**Nomination Committee Terms of Reference**

The Committee is a Committee of the Board from which it derives its authority and to which it regularly reports.

# The Nomination Committee ensures that the Board and its Committees have the appropriate size, composition, balance of skills, knowledge, diversity, experience and independence. It makes recommendations on Board succession planning. The Committee also reviews senior talent and leadership needs to ensure that there is a pipeline of diverse talent to execute the Company’s existing and future strategy.

# Duties

The Committee shall undertake its responsibilities for the IG Group as a whole and where relevant for the individual entities forming part of the IG Group, in particular in respect of IG Markets Limited, IG Index Limited and IG Trading and Investments Limited under SYSC 4.3A. In undertaking its responsibilities in respect of IG Markets Limited, IG Index Limited and IG Trading and Investments Limited, the Committee will engage a broad set of qualities and competencies when recruiting members of their boards

The Committee shall:

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| 1.1 | Review the structure, size and composition of the Board and its Committees (including skills, knowledge, diversity, experience and independence), and make recommendations to the Board with regard to any changes, in consultation with Committee Chairs when the review relates to Board Committees. |  |
| 1.2 | Consider and make recommendations to the Board on succession planning for Directors, taking into account the development of a diverse pipeline for succession, the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future. |  |
| 1.3 | Ensure that there are succession plans in place for the Executive Directors, the Board Chair, and the Senior Independent Director (“SID”) and make recommendations to the Board in this regard. |  |
| 1.4 | Identify and nominate for Board approval, the candidates to fill Board vacancies as and when they arise.  |  |
| 1.5 | Before proposing an appointment to the Board, the Committee will consider the balance of skills, knowledge, diversity of gender, social and ethnic backgrounds, cognitive and personal strengths, experience and independence on the Board or Board Committee, and ensure that Management has prepared a description of the role and capabilities required and the time commitment expected. In identifying suitable candidates, the Committee shall: |  |
|  | 1.5.1 | Use open advertising or the services of external advisers to facilitate the search; |  |
|  | 1.5.2 | Consider candidates from a wide range of backgrounds; and |  |
|  | 1.5.3 | Consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, taking care that appointees have enough time available to devote to the position. |  |
| 1.6 | Prior to the appointment of a Director, other significant time commitments should be provided and any additional future commitment should not be undertaken by the proposed appointee without prior Board approval. The proposed appointee should also disclose any other business interest that may result in any actual or potential conflict of interest. These must be authorised by the Board prior to appointment and any future business interests that could result in a conflict of interest must not be undertaken without prior authorisation. |  |
| 1.7 | The Committee shall also make recommendations to the Board concerning: |  |
|  | 1.7.1 | Suitable candidates as new Directors and in succession for existing Directors; |  |
|  | 1.7.2 | The re-appointment of Non-Executive Directors at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required; |  |
|  | 1.7.3 | The re-election by shareholders of Directors under the annual re-election provisions of the UK Corporate Governance Code or the retirement by rotation provisions in the Company's Articles of Association, having due regard to their performance and ability, and why their contribution is important to the Company’s long-term sustainable process in light of the knowledge, skills and experience required and the need for progressive refreshing of the Board, taking into account the length of service of individual Directors, the Chair and the Board as a whole; |  |
|  | 1.7.4 | Any matters relating to the continuation in office of any Director including the suspension or termination of service of an Executive Director as an employee of the Company, subject to legal requirements and their service contract; and |  |
|  | 1.7.5 | The appointment of any Non-Executive Director to Executive or other office. |  |
| 1.8 | Keep under review the leadership needs of the Group, both Executive and Non-Executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace. |   |
| 1.9 | Review annually the time required from Non-Executive Directors for the Company.  |  |
| 1.10 | Ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out what is expected of them in terms of time commitment, Committee service and involvement outside of Board meetings. |  |
| 1.11 | Review the results of the Board performance evaluation relating to the composition of the Board and succession planning. |  |
| 1.12 | Receive updates on strategic issues and commercial changes affecting the IG Group and the market in which it operates.  |  |
| 1.13 | Keep under review the number of external appointments held by each Director.  |  |
| 1.14 | Have regard to, or consider in the reporting to the Committee, Management’s compliance with the new (twelfth) FCA Principle introduced by the FCA’s Consumer Duty regulation which requires firms “to act to deliver good outcomes for retail clients” in respect of UK regulated entities. Consumer Duty creates a higher and more exacting standard of conduct. |  |

# Membership

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| 2.1 | Members of the Committee shall be appointed by the Board. |
| 2.2 | The Committee shall be made up of at least three members, the majority of whom shall be independent Non-Executive Directors. |
| 2.3 | Only members of the Committee have the right to attend Committee meetings. However, other individuals, including the Chief Executive, the Chief People Officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate. |
| 2.4 | The Board shall appoint the Committee Chair who should be either the Chair of the Board or an independent Non-Executive Director. In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting. The Chair of the Board shall not chair the Committee when it is considering Chair succession. |

# Secretary

* 1. The Group Company Secretary (“Secretary”) or their nominee shall act as the Secretary of the Committee and attend all meetings. The Secretary will ensure that the Committee receives information and papers in a timely manner to enable consideration to be given to all matters by the Committee.

# Quorum

4.1 The quorum necessary for the transaction of business shall be two, both of whom must be independent Non-Executive Directors. A duly convened meeting of the Committee at which a quorum is present (in person or virtually) shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

# Conflicts of Interest

5.1 Each member of the Committee should consider whether they have any conflicts of interest prior to participating in meetings of the Committee and making decisions regarding the business of the Company.

# Frequency of Meetings

6.1 The Committee shall meet at least twice a year and otherwise at such time as the Committee Chair shall require.

# Notice of Meetings

* 1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair or by any of its members.
	2. Notice of each meeting confirming the venue, time and date, together with an agenda, shall be sent to Committee members and any other attendees, no later than five working days before the date of the meeting, or as otherwise agreed with the Committee Chair. Supporting papers shall be sent to Committee members and to other attendees in a timely fashion or at shorter notice with the approval of the Committee Chair.

# Minutes of Meetings

* 1. The Secretary shall minute the proceedings and decisions of all Committee meetings, including the names of those present and in attendance.
	2. Draft minutes of Committee meetings shall be circulated to all members of the Committee in the next meeting pack, unless a conflict of interest exists.
	3. Where required due to urgency or expediency, a decision may be recorded and agreed by all the members of the Committee electronically by email. Such a decision will be as effective as a resolution passed at a Committee meeting.

# Annual General Meeting

9.1 The Committee Chair shall attend the Annual General Meeting to respond to any shareholder questions on the Committee's activities.

# Reporting Responsibilities

10.1 The Committee Chair shall report to the Board after each meeting on the content of its discussion, recommendations and action to be taken. In relation to IG Markets Limited, IG Index Limited and IG Trading and Investments Limited, the Chair shall provide periodic reports on relevant matters to the Board of Directors of those entities, including advising their respective management bodies of the matters considered in accordance with SYSC 4.3A.8 and SYSC 4.3A.9.

10.2 The Committee shall produce a report to be included in the Company’s Annual Report describing the work of the Committee, including the process used to make appointments, its approach to succession planning and how both support the development of a diverse pipeline of talent; how the Board evaluation output relating to Board compositions and skills has influenced or will influence Board composition and links to Company strategy; and the gender balance of those in the senior management team and their direct reports.

10.3 If an external search consultancy has been engaged, it should be identified in the Annual Report alongside a statement about any other connection it has with the Company or individual directors.

# Authority

#  The Committee is authorised:

11.1 To investigate any activity within its terms of reference and to seek any information it requires from any employee of the IG Group in order to perform its duties. The Committee shall have access to all records of the Group and any relevant internal or external reports;

11.2 To obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference; and

* 1. To call any employee to be questioned at a meeting of the Committee as and when required.

# Other Matters

The Committee shall:

* 1. Have access to sufficient resources in order to carry out its duties, including access to the Group Company Secretary for assistance as required;
	2. Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
	3. Give due consideration to all applicable laws and regulations, in particular the directors’ duties contained in the Companies Act 2006, the provisions of the UK Corporate Governance Code and the requirements of the Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules published by the Financial Conduct Authority and any other applicable rules, as appropriate;
	4. Consider and appropriately take into account the Company’s ESG strategy and any implications of this during its discussions and decision making;
	5. Work and liaise as necessary with all other Board Committees; and
	6. At least annually, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval. The Board shall review the Committee’s effectiveness annually.

# Definitions

Reference to “the Board” shall mean the Board of Directors of IG Group Holdings plc.

Reference to “the Committee” shall mean the Nomination and Governance Committee.

Reference to “the Company”, "the IG Group" or “the Group” shall mean IG Group Holdings plc and include the UK regulated entities, IG Markets Limited (“IGM”), IG Index Limited (“IGI”), IG Trading and Investments Limited (“IG T&I”) and all other companies in the IG Group Holdings plc group of companies.