited liability and they are not personally liable for the company's debts beyond their shareholding. • In the event of an insolvent liquidation, a liquidator may seek contributions from shareholders in specific circumstances, such as unpaid shares, fraudulent or wrongful trading or unlawful distributions.
B. Voting			
8.	Resolutions (ordinary versus special and related filing requirements)	• An ordinary resolution of the shareholders (or of a class of shareholders) of a company is a resolution that is passed by a simple majority i.e. when more than 50 per cent. of the votes cast are in favour of the resolution. Ordinary resolutions need only be filed with the Registrar of Companies and will be publicly available in certain circumstances. • A special resolution of the shareholders (or of a class of shareholders) of a company is a resolution passed by a majority of not less than 75 per cent. of the votes cast are in favour of the resolution. All special resolutions must be filed at the Registrar of Companies within 15 days of being passed and will then be publicly available.	• The Jersey Companies Law provides for ordinary and special resolutions. • An ordinary resolution requires a simple majority (more than 50 per cent.) of votes cast (in person or by proxy) in favour. • A special resolution requires at least two-thirds of votes cast (in person or by proxy) in favour, though a company's articles of association may set a higher threshold. • The IG Jersey Articles will set a higher threshold, so a special resolution will require approval of a majority of not less than 75 per cent. of the votes cast. All special resolutions must be filed at the Registrar of Companies within 21 days of being passed and will then be publicly available.

	Topic	English law	Jersey law
9.	Voting rights - particularly on a poll and show of hands	• Subject to the rights of share classes set out in a company's articles of association, each shareholder has a right to vote on shareholder resolutions of the company. • Subject to a company's articles of association, on a resolution at a meeting on a show of hands, each shareholder present has one vote. On a poll, each shareholder has one vote in respect of each share they hold. This concept is reflected in the IG Group Holdings Articles and is subject to any special rights or restrictions as to voting which are given to any shares or upon which any shares may be held at the relevant time. • Any five or more persons at a meeting who are entitled to vote, or the holders of not less than 10 per cent. of the voting rights in a company, can: (i) demand a poll on most resolutions; and (ii) require the directors of the company to obtain an independent report on any poll taken, or to be taken, at a general meeting. • Voting results must be publicly disclosed.	• The Jersey Companies Law provides each shareholder shall have one vote for every share held by such member, unless otherwise provided in the company's articles of association. • Voting can be conducted by a show of hands or by a poll. • Any five or more persons at a meeting who are entitled to vote on the question, or the holders of not less than 10 per cent. of the total voting rights of all the members having the right to vote on the question, can demand a poll on most resolutions.
10.	Requisitioning of resolutions	• Shareholders representing not less than five per cent. of a company's paid-up voting share capital (excluding any paid-up capital held as treasury shares) can requisition a shareholder meeting by specifying a resolution to be proposed at the meeting and circulating relevant explanatory statements.	• Meetings may be requisitioned by members holding not less than one tenth of the voting rights in the company. • Meetings may also be called by the Royal Court of Jersey in certain circumstances.
C. Minority shareholder protection			
11.	Protection of minority interests	• A shareholder may petition the court for an order giving relief on the grounds that a company's affairs are being (or have been or are going to be) conducted in a manner which is unfairly prejudicial to the interests of its shareholders generally, or to some part of its shareholders (including at least the complainant shareholder).	• Minority shareholders can challenge decisions that unfairly prejudice their interests, such as exclusion from management or improper dividend policies. • Courts can order changes to company governance, prevent certain actions, or require majority shareholders to buy out minority stakes at fair value.

	Topic	English law	Jersey law
		• A shareholder may bring a derivative claim against a director on behalf of a company where the shareholder can demonstrate that the director has been negligent, in default or has committed a breach of their duties or breach of trust.	• Minority shareholders can bring legal claims on behalf of the company if directors act improperly.
D. Acquisitions and transfers of shares			
12.	Transfers of shares	• In general, both the legal and beneficial title to shares are freely transferable at any time and to any person with capacity to hold the shares, unless transfer restrictions are contained in a company's articles of association or shareholders' agreement.	• In general, both the legal and beneficial title to shares are freely transferable at any time and to any person with capacity to hold the shares unless transfer restrictions are imposed by the company's governing documents.
13.	Compulsory acquisition	• If a bidder in a takeover offer acquires or contracts to acquire 90 per cent. of the shares and voting rights it does not already own in a company, it has the statutory right to buy the shares of the minority shareholders. • The minority shareholders have an equivalent right to require the bidder to acquire their shares at the offer price.	• If a bidder in a takeover acquires or contracts to acquire 90 per cent. or more of the shares, it has the statutory right to compulsorily acquire the remaining shares from minority shareholders of that class. • The minority shareholders have an equivalent right to require the bidder to acquire their shares at the offer price. • Minority shareholders who receive a compulsory acquisition notice can apply to the Royal Court of Jersey within six weeks to challenge the acquisition or seek variation of the terms. The Court also has discretion to authorise a compulsory acquisition where the 90 per cent. threshold would have been met but for untraceable shareholders, provided the terms are fair and it is just and equitable to do so.
14.	Schemes of arrangement	• A company may implement a scheme of arrangement with its shareholders and / or creditors to achieve a number of outcomes (including solvent reorganisations, mergers and insolvent restructurings) with the support of a majority in number representing 75 per cent. in value of each class of shareholder or creditor attending and voting at the meeting. If the necessary statutory majorities are obtained and the	• A Jersey company may also undertake a scheme of arrangement with its shareholders and/or creditors. • A scheme involves a two-part process - the Royal Court will first convene a meeting of the class (or classes) of shareholders or creditors affected by the transaction, and subsequently will consider sanctioning the scheme if certain tests are met.

	Topic	English law	Jersey law
		court grants an order sanctioning the scheme, the order must then be delivered to the Registrar of Companies (following which the scheme shall become effective). • The terms of the scheme will only become effective and binding on a company and all members of the relevant classes (including any dissenting shareholder/creditor and any shareholder/creditor who did not vote) once the court order has been delivered to the Registrar of Companies.	• At the court-convened meeting, a majority in number of those voting, representing 75 per cent. or more in value of the creditors or 75 per cent. or more of the voting rights of shareholders or class of them (as applicable), will have to agree for the scheme to proceed to the sanction hearing. • The sanction hearing is concerned with the fairness of the proposed transaction, whether the law has been complied with, and whether an intelligent and honest person might reasonably approve of the proposal. • If approved, and sanctioned by the court, the transaction will become effective upon the delivery of the Act of Court to the Registry of Companies in Jersey.
15.	Financial assistance	• Subject to certain exemptions, public companies are prohibited from giving financial assistance for the purpose of the acquisition of its shares or those of a parent company. The prohibition covers any financial assistance given to reduce or discharge any liability incurred by the company or any third party for the purpose of the acquisition.	• There is no prohibition in Jersey against a company giving financial assistance for the acquisition of its own shares, although if such assistance amounts to a distribution of assets by the company it may need to be sanctioned as such.
E. Information rights			
16.	Access to information for shareholders	• Shareholders have the right to receive a copy of the annual report and all corporate action notices and accompanying documentation such as notices of general meetings and related proxy forms, circulars, prospectuses and offer documents.	• Shareholders have key information rights, including the right to inspect and/or receive copies of (i) certain company records, (ii) financial statements and annual reports and (iii) meeting-related documents (i.e. notices of general meetings and resolutions).
F. Shareholder meetings and directors			
17.	Annual general meeting	• Public companies are obliged by statute to hold an annual general meeting each year.	• A public company is required to hold an annual general meeting of shareholders each year.
18.	Quorum of shareholder meetings	• Pursuant to the IG Group Holdings Articles, two persons entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum.	• The IG Jersey Articles will provide that two persons entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum.

	Topic	English law	Jersey law
19.	Removal of directors	• Shareholders have the absolute power, by ordinary resolution, to remove a director from office before the expiration of their period of office.	• Pursuant to the IG Jersey Articles, shareholders will have the power, by ordinary resolution, to remove a director from office before the expiration of their period of office.
20.	Appointment of directors	• Pursuant to the IG Group Holdings Articles, a director can be appointed by the Board or following shareholder approval of an ordinary resolution. • At every annual shareholder meeting, each of the directors shall retire from office and may offer themselves up for re-appointment by the shareholders.	• Pursuant to the IG Jersey Articles, a director can be appointed by the IG Jersey Board or following shareholder approval of an ordinary resolution. • At every annual shareholder meeting, each of the directors shall retire from office and may offer themselves up for re-appointment by the shareholders.
21.	Indemnification of directors and officers	• Public companies can only indemnify their directors against certain liabilities to third parties, including legal costs, damages and interest awarded in civil proceedings. Public companies generally cannot protect their directors from liabilities arising from negligence or breaches of duty. • Public companies must disclose the existence of any qualifying third party indemnity provisions in their annual report.	• A company cannot exempt or indemnify a director against liabilities arising from their duties, except in specific circumstances. These include: (i) directors can be indemnified for legal costs if they successfully defend civil or criminal proceedings; (ii) indemnification is allowed if the director acted in good faith and in the best interests of the company; and (iii) the court may relieve a director from liability if they acted honestly and fairly.
22.	Directors' duties	• Directors owe duties to the company and not to shareholders. These include: (i) the duty to act in accordance with the company's constitution and to use powers for the purpose for which they were conferred; (ii) the duty to promote the success of the company for the benefit of its members; (iii) the duty to exercise independent judgement; (iv) the duty to exercise reasonable care, skill and diligence; (v) the duty to avoid conflicts of interest, other than arising from a transaction/ arrangement with the company (subject to exceptions where, for example, the conflict has been authorised); (vi) the duty to declare any interest in a proposed transaction or arrangement with the company; and (vii) the duty not to accept benefits from third parties.	• A director of a Jersey company is obliged to (i) act honestly and in good faith with a view to the best interests of the company; and (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. • These statutory duties are a codification of the customary or common law fiduciary duties of directors. • The common law duties include a duty to act in good faith, a duty to act with diligence, a duty to exercise powers for their proper purpose, a duty to avoid conflicts of interest, and a duty to account for profits

2. Description of share capital structure and rights attached to IG Jersey Shares after the Scheme

2.1 Overview

The following description of the material terms of IG Jersey's capital structure and the rights attached to the IG Jersey Shares includes a summary of certain provisions of Jersey law and the IG Jersey Articles. The following description does not purport to be complete and is qualified in its entirety by reference to the full text of the IG Jersey Articles and the provisions of applicable law.

2.2 Authorised capitalisation

Pursuant to its memorandum of association, IG Jersey will have an authorised share capital consisting of IG Jersey Shares, with no limit on the maximum number of IG Jersey Shares it is authorised to issue. We expect that IG Jersey will have approximately 361,557,868 IG Jersey Shares in issue (calculated based on the number of IG Jersey Shares in issue on the Latest Practicable Date and without giving effect to any shares that may be issued with respect to outstanding equity awards) immediately after the Scheme Effective Date.

2.3 IG Jersey Shares

(a) *Voting rights*

On a poll at a general meeting, every holder of IG Jersey Shares who is present in person or by a duly appointed proxy shall have one vote for each share of which he or she is the holder.

(b) *Dividend rights*

The IG Jersey Shares have a pro rata entitlement to any dividends paid to the members of IG Jersey. None of the IG Jersey Shares holds a preferential right to dividends.

(c) *Rights upon liquidation*

On a distribution of assets on a winding-up, the surplus assets of IG Jersey remaining after payment of its liabilities shall be applied (to the extent IG Jersey is lawfully permitted to do so); (i) first, in paying to each of the IG Jersey Shareholders the nominal value of their IG Jersey Shares (provided that, if there are insufficient surplus assets to pay the amounts per share equal to the nominal value, the remaining surplus assets shall be distributed to the IG Jersey Shareholders pro rata to the aggregate amounts otherwise due to them); and (ii) second, the balance of the surplus assets (if any) shall be distributed among the IG Jersey Shareholders pro rata to the number of IG Jersey Shares held.

(d) *Variation of rights*

The IG Jersey Articles provide that all or any of the rights for the time being attached to any class of shares in issue may from time to time be varied either with the consent in writing of the holders of not less than 75 per cent. in nominal value of the issued shares of that class or with the authority of a special resolution passed at a separate general meeting of the holders of those shares.

(e) *Pre-emption rights*

There are no statutory pre-emption rights under the Jersey Companies Law. However, the IG Jersey Articles will entrench pre-emption rights that are substantially the same as the rights that currently apply to IG Group Holdings.

2.4 Dividends

The IG Jersey Board will have discretion over whether to distribute dividends, subject to the IG Jersey Articles and certain requirements of Jersey law.

The IG Jersey Articles provide that, subject to the provisions of the Jersey Companies Law:

- The Company may, by ordinary resolution, declare a dividend to be paid to the members, according to their respective rights and interests in the profits, and may fix the time for payment of such dividend, but no dividend shall exceed the amount recommended by the IG Jersey Board; and
- The IG Jersey Board may pay interim dividends on shares of any class of such amounts and on such dates and in respect of such periods as they think fit.

2.5 General meetings of shareholders

The IG Jersey Articles provide for the IG Jersey Board to convene and for annual general meetings to be held in accordance with Jersey law.

The IG Jersey Articles provide for the IG Jersey Board to convene a general meeting other than an annual general meeting whenever it thinks fit. A general meeting shall also be convened by the IG Jersey Board on the requisition of members as provided for under Jersey law. A member may not propose business to be considered at a general meeting unless it has been requisitioned by them.

All general meetings shall be called by not less than the minimum notice period permitted by Jersey law (which is currently not less than 14 clear days' notice).

The IG Jersey Board shall determine whether any general meeting is to be held as a physical general meeting or an electronic general meeting.

Resolutions proposed as ordinary resolutions require a simple majority of the votes cast by such members present and entitled to vote (including by proxy) at a general meeting to be cast in favour in order to be passed. Resolutions proposed as special resolutions require a majority of not less than 75 per cent. of the votes cast by such members present and entitled to vote (including by proxy) at a general meeting to be cast in favour in order to be passed.

2.6 Quorum for general meetings

Two qualifying persons (being a member, a person authorised to act as the representative of a corporation that is a member in relation to the meeting or a person appointed as a proxy of a member in relation to the meeting) shall be a quorum unless (i) each is a qualifying person only because that person is authorised to act as the representative of a corporation in relation to the meeting, and they are representatives of the same corporation or (ii) each is a qualifying person only because that person is appointed as proxy of a member in relation to the meeting, and they are proxies of the same member.

If within 15 minutes from the time fixed for holding a general meeting a quorum is not present, the meeting shall be dissolved if it was convened on the requisition of members. In any other case, it shall stand adjourned for ten clear days either at the same time or place or such other time and place as the IG Jersey Board may decide. If at an adjourned meeting, a quorum is not present within 15 minutes from the time fixed for holding the meeting, the meeting shall be dissolved.

2.7 Number and classification of Directors

The IG Jersey Articles provide that the number of Directors shall not be less than two nor more than fifteen in number. IG Jersey may by ordinary resolution from time to time vary the minimum number and/or maximum number of Directors.

2.8 Appointment, election and re-election of Directors

The IG Jersey Articles allow the IG Jersey Board to appoint any person who is willing to act to be a director, either to fill a vacancy or by way of addition to their number.

In addition, the Company may by ordinary resolution elect any person who is willing to act to be a director, either to fill a vacancy or as an additional director (subject, among other things, to any maximum number of directors specified by ordinary resolution).

2.9 Removal and vacation of office of Directors

A Director may be removed by a vote of shareholders upon passing of a special resolution.

The IG Jersey Articles set out various other circumstances in which the office of a Director shall be vacated. This includes where the Director receives notice executed by not less than three-quarters of the other Directors stating that the Director should cease to be a Director or the Director gives IG Jersey notice of his or her wish to resign.

2.10 Authority to allot further shares and grant rights

Subject to Jersey company law, the IG Jersey Board has the power to allot (with or without conferring a right of renunciation), grant options over, grant rights to subscribe for or to convert any security into or otherwise deal with or dispose of any unissued shares in IG Jersey to such persons, at such times and generally on such terms as the IG Jersey Board may decide.

However, IG Jersey will continue to seek the same shareholder authority resolutions each year at its annual general meeting as were sought by IG Group Holdings.

2.11 Amendments to the IG Jersey Articles

Amendments to the IG Jersey Articles would require the passing of a special resolution. As set out in paragraph 2.5 above, under the IG Jersey Articles resolutions proposed as special resolutions require a majority of not less than 75 per cent. of the votes cast by such members present and entitled to vote (including by proxy) at a general meeting to be cast in favour in order to be passed.

2.12 Limitations on liability and indemnification of officers and directors

The IG Jersey Articles provide that, subject to the provisions of the Jersey Companies Law, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director or other officer of IG Jersey shall be indemnified out of the assets of the Company against any liability incurred by him or her for negligence, default, breach of trust or otherwise in relation to the affairs of the Company. The IG Jersey Articles also permit the IG Jersey Board to purchase and maintain insurance for or for the benefit of any person who is or was (i) a Director, officer, employee or auditor of IG Jersey or certain group companies or affiliated entities or (ii) trustee of any pension fund in which the employees of IG Jersey or such group companies or affiliated entities are or have been interested.

2.13 The IG Jersey Articles

If the Scheme becomes effective, the IG Jersey Articles and Jersey law will govern IG Jersey and the rights of IG Jersey's shareholders instead of the IG Group Holdings Articles and the Companies Act.

Part V
FREQUENTLY ASKED QUESTIONS

1. Why is IG Group Holdings proposing the Scheme?

The Board has undertaken a comprehensive assessment of the Group's domicile and corporate structure, with a particular focus on increasing overall financial and strategic flexibility so as to better reflect the Group's international footprint, with around two thirds of revenue now generated outside the UK.

As currently structured, with a UK parent, the entire Group is subject to consolidated regulatory capital requirements under the FCA's UK Investment Firms Prudential Regime, as implemented in MIFIDPRU.

Although these requirements remain an important facet of the Group's UK operations - with no significant change anticipated to the Group's capital requirement in respect of its UK business, and a continuation of its longstanding policy of being strongly capitalised and prudently managed at all times - the Board concluded that the existing corporate structure does not best serve the efficient governance and capital management of the Group's international business or its ability to deploy capital flexibly in pursuit of its long-term international growth strategy, including through mergers and acquisitions.

In light of these considerations, the Board evaluated alternative holding company structures and concluded that a redomiciliation of the Group's parent company to Jersey (whilst retaining UK tax residence) would provide a more efficient and flexible framework to support the Group's broader strategic objectives and to reflect the continuing evolution of its international footprint.

Inserting a new Jersey parent company - to also be named IG Group Holdings plc - above the existing UK parent company will achieve these objectives, but within a legal framework that is substantially similar to the UK and with minimum impact on the Group's UK operations, current listing structure and tax profile.

2. Why is IG Group Holdings implementing the Proposal by way of a scheme of arrangement?

The Scheme is a formal procedure under Part 26 of the Companies Act 2006 which is commonly used to carry out corporate reorganisations. The Scheme requires the approval of IG Group Holdings Shareholders and the sanction of the Court. **All IG Group Holdings Shareholders have the right to attend the Court Hearing in person or by proxy to support or oppose the sanctioning of the Scheme.** If the relevant approvals are obtained, all IG Group Holdings Shareholders will be bound by the Scheme regardless of whether or how they voted.

3. When will the Scheme become effective?

It is currently anticipated that the Scheme will become effective in calendar Q4 2026. Nevertheless, it is important that you vote in favour of the Scheme at the Court Meeting and the Special Resolutions relating to the Scheme to be proposed at the Extraordinary General Meeting (each to be held on 3 September 2026).

4. What will I end up with after the Scheme comes into effect and the IG Jersey shares are listed on the LSE?

If the Scheme becomes effective, you will receive one IG Jersey Share in place of each IG Group Holdings Share held at the Scheme Record Time (which is currently anticipated to be 6.30 p.m. on the Scheme Effective Date). The share register of IG Jersey will be updated to reflect your shareholding following the Scheme becoming effective.

IG Group Holdings Shareholders who currently hold IG Group Holdings Shares in uncertificated form

If you hold IG Group Holdings Shares in uncertificated form in CREST immediately prior to the Scheme Record Time, IG Jersey Shares which are allotted and issued pursuant to the Scheme are expected to be credited to your relevant CREST member account on the Scheme Effective Date.

Accordingly, after the Listing Effective Time, holders of uncertificated IG Group Holdings Shares will be able to transfer and settle their interests in IG Jersey Shares in the relevant CREST accounts.

IG Group Holdings Shareholders who hold IG Group Holdings Shares in certificated immediately prior to the Scheme Record Time

If you hold IG Group Holdings Shares in certificated form immediately prior to the Scheme Record Time, the IG Jersey Shares that you receive will also be held by you directly after the Listing Effective Time. Your IG Jersey Shares are expected to be despatched shortly after the Scheme Effective Date.

Further details are set out in paragraph 14 of Part II.

5. What do I do with my old share certificates?

When the Scheme becomes effective, your holding of IG Group Holdings Shares will be replaced by an equivalent holding of IG Jersey Shares. Thus, all your certificates for IG Group Holdings Shares held in certificated form will cease to be valid and should be destroyed. Euroclear will be instructed to cancel entitlements to IG Group Holdings Shares in uncertificated form.

6. Will I receive share certificates for my IG Jersey Shares?

Shareholders who held their IG Group Holdings Shares in certificated form prior to the Scheme Effective Time will receive share certificates in respect of IG Jersey Shares issued on the Scheme Effective Time. Further information on how you will hold IG Jersey shares is described in answer to question 4 of this Part V.

7. What if I trade in IG Group Holdings Shares on the last day of trading in London?

If trades in IG Group Holdings Shares are placed through your broker at any point up to 48 hours prior to close of trade on the last day of trading in IG Group Holdings Shares on the Scheme Effective Date, the trade is expected to settle as normal two days later (excluding non-working days) and, upon settlement of the trade, the buyer will receive IG Jersey Shares through CREST instead of IG Group Holdings Shares. In respect of any trades, the new shareholders will need to be reflected in the share register of IG Group Holdings prior to the Scheme Record Time in order to receive IG Group Holdings Shares under the Scheme.

8. Do I have to pay anything under the Scheme?

No. All IG Jersey Shares being issued to IG Group Holdings Shareholders pursuant to the Scheme are being exchanged for their existing IG Group Holdings Shares. No additional payment is required.

9. What will the share capital of IG Group Holdings be following the Scheme taking effect?

Under the Scheme, all of the existing IG Group Holdings Shares will be cancelled by way of a reduction of share capital (the "**IG Group Holdings Reduction of Capital**"). The reserve arising from the IG Group Holdings Reduction of Capital will be used in paying up the same number of new shares in IG Group Holdings to be issued to IG Jersey so as to ensure that IG Jersey is the sole shareholder of IG Group Holdings Shares.

10. Does this mean that the annual meetings will now be held in Jersey?

Following the Scheme Effective Time, annual meetings of IG Jersey Shareholders will be held in the United Kingdom and/or virtually, in accordance with the IG Jersey Articles and Jersey law.

11. What effect will the Scheme have on the Existing IG Employee Share Schemes?

Following the Scheme, the outstanding awards granted under the Existing IG Employee Share Schemes will be automatically exchanged for the grant of equivalent awards over IG Jersey Shares. Any IG Group Holdings Shares held on a participant's behalf under one of the Existing IG Employee Share Schemes will be replaced by IG Jersey Shares if the Scheme becomes effective on the same basis as other IG Group Holdings Shareholders.

Participants in the Existing IG Employee Share Schemes will be written to separately to explain the impact of the Scheme on their outstanding awards.

12. I hold IG Group Holdings Shares through an ADR programme, what will happen to my shares?

IG Group Holdings has a sponsored ADR programme managed by Citibank, N.A. (the "**ADR Programme**"). If you hold an interest in IG Group Holdings Shares through the ADR Programme, you are strongly encouraged to contact the ADR bank and/or existing broker/custodian (as applicable) as soon as possible to confirm what steps they intend to take in connection with the Scheme and what options are available to you.

13. Why am I being sent this document?

The Proposals set out in this document require IG Group Holdings Shareholders to vote on certain matters at both the Court Meeting and the Extraordinary General Meeting. This document contains information to assist you in your voting decision for both the Court Meeting and the Extraordinary General Meeting in relation to the Proposal.

14. Will further documentation relating to the IG Jersey Shares be issued?

A UK Prospectus will be issued in due course and will contain prescribed information relating to IG Jersey and IG Jersey Shares. The UK Prospectus will be made available in electronic form on the Group's corporate website at www.iggroup.com/resource-hub/download-centre. It is anticipated that the UK Prospectus will be available in calendar Q4 2026.

15. Do I need to vote?

For reasons set out in this document, the IG Group Holdings Board unanimously recommends that IG Group Holdings Shareholders vote in favour of the Scheme at the Court Meeting and in favour of the Special Resolutions relating to the Scheme to be proposed at the Extraordinary General Meeting.

It is important that as many IG Group Holdings Shareholders as possible cast their votes (whether in person or by proxy). This applies to both the Court Meeting and the Extraordinary General Meeting. In particular, it is important that as many votes as possible are cast at the Court Meeting so as to demonstrate to the Court that there is a fair representation of IG Group Holdings Shareholder opinion.

All matters for consideration at both the Court Meeting and the Extraordinary General Meeting will be decided on a poll rather than on a show of hands. This means that each IG Group Holdings Shareholder has one vote for every IG Group Holdings Share held.

If you do not wish, or are unable, to attend the Court Meeting and/or the Extraordinary General Meeting you may appoint someone (known as a "**proxy**") to act on your behalf and vote at the Court Meeting and/or the Extraordinary General Meeting. You may appoint your proxy by completing the blue Form of Proxy (in relation to the Court Meeting) and the white Form of Proxy (in relation to the Extraordinary General Meeting) and returning them in accordance with the instructions set out in paragraph 5 of Part I and paragraph 19 of Part II of this document and on the relevant Form of Proxy.

You are strongly encouraged to complete, sign and return your BLUE Form of Proxy and WHITE Form of Proxy as soon as possible.

If you hold IG Group Holdings Shares in uncertificated form you may also appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual ensuring that it is received by IG Group Holdings' Registrars (under CREST participant ID 3RA50) by no later than 10.00 a.m. on 1 September 2026 in the case of the blue Form of Proxy and 10.15 a.m. on 1 September 2026 in the case of the white Form of Proxy.

Should you later change your mind and decide to attend the Court Meeting and/or the Extraordinary General Meeting in person, having returned the Forms of Proxy will not preclude you from doing so.

16. What documents should I have received?

Please check that you have received the following:

- a BLUE Form of Proxy for use in respect of the Court Meeting on 3 September 2026;

- a WHITE Form of Proxy for use in respect of the Extraordinary General Meeting on 3 September 2026; and
- a reply-paid envelope for use in the United Kingdom for the return of the BLUE Form of Proxy and the WHITE Form of Proxy.

If you have not received all of these documents, please contact the Shareholder Helpline on the number indicated below.

17. Why are there two meetings and do I need to attend both?

The Proposal is being implemented by way of a UK Scheme of Arrangement which requires two shareholder meetings to be held. These meetings, being the Court Meeting and the subsequent Extraordinary General Meeting, are being called for different purposes and will be held on 3 September 2026 at the same venue (the London offices of IG Group Holdings' solicitors, Freshfields LLP, at 100 Bishopsgate, London, EC2P 2SR), one directly after the other.

The sole purpose of the Court Meeting is to seek the IG Group Holdings Shareholders' approval of the Scheme. In order for the Scheme to be approved, a majority in number of shareholders representing not less than 75 per cent. of the voting rights of the shares held by shareholders voting (in person or by proxy) will need to support the Scheme.

The subsequent Extraordinary General Meeting, which will be held immediately after the Court Meeting, is being called to enable IG Group Holdings Shareholders to approve various matters in connection with the Scheme.

If you are not able to attend either or both of the Court Meeting and the Extraordinary General Meeting in person, your vote is still important and you are encouraged, regardless of the number of shares you own, to complete, sign and return the relevant Form of Proxy in accordance with the instructions set out in paragraph 5 of Part I and paragraph 19 of Part II of this document and on the relevant Form of Proxy.

18. What about share buybacks and future dividends? Do I need to change my existing instructions so far as the payment of dividends is concerned?

The Proposal will not impact the Company's existing share buyback programme which was announced on 19 March 2026.

The Board expects to continue to make dividend payments in accordance with the Group's established capital allocation policies. Any declaration and payment of future dividends to holders of IG Jersey Shares will be at the discretion of the Board and will depend on many factors, including general and economic conditions, IG Jersey's financial condition and operating results, its available cash and current and anticipated cash needs, capital requirements, contractual, legal, tax and regulatory restrictions, including restrictive covenants contained in IG Jersey's financing agreements and such other factors as the Board may deem relevant.

Your present communication preferences and mandates relating to the payment of dividends by electronic bank transfer given (or deemed to be given) will continue to be valid for IG Jersey (in respect of IG Jersey Shares) after the Scheme becomes effective, unless you revoke them.

19. Will I have to pay any tax as a result of the Scheme?

It is intended that there will generally be no US federal income tax or UK tax liabilities for US Holders or UK Holders (each as defined in paragraph 11 of Part III) arising from the implementation of the Scheme and the listing of the IG Jersey Shares. For information on certain Jersey, UK and US federal taxation, your attention is drawn to paragraph 11 of Part III of this document. However, the summary information on taxation in this document is intended as a guide only, and the tax consequences of the Scheme and the listing of the IG Jersey Shares are complex and will depend on a holder's particular circumstances.

If you are in any doubt about your tax position, or are resident for tax purposes in countries other than the UK or the US, you should consult a professional adviser.

20. Will my tax position change as a result of the Scheme?

A summary of the principal tax implications for UK and US Shareholders is contained in paragraph 11 of Part III. Please note that this is not a comprehensive summary and the circumstances of each shareholder may differ.

If you are in any doubt about your tax position, or are resident for tax purposes in countries other than the UK and the US, you should consult a professional adviser.

21. Do I need to take further action?

It is important that you vote at the Court Meeting and the Extraordinary General Meeting. You are strongly encouraged to complete, sign and return your Forms of Proxy as soon as possible. See answer to question 16 of this Part V and the instructions set out in paragraph 5 of Part I and paragraph 19 of Part II of this document and on the relevant Form of Proxy.

22. What if I still have questions?

If you have read this document and still have questions, please call the Shareholder Helpline, further details of which are included at the beginning of the summary on page 3 of this document.

Part VI
THE SCHEME OF ARRANGEMENT

IN THE HIGH COURT OF JUSTICE **CR-2026-004009**
BUSINESS AND PROPERTY COURTS
OF ENGLAND AND WALES
COMPANIES COURT (ChD)

IN THE MATTER OF IG GROUP HOLDINGS PLC

-AND-

IN THE MATTER OF THE COMPANIES ACT 2006

SCHEME OF ARRANGEMENT
(under Part 26 of the Companies Act 2006)

between

IG GROUP HOLDINGS PLC

and

THE HOLDERS OF THE SCHEME SHARES

(as each is hereinafter defined)

PRELIMINARY

1. In this Scheme, unless inconsistent with the subject or context, the following expressions shall, bear the following meanings:

"Capital Reduction"	the reduction of the Company's share capital under Section 648 of the Companies Act provided for by the Scheme;
"certificated" or "in certificated form"	in relation to a share or other security, a share or other security which is not in uncertificated form (that is, not in CREST);
"Companies Act"	the Companies Act 2006 (as amended, modified, consolidated, re-enacted or replaced from time to time);
"Company"	IG Group Holdings plc, a company incorporated in England and Wales with registered number 04677092;
"Court"	the High Court of Justice in England and Wales;
"Court Hearing"	the hearing by the Court of the application to sanction the Scheme under Part 26 of the Companies Act;
"Court Meeting"	the meeting of Scheme Shareholders (including any adjournment thereof), convened with the permission of the Court under Part 26 of the Companies Act to consider and, if thought fit, to approve this Scheme (with or without modification);

"Court Order"	the order of the Court sanctioning the Scheme under Part 26 of the Companies Act and confirming the Capital Reduction under Section 648 of the Companies Act;
"CREST"	the relevant system to facilitate the transfer of title to shares in uncertificated form (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001/3755) as amended from time to time;
"Effective"	the date on which this Scheme becomes effective in accordance with its terms, currently anticipated to occur in calendar Q4 2026;
"Euroclear"	Euroclear UK & International Limited;
"holder"	a registered holder, including any person entitled by transmission;
"IG Group Holdings"	IG Group Holdings plc, a company incorporated in England and Wales with registered number 04677092;
"IG Group Holdings Shareholder"	holder of IG Group Holdings Shares from time to time;
"IG Group Holdings Shares"	ordinary shares of 0.005 pence each in the capital of IG Group Holdings in issue prior to the Scheme Effective Time;
"IG Jersey"	Jenkins Topco plc (to be renamed IG Group Holdings plc), a public limited company incorporated in Jersey with registration number 166028 having its registered office address at 47 Esplanade, St. Helier, JE1 0BD, Jersey;
"IG Jersey Shares"	ordinary shares of 0.005 pence of IG Jersey, to be issued in connection with the Scheme;
"IG Jersey Subscriber Share"	the one issued and outstanding IG Jersey Share prior to the Scheme Effective Time;
"Latest Practicable Date"	13 July 2026;
"members"	members of the Company on the register of members at any relevant date;
"New IG Group Holdings Shares"	ordinary shares of 0.005 pence each in the capital of IG Group Holdings to be issued to IG Jersey pursuant to the Scheme;
"Overseas Shareholder"	IG Group Holdings Shareholders who are resident in, or citizens or nationals of, jurisdictions outside the United Kingdom and the United States or who are nominees of, or custodians or trustees for, citizens or nationals of countries other than the United Kingdom and the United States;
"Registrar"	Computershare Investor Services PLC;

"Registrar of Companies"	the Registrar of Companies in England and Wales;
"Scheme"	this scheme of arrangement in its present form or with or subject to any modification, addition or condition approved or imposed by the Court;
"Scheme Circular"	the shareholder circular prepared in relation to the Scheme and in accordance with UK company law and of which this Scheme forms part;
"Scheme Effective Date"	a day, currently expected to be in calendar Q4 2026, on which the Scheme will become effective;
"Scheme Effective Time"	the time at which the Scheme becomes effective in accordance with its terms expected to be 10.00 p.m. on the Scheme Effective Date;
"Scheme Record Time"	the time at which the record of the register of members of IG Group Holdings is taken expected to be 6.30 p.m. on the Scheme Effective Date;
"Scheme Shareholder"	a holder of Scheme Share(s);
"Scheme Shares"	IG Group Holdings Shares: (a) in issue at the date of the Scheme Circular and remaining in issue at the Scheme Record Time; (b) (if any) issued after the date of this Scheme but before the Voting Record Time and remaining in issue at the Scheme Record Time; and (c) (if any) issued at or after the Voting Record Time and remaining in issue at the Scheme Record Time on terms that the holders will be bound by this Scheme;
"Statement of Capital"	the statement of capital approved by the Court showing the information required by Section 649 of the Companies Act with respect to IG Group Holdings' share capital as altered by the Capital Reduction;
"uncertificated" or "in uncertificated form"	in relation to a share or other security, a share or other security title to which is recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which may be transferred by means of CREST;
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland;
"United States" or "US"	the United States of America; and
"Voting Record Time"	6.30 p.m. (London time) on the day which is two days (excluding non-working days) prior to the date of the Court Meeting or any adjournment thereof (as the case may be),

and references to Clauses are references to clauses of this Scheme.

2. The issued share capital of IG Group Holdings as at 13 July 2026 (being the Latest Practicable Date prior to the date of this Scheme) was 361,622,868 consisting of 361,557,868 IG Group Holdings

Shares and 65,000 deferred redeemable shares of 0.001 pence each, all of which are in issue and fully paid up. IG Group Holdings has served a redemption notice for the deferred redeemable shares, and the redemption process will be completed by the Court Meeting. On 13 July 2026 (being the Latest Practicable Date prior to the date of this Scheme), IG Group Holdings held 30,884,477 IG Group Holdings Shares in treasury. No Scheme Shares are or will be owned by IG Jersey.

3. IG Jersey was incorporated on 19 June 2026 under the name Jenkins Topco plc. The share capital of IG Jersey as at the date of this Scheme is 0.005 pence.

4. IG Jersey has agreed to appear by counsel at the Court Hearing to sanction this Scheme and to submit to be bound by and undertake to the Court to be bound by this Scheme and to execute and do, or procure to be executed and done, all such documents, acts or things as may be necessary or desirable to be executed or done by it or on its behalf for the purpose of giving effect to this Scheme.

5. IG Jersey will rely upon the Court's sanctioning of the Scheme for the purpose of qualifying for the exemption from the registration requirements of the US Securities Act, provided by Section 3(a)(10) thereof with respect to the IG Jersey Shares to be issued pursuant to the Scheme.

THE SCHEME

1. Cancellation of Scheme Shares

1.1 The issued share capital of IG Group Holdings shall be reduced by cancelling and extinguishing all of the Scheme Shares.

1.2 Subject to and forthwith upon the said Capital Reduction referred to in Clause 1.1 taking effect, the credit arising in the books of account of IG Group Holdings as a result of the said Capital Reduction shall be capitalised and applied in paying up, in full at par, such number of New IG Group Holdings Shares as shall be equal to the number (and aggregate nominal value) of the Scheme Shares cancelled in accordance with Clause 1.1 above which shall be allotted and issued, credited as fully paid (free from all liens, charges, encumbrances, rights of pre-emption, equitable interests and any other third party rights of any nature whatsoever), to IG Jersey.

2. IG Jersey Shares

2.1 In consideration of the cancellation of the Scheme Shares and the issuance of the New IG Group Holdings Shares as provided for in Clause 1, IG Jersey shall (subject as herein provided), issue IG Jersey Shares to the Scheme Shareholders (as appearing in the register of members of IG Group Holdings at the Scheme Record Time) on the following basis:

one IG Jersey Share for each Scheme Share held at the Scheme Record Time.

2.2 The IG Jersey Shares shall be validly issued, fully paid and non-assessable, shall rank equally in all respects and shall be entitled to all dividends and other distributions declared, paid or made by IG Jersey by reference to any record date which falls after the Scheme Effective Time. The IG Jersey Subscriber Share will be redeemed and immediately cancelled at the Scheme Effective Time, such that, immediately following the Scheme Effective Time, the share registers of IG Jersey will be identical to that of IG Group Holdings immediately prior to the Scheme Effective Time.

2.3 The provisions of Clause 2.1 shall be subject to any prohibition or condition imposed by law. Without prejudice to the generality of the foregoing, if, in respect of any Overseas Shareholder, IG Jersey is advised that the issue of IG Jersey Shares pursuant to Clause 2.1 would or might infringe the laws of any jurisdiction outside the United Kingdom and the United States or would or might require IG Jersey to obtain any governmental or other consent or effect any registration, filing or other formality with which, in the opinion of IG Jersey, it would be unable to comply or which it regards as unduly onerous, then IG Jersey may in its sole discretion determine that such IG Jersey Shares shall be sold, in which event the IG Jersey Shares shall be issued to such Overseas Shareholder and IG Jersey shall appoint a person to act pursuant to this Clause 2.3 and such person shall be authorised on behalf of such Overseas Shareholder to procure that any shares in respect of which IG Jersey has made such a determination shall, as soon as practicable following the Scheme Effective Time, be sold at the best price which can reasonably be obtained at the time of sale and the net proceeds of such sale shall (after the deduction of all expenses and commissions, including any amount in respect of value added tax payable thereon) be paid to such Overseas Shareholder in accordance with the provisions of Clause 3.1 below. To give effect to any such sale, the person so appointed shall be authorised on behalf of such Overseas Shareholder to execute and deliver a form of transfer and to give such instructions and do all such things which he may consider necessary or expedient in connection with such sale. In the absence of bad faith or wilful default, none of IG Group Holdings, IG Jersey, any appointee referred to in this Clause 2.3 or any broker or agent of any of them shall have any liability for any loss arising as a result of the timing or terms of any such sale.

3. Certificates and payments

3.1 As soon as practicable after the Scheme Effective Time, IG Jersey shall:

(a) issue the IG Jersey Shares which it is required to issue to Scheme Shareholders pursuant to Clause 2;

(b) in the case of IG Jersey Shares sold pursuant to Clause 2.3 and issued in respect of Scheme Shares which at the Scheme Record Time are in certificated form, procure the despatch to the persons entitled thereto of either: (a) an electronic payment where such person has a valid mandate on file; or (b) a cheque for the sums payable to them respectively; and

(c) in the case of IG Jersey Shares sold pursuant to Clause 2.3 and issued in respect of Scheme Shares which at the Scheme Record Time are in uncertificated form, procure that Euroclear is instructed to create an assured payment obligation in favour of the payment bank of the persons entitled thereto in accordance with the CREST assured payment arrangements for the sums payable to them respectively, provided that IG Jersey reserves the right to make payment of the said sums by cheque, for reasons outside its reasonable control, it is not able to effect settlement in accordance with this Clause 3.1(c).

3.2 All deliveries of documents and cheques required to be made pursuant to the Scheme shall be effected by posting the same by first class post in pre-paid envelopes addressed to the persons respectively entitled thereto at their respective addresses appearing in the register of members of IG Group Holdings at the Scheme Record Time or in accordance with any special instructions regarding communications received at the registered office of IG Group Holdings prior to the Scheme Record Time, and neither IG Group Holdings, IG Jersey, any person appointed to act under Clause 2.3 nor their respective agents or nominees shall be responsible for any loss or delay in the transmission of documents or cheques sent in accordance with this Clause 3, which shall be sent at the risk of the person entitled thereto. For security reasons, no payments shall be made or cheques mailed to any person recorded as 'gone away' in the books of the Registrar, unless and until they contact the Registrar with evidence of identity.

3.3 All payments shall be in sterling and cheques drawn on a UK clearing bank. Payments made by cheque shall be payable to the Scheme Shareholder concerned, or in the case of joint holders, to all named joint holders, and the dispatch of any such cheque shall be a complete discharge of IG Jersey's obligations under this Scheme to pay the relevant monies.

3.4 In respect of payments through CREST, IG Jersey shall ensure that an assured payment obligation is created, via the Registrar, in accordance with the CREST assured payment arrangements. The creation of such an assured payment arrangement shall be a complete discharge of IG Jersey's obligations under this Scheme with reference to payments through CREST.

3.5 This Clause 3 shall take effect subject to any prohibition or condition imposed by law.

4. Certificates representing Scheme Shares

With effect from and including the Scheme Effective Time, all certificates representing holdings of Scheme Shares shall cease to have effect as documents of title to the Scheme Shares comprised therein and every holder of Scheme Shares shall be bound at the request of IG Jersey to deliver up the same to IG Jersey or, as it may direct, to destroy the same.

5. Record of Cancellation of Scheme Shares

5.1 Euroclear shall be instructed to cancel the entitlements to Scheme Shares of holders of Scheme Shares in uncertificated form and appropriate entries shall be made in IG Group Holdings' register of members, with effect from the Scheme Effective Time, to reflect their cancellation.

5.2 As regards certificated Scheme Shares, appropriate entries shall be made in IG Group Holdings' register of members, with effect from the Scheme Effective Time, to reflect their cancellation.

6. Mandates and instructions

All mandates relating to the payment of dividends by electronic bank transfer given (or deemed to be given) and other instructions (or deemed instructions, including communication preferences) to IG Group Holdings by or on behalf of Scheme Shareholders which relate to holdings of IG Group Holdings Shares in force at the Scheme Record Time may be deemed valid, where possible, in respect of the corresponding IG Jersey Shares.

7. Scheme Effective Time

7.1 The Scheme shall become Effective as soon as a copy of the Court Order (including a copy of the related Statement of Capital) shall have been duly delivered to the Registrar of Companies for registration; and

7.2 unless the Scheme shall have become Effective on or before 31 December 2027 or such later date, if any, as IG Group Holdings and IG Jersey may agree and the Court may allow, this Scheme shall never become Effective.

8. Modification

IG Group Holdings and IG Jersey may jointly consent on behalf of all persons concerned to any modification of, or addition to, the Scheme or to any condition which the Court may think fit to approve or impose. For the avoidance of doubt, no modification to the Scheme may be made pursuant to this Clause 8 once the Scheme has taken effect.

9. Costs

IG Group Holdings is authorised and permitted to pay all the costs and expenses relating to the negotiation, preparation and implementation of the Scheme.

10. Governing Law

This Scheme is governed by English law and is subject to the jurisdiction of the English courts.

Part VII
DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise.

"Admission"	the admission of the IG Jersey Shares to the Equity Shares (Commercial Companies) Category of the Official List and to trading on the London Stock Exchange's main market for listed securities;
"ADR Programme"	American depositary receipts programmes referencing IG Group Holdings Shares;
"BaFin"	the Bundesanstalt für Finanzdienstleistungsaufsicht (Germany);
"certificated" or "in certificated form"	in relation to share or other security, a share or other security which is not in uncertificated form (that is, not in CREST);
"Chair"	the chair of IG Group Holdings from time to time;
"Code"	the UK Takeover Code;
"Companies Act"	the Companies Act 2006 (as amended, modified, consolidated, re-enacted or replaced from time to time);
"Computershare"	Computershare Investor Services PLC;
"Conditions"	the conditions to the implementation of the Scheme set out in paragraph 3 of Part II of this document and a "Condition" shall mean any one of them;
"Court"	the High Court of Justice in England and Wales;
"Court Hearing"	the hearing by the Court of the application to sanction the Scheme under Part 26 of the Companies Act;
"Court Meeting"	the meeting (or any adjournment thereof) of the Scheme Shareholders to be convened with the permission of the Court pursuant to Part 26 of the Companies Act to consider and, if thought fit, approve the Scheme (with or without modification), notice of which is set out in Part VIII of this document (including any adjournment thereof);
"Court Order"	the order of the Court sanctioning the Scheme under Part 26 of the Companies Act;
"CREST"	the relevant system (as defined in the CREST Regulations) for the paperless settlement of trades in listed securities in the United Kingdom, in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
"CREST Applications Host"	the system that is operated to receive, manage and control the processing of messages by the CREST system;
"CREST Manual"	the CREST Manual published by Euroclear, as amended from time to time;
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001/3755) as amended from time to time;

"Directors"	(i) prior to the Scheme Effective Time, the Directors of IG Group Holdings; and (ii) from the Scheme Effective Time, the Directors of IG Jersey (each referred to singularly as a "Director");
"DTRs"	the Disclosure Guidance and Transparency Rules;
"Euroclear"	Euroclear UK & International Limited, the Operator of CREST;
"Existing IG Employee Share Schemes"	the IG Group Holdings Long Term Incentive Plan 2023, IG Group Holdings plc Deferred Bonus Plan, IG Group Holdings 2023 Sustained Performance Plan, IG Group Holdings 2023 Global Share Purchase Plan, IG Group Holdings Share Incentive Plan, IG Group Holdings Australian Employee Share Incentive Plan and IG Group Holdings Employee Stock Purchase Plan, together with any other share-based incentive schemes for employees in respect of IG Group Holdings Shares, each as amended from time to time;
"Executive Directors"	the Executive Directors as at the date of this document, or, where the context so requires, the Executive Directors from time to time;
"Extraordinary General Meeting"	the general meeting of IG Group Holdings to be held at 100 Bishopsgate, London, EC2P 2SR on 3 September 2026 at 10.15 a.m. (London time) or as soon thereafter as the Court Meeting shall have been concluded or adjourned, and any adjournment thereof;
"FCA"	the Financial Conduct Authority of the United Kingdom;
"Form(s) of Proxy"	the blue form of proxy for use at the Court Meeting and the white form of proxy for use at the Extraordinary General Meeting (or either of them as the context may require), which are being sent to IG Group Holdings Shareholders;
"FSMA"	the Financial Services and Markets Act 2000;
"Group"	(i) prior to the Scheme Effective Time, IG Group Holdings, together with its consolidated subsidiaries from time to time; and (ii) from the Scheme Effective Time, IG Jersey, together with its consolidated subsidiaries from time to time;
"HMRC"	HM Revenue & Customs;
"holder"	a registered holder (including any person(s) entitled by transmission);
"IG Group Holdings"	IG Group Holdings plc;
"IG Group Holdings Articles"	the existing articles of association of IG Group Holdings;
"IG Group Holdings Board" or "Board"	the board of directors of IG Group Holdings;
"IG Group Holdings Reduction of Capital"	the reduction of IG Group Holdings' share capital associated with the cancellation and extinguishing of the Scheme Shares provided for in the Scheme and under Section 641 of the Companies Act;
"IG Group Holdings Shareholders"	holders of IG Group Holdings Shares from time to time (excluding IG Jersey);

"IG Group Holdings Shares"	ordinary shares of 0.005 pence in the capital of IG Group Holdings in issue prior to the Scheme Effective Time;
"IG Jersey"	Jenkins Topco plc (to be renamed IG Group Holdings plc), a public limited company incorporated in Jersey with registration number 166028 having its registered office address at 47 Esplanade, St. Helier, JE1 0BD, Jersey;
"IG Jersey Articles"	the articles of association of IG Jersey to be adopted at or before the Scheme Effective Time;
"IG Jersey Board"	the board of directors of IG Jersey;
"IG Jersey Employee Share Schemes"	the IG Jersey Long Term Incentive Plan, IG Jersey Deferred Bonus Plan, IG Jersey Sustained Performance Plan, IG Jersey Global Share Purchase Plan, IG Jersey Australian Employee Share Incentive Plan, IG Jersey Employee Stock Purchase Plan and, as necessary, IG Jersey Share Incentive Plan, in each case to be adopted by IG Jersey;
"IG Jersey Shareholders"	the holders of IG Jersey Shares from time to time (and "IG Jersey Shareholder" means any one of them);
"IG Jersey Shares"	ordinary shares of 0.005 pence of IG Jersey to be issued in connection with the Scheme;
"IG Jersey Subscriber Share"	the one issued and outstanding IG Jersey Share prior to the Scheme Effective Time;
"Internal Revenue Code"	the US Internal Revenue Code 1986, as amended;
"Jersey Companies Law"	the Companies (Jersey) Law 1991 (as amended, modified, consolidated, re-enacted or replaced from time to time), together with any subordinate legislation made under it
"Latest Practicable Date"	13 July 2026;
"Listing Effective Date"	a day, currently expected to be in calendar Q4 2026, on which IG Jersey Shares will be admitted to the Equity Shares (Commercial Companies) Category of the Official List and to trading on the London Stock Exchange's main market;
"Listing Effective Time"	8.00 a.m. on the Listing Effective Date;
"London Stock Exchange"	London Stock Exchange plc;
"Meeting(s)"	the Court Meeting and/or the Extraordinary General Meeting, as the case may be (and "Meeting" shall be construed accordingly);
"Nominated Person"	a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights;
"Non-Executive Directors"	the non-executive Directors of IG Group Holdings prior to the Scheme Effective Time or of IG Jersey from the Scheme Effective Time, as the context requires;
"Official List"	the official list maintained by the FCA pursuant to Part 6 of FSMA;
"Operator"	as defined in the CREST Regulations;

"Overseas Shareholders"	IG Group Holdings Shareholders who are resident in, ordinarily resident in, or citizens of, jurisdictions outside the United Kingdom and the United States or who are nominees of, or custodians or trustees for, citizens or nationals of countries other than the United Kingdom and the United States;
"Panel"	the Panel on Takeovers and Mergers of the United Kingdom;
"Post-Scheme Articles of Association"	articles of association of a private company limited by shares in customary form;
"Pre-Emption Group"	a UK body that publishes guidance on the disapplication of pre-emption rights in the United Kingdom;
"Proposal"	has the meaning given to such term in the Summary of this document;
"Prospectus Rules"	the Prospectus Regulation Rules made under Section 73A of FSMA, as amended, superseded or replaced by such rules and regulations made by the FCA as are in force at the time of Admission relating to the production and publication of a prospectus in connection with admission to trading under the Public Offers and Admissions to Trading Regulations 2024;
"Registrar" or "Registrars"	Computershare Investor Services PLC;
"Registrar of Companies"	the Registrar of Companies in England and Wales;
"Regulatory Information Service"	any of the services authorised by the FCA from time to time for the purpose of disseminating regulatory announcements;
"Relevant Regulators"	means the FCA, BaFin, the Swiss Financial Market Supervisory Authority, the Dubai Financial Services Authority, the Virtual Assets Regulatory Authority (Dubai), the Bermuda Monetary Authority, the Australian Securities and Investments Commission, the Financial Markets Authority (New Zealand), the Monetary Authority of Singapore, the Kanto Local Finance Bureau (Japan), the Japan Securities Dealers Association, the Financial Industry Regulatory Authority (US), the Commodity Futures Trading Commission (US) and the National Futures Association (US);
"Remuneration Committee"	the Remuneration Committee of IG Group Holdings or, following the Scheme Effective Time, the Compensation Committee of IG Jersey;
"Scheme" or "Scheme of Arrangement"	the proposed scheme of arrangement made under Part 26 of the Companies Act between IG Group Holdings and the Scheme Shareholders (with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by IG Group Holdings and IG Jersey) particulars of which are set out in Part III of this document, in its present form or with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by IG Group Holdings and IG Jersey;
"Scheme Effective Date"	a day, currently expected to be in calendar Q4 2026, on which the Scheme will become effective;
"Scheme Effective Time"	the time at which this Scheme becomes effective;

"Scheme Record Time"	the time at which the record of the register of members of IG Group Holdings is taken expected to be 6.30 p.m. on the Scheme Effective Date;
"Scheme Shareholder"	a holder of Scheme Shares;
"Scheme Shares"	the IG Group Holdings Shares: (i) in issue at the date of this document and remaining in issue at the Scheme Record Time; (ii) (if any) issued after the date of this document but before the Voting Record Time and remaining in issue at the Scheme Record Time; and (iii) (if any) issued at or after the Voting Record Time and remaining in issue at the Scheme Record Time on terms that the holders will be bound by the Scheme;
"Shareholder"	holders of IG Group Holdings Shares prior to the Scheme Effective Time and holders of IG Jersey Shares from and subsequent to the Scheme Effective Time, as the context requires;
"Shares"	IG Group Holdings Shares prior to the Scheme Effective Time and IG Jersey Shares from and subsequent to the Scheme Effective Time, as the context requires.
"Special Resolutions"	the special resolutions which are set out in Part IX of this document, to be proposed to be passed at the Extraordinary General Meeting in connection with, *inter alia*, the implementation of the Scheme, certain amendments to be made to the IG Group Holdings Articles and the delisting of IG Group Holdings Shares;
"subsidiary"	has the meaning given in Section 1159 of the Companies Act 2006;
"Strategy Update"	the update on the outcome of the strategic review which IG Group Holdings expects to provide in autumn 2026;
"UK CGT"	UK capital gains tax and corporation tax on chargeable gains;
"UK Corporate Governance Code"	the Financial Reporting Council's UK Corporate Governance Code, dated July 2018, as amended from time to time;
"UK Listing Rules"	the rules and regulations made by the FCA under FSMA and contained in the publication of the same name;
"UK Prospectus"	the prospectus relating to IG Jersey and the IG Jersey Shares prepared in accordance with the Prospectus Rules, expected to be published in calendar Q4 2026;
"uncertificated" or "in uncertificated form"	in relation to a share or other security, a share or other security title to which recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which may be transferred by means of CREST;
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland;

"United States" or "US"	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia;
"US Holder"	a beneficial owner of Scheme Shares or IG Jersey Shares that for US federal income tax purposes is: (i) an individual citizen or resident of the United States; (ii) a corporation organised in or under the laws of the US, any state thereof, or the District of Columbia; (iii) a trust that: (1) is subject to the primary supervision of a US court and the control of one or more "US persons" (within the meaning of Section 7701(a)(30) of the Internal Revenue Code); or (2) has a valid election in effect to be treated as a US person for US federal income tax purposes; or (iv) an estate the income of which is subject to US federal income taxation regardless of its source.
"US Securities Act"	the US Securities Act of 1933, as amended from time to time, and the rules and regulations promulgated thereunder;
"US Treasury Regulations"	the Internal Revenue Code and proposed, temporary and final Treasury Regulations promulgated under the Internal Revenue Code;
"Voting Record Time"	6.30 p.m. (London time) on the day which is two days (excluding non-working days) prior to the date of the Court Meeting or any adjournment thereof (as the case may be); and
"2025 Annual Report"	the annual report and accounts of IG Group Holdings for the year ending 31 December 2025, dated 8 April 2026.

All times referred to are London time unless otherwise stated.

All references to "**pence**", "**sterling**", "**£**" or "**p**" are to the lawful currency of the United Kingdom.

All references to "**€**" are to the lawful currency of the European Union.

All references to "**US dollar**", "**$**" or "**cents**", are to the lawful currency of the United States.

All references to statutory provision or law or to any order or regulation shall be construed as a reference to that provision, law, order or regulation as extended, modified, replaced or re-enacted from time to time and all statutory instruments, regulations and orders from time to time made thereunder or deriving validity therefrom.

Part VIII
NOTICE OF COURT MEETING

IN THE HIGH COURT OF JUSTICE **CR-2026-004009**
BUSINESS AND PROPERTY COURTS
OF ENGLAND AND WALES
COMPANIES COURT (ChD)

IN THE MATTER OF IG GROUP HOLDINGS PLC

and

IN THE MATTER OF THE COMPANIES ACT 2006

NOTICE IS HEREBY GIVEN that, by an Order dated 15 July 2026 made in the above matters, the Court has given permission for a meeting (the "**Court Meeting**") to be convened of the holders of Scheme Shares (as defined in the Scheme of Arrangement referred to below) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the "**Scheme of Arrangement**") proposed to be made pursuant to Part 26 of the Companies Act 2006 (the "**Companies Act**") between IG Group Holdings plc (the "**Company**"), and the holders of the Scheme Shares (as defined in the Scheme of Arrangement) and that the Court Meeting will be held at the London offices of IG Group Holdings' solicitors, Freshfields LLP, at 100 Bishopsgate, London, EC2P 2SR, at 10.00 a.m. on 3 September 2026., at which place and time all holders of Scheme Shares are requested to attend (in person or by proxy).

Copies of the Scheme of Arrangement and of the explanatory statement required to be published pursuant to Section 897 of the Companies Act are incorporated in the document of which this Notice forms part.

Voting on the resolution to approve the Scheme will be by poll, which shall be conducted as the Chair of the Court Meeting may determine.

Right to Appoint a Proxy; Procedure for Appointment

Holders of Scheme Shares entitled to attend and vote at the Court Meeting may vote in person at such meeting or they may appoint another person or persons, whether a member of the Company or not, as their proxy or proxies, to exercise all or any of their rights to attend, speak and vote at the Court Meeting.

A BLUE Form of Proxy, for use at the Court Meeting, has been provided. Instructions for its use are set out on the form. It is requested that the BLUE Form of Proxy (together with any power of attorney or other authority under which it is signed, or a duly certified copy thereof) be returned to the Company's Registrars, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ, either: (i) by post; or (ii) (during normal business hours only) by hand, to be received not later than 10.00 a.m. (London time) on 1 September 2026 or, in the case of an adjournment of the Court Meeting, 48 hours (excluding non-working days) before the time appointed for the adjourned meeting. However, if not so lodged, BLUE Forms of Proxy (together with any such authority, if applicable) may be handed to the Chair of the Court Meeting or to the Registrars, on behalf of the Chair of the Court Meeting, before the start of the Court Meeting.

As a member of the Company, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote on your behalf at the Court Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares. A proxy need not be a member of the Company, but they must attend the Court Meeting to represent you. If you require additional proxy forms, please contact the Company's Registrars, Computershare on +44 (0) 371 495 2032.

Members who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual available at www.euroclear.com.

In order for a proxy appointment or instruction made using CREST to be valid, the appropriate CREST message must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 3RA50) by 10.00 a.m. (London time) on 1 September 2026 (or if the Court Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Court 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.

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 IG Group Holdings and approved by the Registrar. For further information regarding the Proxymity platform, please go to www.proxymity.io. Your proxy must be lodged by 10.00 a.m. (London time) on 1 September 2026 (or if the Court Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Court Meeting). 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.

Forms of Proxy may alternatively be submitted electronically by logging on to the following website http://www.investorcentre.co.uk/eproxy and following the instructions there. For an electronic proxy appointment to be valid, the appointment must be received by Registrar no later than 10.00 a.m. (London time) on 1 September 2026 (or if the Court Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Court Meeting).

Completion and return of a Form of Proxy, or the appointment of a proxy electronically using CREST (or any other procedure described in paragraph 19 of Part II of the document of which this Notice forms part), will not prevent a holder of Scheme Shares from attending, speaking and voting in person at the Court Meeting, or any adjournment thereof, if such Shareholder wishes and is entitled to do so.

Voting Record Time

Entitlement to attend, speak and vote at the Court Meeting or any adjournment thereof and the number of votes which may be cast at the Court Meeting, will be determined by reference to the register of members of the Company at 6.30 p.m. (London time) on 1 September 2026 or, if the Court Meeting is adjourned, 6.30 p.m. (London time) on the date which is two days (excluding non-working days) before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend, speak and vote at the Court Meeting.

Joint Holders

In the case of joint holders of Scheme Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

Corporate Representatives

As an alternative to appointing a proxy, any Scheme Shareholder which is a corporation may appoint one or more corporate representatives who may exercise on its behalf all its powers as a member, provided that if two or more corporate representatives purport to vote in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised.

By the said Order, the Court has appointed the Chair or, failing him, any other director of the Company to act as Chair of the Court Meeting and has directed the Chair to report the result thereof to the Court.

The Scheme of Arrangement will be subject to the subsequent sanction of the Court.

Dated 16 July 2026
Freshfields LLP
100 Bishopsgate
London EC2P 2SR
Solicitors for the Company

Nominated Persons

Any person to whom this Notice of Court Meeting is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") does not, in that capacity, have a right to appoint a proxy, such right only being exercisable by a member of the Company. However, Nominated Persons may, under agreement with the member who nominated them, have a right to be appointed (or to have someone else appointed) as a proxy for the Court Meeting. If a Nominated Person does not have a right to be appointed (or to have someone else appointed) as a proxy for the Court Meeting, or does not wish to exercise such a right, they may still have the right under an agreement between themselves and the member who nominated them to give instructions to the member as to the exercise of voting rights at the Court Meeting.

Part IX
NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE OF EXTRAORDINARY GENERAL MEETING OF IG GROUP HOLDINGS PLC

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of IG Group Holdings plc ("**IG Group Holdings**" or the "**Company**") will be held at the London offices of IG Group Holdings' solicitors, Freshfields LLP, at 100 Bishopsgate, London, EC2P 2SR on 3 September 2026 at 10.15 a.m. (London time) (or as soon thereafter as the Court Meeting (as defined in the document of which this notice forms part) shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolutions, all of which shall be proposed as Special Resolutions:

SPECIAL RESOLUTIONS

THAT:

For the purpose of giving effect to, and/or in connection with, the Scheme of Arrangement dated 16 July 2026 between the Company and the holders of the Scheme Shares (as defined in the said Scheme of Arrangement), a print of which has been produced to this meeting and for the purpose of identification signed by the Chair hereof, in its original form or subject to any modification, addition or condition agreed between the Company and Jenkins Topco plc (to be renamed IG Group Holdings plc) (a Jersey company) ("**IG Jersey**") and approved or imposed by the High Court of Justice in England and Wales (the "**Scheme**"):

1. the directors of the Company (or a duly authorised committee of the directors) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;

2. at the Scheme Effective Time (as defined in the Scheme of Arrangement) the share capital of the Company be reduced by cancelling and extinguishing all of the Scheme Shares (as defined in the Scheme of Arrangement);

3. subject to and forthwith upon the reduction of share capital referred to in resolution 2 above taking effect and notwithstanding anything to the contrary in the articles of association of the Company:

(a) the reserve arising in the books of account of the Company as a result of the reduction of share capital referred to in resolution 2 above be capitalised and applied in paying up in full at par such number of new ordinary shares of 0.005 pence each in the capital of the Company (the "**New IG Group Holdings Shares**") as shall be equal to the aggregate number of Scheme Shares cancelled pursuant to resolution 2 above, and such New IG Group Holdings Shares be allotted and issued, credited as fully paid, to IG Jersey; and

(b) the directors of the Company be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to allot the New IG Group Holdings Shares referred to in resolution 3(a) above, provided that: (1) the maximum aggregate nominal amount of the shares which may be allotted under this authority shall be the aggregate nominal amount of the said New IG Group Holdings Shares created pursuant to resolution 3(a) above; (2) this authority shall expire on the fifth anniversary of the date of this resolution; and (3) this authority shall be in addition and without prejudice to any other authority under the said Section 551 of the Companies Act 2006 previously granted and in force on the date on which this resolution is passed;

4. with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new Article 147:

"Shares not otherwise Subject to the Scheme"

"147

(a) In this Article 147 only, references to the "Scheme" are references to the scheme of arrangement between the Company and its members dated 16 July 2026 under Part 26 of the Companies Act 2006, in its original form or with or subject to any modification, addition or condition approved or imposed by the High Court and (save as defined in this Article 147) expressions defined in the Scheme shall have the same meaning in this Article 147.

(b) Notwithstanding any other provisions in these Articles, if any Ordinary Shares are allotted and issued to any person other than Jenkins Topco plc, a public limited company incorporated in Jersey with registration number 166028 having its registered office address at 47 Esplanade, St. Helier, JE1 0BD, Jersey ("Jenkins Topco") (and/or its nominee) (a "New Member") after the time at which this Article becomes effective and before the Scheme Record Time, such Ordinary Shares shall be allotted and issued subject to the terms of the Scheme and shall be Scheme Shares for the purposes thereof and the New Member, and any subsequent holder other than Jenkins Topco and/or its nominee or nominees, shall be bound by the terms of the Scheme.";

5. on an advisory basis, subject to the Scheme becoming effective, IG Group Holdings Shares (as defined in the Scheme of Arrangement) be delisted from the Equity Shares (Commercial Company) Category of the Official List maintained by the FCA and the London Stock Exchange's main market for listed securities (it being noted that an application will be made shortly after the Scheme Effective Date to admit the IG Jersey Shares (as defined in the Scheme of Arrangement) to the Equity Shares (Commercial Company) Category of the Official List maintained by the FCA and to trading on the London Stock Exchange's main market for listed securities);

6. subject to and conditional upon the Scheme becoming effective, the Company be re-registered as a private company limited by shares under the Companies Act 2006 by the name of IG UK Holdings Limited; and

7. subject to and conditional upon the re-registration of IG Group Holdings as a private company limited by shares, the Post-Scheme Articles of Association, as produced to this meeting and for purpose of identification signed by the Chair hereof, be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

By order of the Board

Paula Mary Watts
Group Company Secretary
16 July 2026

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

Notes

1. A member entitled to attend and vote at the meeting convened by the above notice (the "**Extraordinary General Meeting**") is entitled to appoint a proxy to exercise all or any of the rights of the member to attend and speak and vote on his/her behalf. A proxy need not be a member of IG Group Holdings. A member may appoint more than one proxy in relation to the Extraordinary General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. The right to appoint a proxy does not apply to any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 (the "**Act**") to enjoy information rights (a "**Nominated Person**"). Members are reminded of their right under Section 360BA of the Act to request, within 30 days of the Extraordinary General Meeting, information which enables them to determine that their vote on a poll at the Extraordinary General Meeting was validly recorded and counted by IG Group Holdings.

2. A WHITE Form of Proxy is enclosed, which members are invited to complete and return. If you do not have a WHITE Form of Proxy, please contact the Company's Registrar, Computershare, between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (except public holidays in the UK) on 0371 495 2032 (free from landlines in the UK) or +44 (0) 371 495 2032 (from outside the UK, international rates apply). Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Computershare cannot provide legal, tax or financial advice or advice on the merits of the Scheme. The appointment of a proxy will not prevent a member from subsequently attending and voting at the Extraordinary General Meeting in person.

3. To appoint a proxy you may:

   (a) use the WHITE Form of Proxy enclosed with this notice. To be valid, the WHITE Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be received by post or (during normal business hours only) by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ by no later than 10.15 a.m. on 1 September 2026 (or, if the Extraordinary General Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Meeting); or

   (b) if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described in note 12.

   Completion of the WHITE Form of Proxy or appointment of a proxy through CREST will not prevent a member from attending and voting in person.

4. Any member or his or her proxy attending the Extraordinary General Meeting has the right to ask any question at the Meeting relating to the business of the Meeting.

5. Pursuant to Section 360B of the Act and Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended from time to time), only shareholders registered in the register of members of the Company at 6.30 p.m. on 1 September 2026 shall be entitled to attend and vote at the Extraordinary General Meeting in respect of the number of shares registered in their name at such time. If the Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned Meeting is 6.30 p.m. on the date which is two days (excluding non-working days) before the date fixed for the adjourned Extraordinary General Meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Extraordinary General Meeting.

6. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of IG Group Holdings in respect of the relevant joint holding.

7. As at 13 July 2026 (being the Latest Practicable Date), IG Group Holdings' issued share capital consisted of 361,557,868 ordinary shares, carrying one vote each and 65,000 deferred redeemable shares of 0.001 pence each carrying no voting rights. There were 30,884,477 ordinary shares held in treasury at the same date. Therefore, the total voting rights in IG Group Holdings as at that date were 330,673,391.

8. The information required to be published by Section 311A of the Act (information about the contents of this notice and numbers of shares in IG Group Holdings and voting rights exercisable at the Extraordinary General Meeting and details of any members' statements, members' resolutions and members' items of business received after the date of this notice) may be found at https://www.iggroup.com.

9. A Nominated Person may, under an agreement between them and the member who nominated them, have a right to be appointed (or to have someone else appointed) as a proxy entitled to attend and speak and vote at the Extraordinary General Meeting. Nominated Persons are advised to contact the member who nominated them for further information on this and the procedure for appointing any such proxy.

10. If a Nominated Person does not have a right to be appointed, or to have someone else appointed, as a proxy for the Extraordinary General Meeting, or does not wish to exercise such a right, they may still have the right under an agreement between themselves and the member who nominated them to give instructions to the member as to the exercise of voting rights at the Extraordinary General Meeting. Such Nominated Persons are advised to contact the member who nominated them for further information on this.

11. The resolutions to be put to the Extraordinary General Meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the board of directors of the Company considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and via a Regulatory Information Service once the votes have been counted and verified.

12. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

    In order for a proxy appointment 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 (www.euroclear.com). The message must be transmitted so as to be received by IG Group Holdings' Registrar, Computershare (ID 3RA50), by no later than 10.15 a.m. on 1 September 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the IG Group Holdings' agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

    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 the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

    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 IG Group Holdings and approved by the Registrar. For further information regarding the Proxymity platform, please go to www.proxymity.io. Your proxy must be lodged by no later than 48 hours prior to the respective meeting 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.

Forms of Proxy may alternatively be submitted electronically by logging on to the following website http://www.investorcentre.co.uk/eproxy and following the instructions there. For an electronic proxy appointment to be valid, the appointment must be received by the Registrar no later than 10.15 a.m. (London time) on 1 September 2026 (or if the Extraordinary General Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Extraordinary General Meeting).

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.

13. You may not use any electronic address provided either in this notice or any related document (including the Form of Proxy) to communicate with IG Group Holdings for any purposes other than those expressly stated.

14. Personal data provided by shareholders at or in relation to IG Group Holdings (including names, contact details, votes and shareholder reference numbers) will be processed in accordance with the Company's privacy policy, which is available at https://www.iggroup.com/.

Toppan Merrill, London
26-19088-1