



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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

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

**IG Group Holdings plc**

(Incorporated in England and Wales with registered number 04677092)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE OF THE 2019 ANNUAL GENERAL MEETING AND A LETTER FROM YOUR CHAIRMAN, INCLUDING AN EXPLANATION OF THE BUSINESS TO BE CONDUCTED AT THAT MEETING, WHICH IS TO BE HELD ON THURSDAY 19 SEPTEMBER 2019 AT 10.30AM AT THE OFFICES OF IG GROUP HOLDINGS PLC, LOCATED AT CANNON BRIDGE HOUSE, 25 DOWGATE HILL, LONDON, EC4R 2YA IS SET OUT ON PAGES 2 TO 11 OF THIS DOCUMENT.**

Whether or not you propose to attend the Annual General Meeting, please complete and submit the enclosed Form of Proxy in accordance with the instructions printed on it. The Form of Proxy must be completed, signed and returned to reach the Company's Registrars by no later than 10.30am on Tuesday 17 September 2019. Completion and return of a Form of Proxy will not prevent members from attending and voting in person should they wish to do so.



**IG Group Holdings plc**

(Incorporated in England and Wales with registered number 04677092)

**Directors:**

Andy Green (Chairman)  
June Felix (Chief Executive Officer)  
Sally-Ann Hibberd  
Stephen Hill  
Malcolm Le May (Senior Independent Director)  
Paul Mainwaring (Chief Financial Officer)  
Bridget Messer (Chief Commercial Officer)  
Jonathan Moulds  
Jim Newman  
Jon Noble (Chief Operating Officer)

**Registered Office:**

Cannon Bridge House  
25 Dowgate Hill  
London  
EC4R 2YA

6 August 2019

Dear Shareholder

**Notice of 2019 Annual General Meeting of IG Group Holdings plc ('the Company')**

I am writing to inform you that the Annual General Meeting ('AGM') of the Company will be held at the Company's offices located at Cannon Bridge House, 25 Dowgate Hill, London, EC4R 2YA, on Thursday 19 September 2019 at 10.30am. The formal notice of the AGM and the resolutions to be proposed are set out on pages 8 to 9 of this document.

The notes on the following pages give an explanation of the proposed resolutions. Resolutions 1 to 15 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 16 to 19 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

As announced to the market on 15 April 2019, I will not be standing for re-election as Chairman at the Annual General Meeting.

**Annual Report and Accounts (Resolution 1)**

The Directors present to the Shareholders at the AGM the Annual Report and Accounts for the year ended 31 May 2019, together with the Directors' and Auditors' reports on the Annual Report and Accounts.

**Directors' Remuneration Report (Resolution 2)**

Shareholders will be asked to receive and approve as an ordinary resolution the Directors' Remuneration Report for the year ended 31 May 2019. The Directors' Remuneration Report is set out in full on pages 93 to 111 of the Annual Report and Accounts and sets out the pay and benefits received by each of the Directors during the year ended 31 May 2019. This vote is advisory and therefore will not affect the remuneration or benefits received by any Director.

**Dividend (Resolution 3)**

A final dividend of 30.24 pence per ordinary share is recommended by the Directors for payment to Shareholders on the Register of Members at the close of business on 27 September 2019. Subject to the approval of shareholders at the AGM, this dividend will be paid on 24 October 2019.

# NOTICE OF 2019 ANNUAL GENERAL MEETING

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## **Re-election of Directors (Resolutions 4 to 10)**

The UK Corporate Governance Code recommends that all Directors of FTSE 350 companies should be subject to annual re-appointment by shareholders. In accordance with this, all of the Directors other than those appointed since the last AGM will submit themselves for re-election by shareholders at the forthcoming AGM.

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

Each Director (apart from the Chairman, who has indicated his intention to resign from the Board at the end of the AGM) will be offered for re-election by separate resolution (Resolutions 4 to 10). The biographical details of each of the Directors standing for re-election are as follows:

### **June Felix, Chief Executive Officer**

June was appointed as Chief Executive Officer on 30 October 2018, having previously served as a Non-Executive Director of the Company since 5 September 2015. June has a strong track record in strategy and product innovation, has successfully grown and managed businesses of varying scales in the USA, Asia and Europe and brings to the role over 25 years' experience in both the finance and digital technology sectors. June also sits on the Board of Advisors of The London Technology Club.

Until the recent sale of Verifone Inc., June was President of Verifone Europe and Russia with responsibility for over 2000 employees with the operation of the business throughout those territories. Prior to her role at Verifone, June held various executive management positions at a number of large multi-national businesses. These include Citibank where she was Managing Director of Global Healthcare Citi Enterprise Payments, IBM Corporation where she was Global General Manager for the Banking and Financial Markets industry sector and Chase Manhattan Bank where she was APAC Region Head of GPTS. June has also worked as a strategy consultant at Booz, Allen & Hamilton, in strategy roles at Chase Manhattan Bank, and as CEO of Certco, a risk management technology firm for global broker dealers. June graduated from The University of Pittsburgh with a summa cum laude (first class honours) degree in Chemical Engineering and Pre Med.

June was selected as CEO following an extensive succession planning process that assessed external and internal candidates supported by Russell Reynolds and Korn Ferry.

### **Stephen Hill, Non-Executive Director**

Stephen brings significant and extensive quoted company board experience. He is currently a Non-Executive Director of Applerigg Ltd and Chairman of the Alzheimer's Society.

Stephen has previously served as the CEO of Betfair plc, and has held roles at Pearson plc where, among other positions, he was CEO of the Financial Times Group.

Stephen was Chairman of Interactive Data Corporation in the US and the Royal National Institute for Deaf People. He has served as a Director on the boards of RSA Insurance Group plc, Psion plc, Channel 4, Ofcom, Aztec Limited and Cambridge University Judge Business School.

### **Malcolm Le May, Senior Independent Director**

Malcolm has broad experience and knowledge of the financial services and investment sectors, along with extensive experience on the boards of publicly listed companies.

Malcolm was appointed as Chief Executive Officer of Provident Financial plc in February 2018, having previously been its Senior Independent Director until November 2017 and, following the death of its Chairman, Interim Executive Director.

Malcolm served as a Non-Executive Director and Chairman of the Remuneration Committee of Hastings Group Holdings plc prior to his resignation in April 2018. He also served as Senior Independent Director of Pendragon plc, and was a Non-Executive Director and Chairman of the Investment Committee at RSA Insurance Group plc. Prior to this, he held various executive roles at Morgan Grenfell plc, Drexel Burnham Lambert, Barclays de Zoete Wedd Holdings, UBS AG, ING Barings Ltd, Morley Fund Managers (now Aviva Investors), JER Partners Ltd, where he was European President, and Matrix Securities Limited.

### **Paul Mainwaring, Chief Financial Officer**

Paul brings in-depth knowledge of financial services and Board-level experience in several public companies, providing IG with a wide perspective in the consideration of operational and strategic development discussions at Board and management level. Paul served as Interim Chief Executive Officer from 27 September 2018 to 30 October 2018.

Paul joined IG from Tullett Prebon plc, where he served as Finance Director from 2006 to 2016. Prior to this, he was Group Finance Director of Mowlem plc and of TDG plc. Between 1993-2000, he held various financial roles at Caradon plc, including three years as Finance Director of MK Electric. He qualified as a chartered accountant with Price Waterhouse in 1987, and obtained an MBA from Cranfield School of Management in 1991.

Paul has no other current appointments.

### **Bridget Messer, Chief Commercial Officer**

Bridget was appointed to the IG Group Holdings plc Board on 1 June 2018.

Bridget's extensive knowledge of corporate, commercial and IG product matters, along with her excellent understanding of IG's various regulatory environments, helps the Board set its strategy for client acquisition, client management, and growth in IG's offices around the world.

Bridget joined IG as Legal Counsel in May 2005. Bridget then held a number of roles within the legal function leading to her appointment as General Counsel and Head of Compliance in April 2010. She was also appointed Group Company Secretary in March 2011.

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In September 2015, Bridget was appointed to her current role as Chief Commercial Officer, reporting directly to the Chief Executive and is a member of IG's Executive Committee.

Prior to joining IG, Bridget held a position as a solicitor within Deutsche Bank and as a corporate solicitor at Corrs Chambers Westgarth Lawyers in Australia.

Bridget graduated from Queensland University of Technology with a Bachelor of Laws, first class honours, and a Bachelor of Business (Dean's List) in 2001 and was admitted to the roll of solicitors for Queensland in 2003 and England & Wales in 2006.

#### **Jim Newman, Non-Executive Director**

Jim has in-depth knowledge and experience of the financial services sector, as well as considerable experience both as a CFO and in the implementation of transformation programmes.

A qualified chartered accountant, Jim was Finance Director for Resolution plc, having joined the Company as Group Financial Controller. He spent ten years at Aviva, where he was Group Integration Director for the CGU/Norwich Union merger and Finance Director of Norwich Union Life, Aviva's UK life insurance business. He was formerly the Corporate Development Director for Friends Life Group, where his responsibilities included overseeing the final separation and integration of the UK life business acquired by Resolution plc, as well as the delivery of the overall group change portfolio and strategic corporate development.

Jim has no other current appointments.

#### **Jon Noble, Chief Operating Officer**

Jon Noble was appointed Chief Operating Officer on 14 June 2019 with responsibility for Trading and Operations. Jon leads the business change office and chairs a number of the Company's management committees including the workforce related People Forum and the committee established to deliver upon and monitor performance against the significant opportunities agreed as part of the Board strategic review.

Jon first joined IG in 2000 as a trainee dealer rising to Dealing Director in 2007. In 2010, Jon became Dealing & Operations Director and in 2012 was appointed Chief Information Officer. In 2015, Jon was appointed as head of IG's Delivery Pillar. He was appointed to the Board as Chief Information Officer on 1 June 2018.

As Chief Information Officer Jon had responsibility for setting and delivering the Group's IT strategy, delivery of all programmes of work and for keeping the production environment stable and secure. He was responsible for IG's IT Systems, including its Client interface systems.

Jon graduated from Durham University with a degree in Economics, obtained an Executive MBA from London Business School in 2007 and has been a member of IG's Executive Committee since 2012.

#### **Election of Directors (Resolutions 11 and 12)**

In accordance with the Articles of Association of the Company, and the recommendation of the UK Corporate Governance Code, a Director appointed by the Board shall

retire, and be subject to election by Shareholders at their first Annual General Meeting of the Company following his or her appointment.

Sally-Ann Hibberd and Jonathan Moulds were appointed by the Board as Non-Executive Directors on 20 September 2018 and are eligible for election by Shareholders.

#### **Sally-Ann Hibberd, Non-Executive Director**

Sally-Ann has a broad background in financial services and technology. She previously served as COO of the International division and latterly as Group Operations and Technology Director of Willis Group, held a number of senior executive roles at Lloyds TSB and was a non-executive director of Shawbrook Group PLC until January 2019.

Sally-Ann is a non-executive director of Equiniti Group PLC, Chair of its Risk Committee and a member of the Audit, Nomination and Remuneration Committees.

In addition Sally-Ann is a non-executive member of the governing body of Loughborough University and an advisory board member of OEE Consulting.

#### **Jonathan Moulds, Non-Executive Director**

Jonathan was appointed as Chairman of the Risk Committee on 20 March 2019.

Jonathan is the Chairman of Litigation Capital Management Limited, an AIM listed litigation finance company.

Jonathan has extensive experience in financial markets and has worked in the US, Asia and UK during his career. He has most recently served as the Chief Operating Officer of Barclays PLC. Prior to Barclays, he had a 20-year career with Bank of America and was Chief Executive Officer of Merrill Lynch International following the merger of the two institutions in 2008 with responsibility for Bank of America's European businesses. He was a member of Bank of America's Global Operating Committee.

Jonathan has served widely on key industry associations including as chairman of the International Swaps and Derivatives Association (ISDA) from 2004 until 2008 and as a director of the Association for Financial Markets in Europe (AFME). He remains a member of AFME's Advisory Board. Jonathan was a member of the Capital Markets Senior Practitioners of the UK Financial Services Authority and the Global Financial Markets Association.

#### **Auditors (Resolutions 13 and 14)**

The Company is required at each general meeting at which accounts are presented to appoint auditors to hold office until the next such meeting. PricewaterhouseCoopers LLP have indicated their willingness to continue in office, and the Board, on the unanimous recommendation of the Audit Committee, which evaluated the effectiveness and independence of the external auditors, is proposing the re-appointment of PricewaterhouseCoopers LLP as the Company's auditors for the financial year ending 31 May 2020.

# NOTICE OF 2019 ANNUAL GENERAL MEETING

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Accordingly, resolution 13 re-appoints PricewaterhouseCoopers LLP as auditors to the Company, and resolution 14 authorises the Audit Committee of the Board to determine their remuneration

## **Authority of Directors to allot shares (Resolution 15)**

The authority given to the Directors to allot further shares in the capital of the Company requires the prior authorisation of the Shareholders in a general meeting under Section 551 of the Companies Act 2006 (the '2006 Act'). This authority was given at the 2018 AGM, and this resolution seeks to renew that authority. Upon the passing of resolution, the Directors will have authority to allot new shares and grant rights to subscribe for or convert other securities into, shares up to a maximum nominal value of £6,000 which is approximately 33 per cent of the total issued ordinary share capital, exclusive of treasury shares, as at 5 August 2019, being the latest practicable date before the publication of this Notice. This authority will expire at the conclusion of the next AGM of the Company or 5 December 2020, whichever is earlier. The Directors intend to seek to renew such authority at successive AGMs of the Company.

As at 5 August 2019 being the latest practicable date before the publication of this Notice, the Company held no equity securities in treasury.

In addition, in accordance with the guidance from the Investment Association ('IA') on the expectations of institutional investors in relation to the authority of directors to allot shares, upon the passing of resolution 15, the Directors will have authority to allot an additional number of ordinary shares up to a maximum nominal value of £6,000 which is approximately a further 33 per cent of the total issued share capital as at 5 August 2019, being the latest practicable date before the publication of this Notice.

However, the Directors will only be able to allot those shares for the purposes of a rights issue in which the new shares are offered to existing Shareholders in proportion to their existing shareholdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary. This authority will also expire at the conclusion of the next AGM of the Company or 5 December 2020, whichever is earlier. The Directors intend to seek to renew such authority at successive AGMs of the Company.

As a result, if this resolution 15 is passed, the Directors could allot shares representing up to two-thirds of the total issued share capital pursuant to a rights issue. There are no current plans to use such an authority. However, if the Directors do conduct a rights issue and the number of shares issued exceeds one-third of the total issued share capital and the monetary proceeds from the rights issue exceed one-third of the Company's pre-issue market capitalisation, then, in accordance with the IA guidelines, the Directors will all offer themselves for re-election at the AGM of the Company following the decision to undertake the rights issue.

The Directors have no current plans to undertake a rights issue or to allot shares, except in connection with the Company's employee share schemes. The Directors

consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

## **Disapplication of pre-emption rights (Resolutions 16 and 17)**

Resolution 16 would authorise the Directors to disapply rights of pre-emption by allowing the Directors to allot new shares or sell treasury shares for cash (i) by way of a pre-emptive offer or rights issue (subject to certain exclusions), (ii) by way of an open offer or other offer of securities (not being a rights issue) in favour of existing Shareholders (subject to certain exclusions) and (iii) to persons other than existing Shareholders up to an aggregate nominal value of £900 which is equivalent to approximately 5 per cent of the total issued share capital of the Company as at 5 August 2019, being the latest practicable date prior to the publication of this Notice, in each case, without the shares first being offered to existing Shareholders in proportion to their existing holdings.

If given, the authority will expire at the conclusion of the next AGM of the Company or 5 December 2020, whichever is earlier. The Directors intend to seek to renew such power at successive AGMs of the Company.

The Directors consider the authority in resolution 16 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions. The Directors have no current plans to undertake a rights issue or to allot shares, except in connection with the Company's employee share schemes.

Resolution 17 will permit the Directors to allot additional shares up to a maximum nominal value of £900 representing approximately a further 5 per cent of the issued share capital as at 5 August 2019, being the latest practicable date before the publication of this Notice, otherwise than in connection with a pre-emptive offer to existing shareholders where the allotment is to finance an acquisition or capital investment, or refinance a transaction of that nature entered into in the previous six months.

This disapplication authority follows guidance from the Pre-Emption Group's revised Statement of Principles published in March 2015 (the 'PEG Principles'). The PEG Principles allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to be increased from 5 per cent to 10 per cent of the Company's issued share capital, provided that the additional 5 per cent authority is used only in connection with an acquisition or specified capital investment.

The Board confirms that it will only allot shares for cash pursuant to this authority where that allotment is in connection with an acquisition or specified capital investment (as described in the PEG Principles) which is announced at the same time as the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of that allotment.

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If given, the authority will expire at the conclusion of the next AGM of the Company or 5 December 2020, whichever is earlier. The Directors intend to seek to renew such power at successive AGMs of the Company.

In accordance with institutional investor guidelines, the Directors confirm their intention not to allot shares for cash on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of 7.5 per cent of the total issued share capital issued for cash on a non-pre-emptive basis during any rolling three-year period without prior consultation with Shareholders.

#### **Authority for the Company to purchase its own shares (Resolution 18)**

The Company's Articles of Association permit the purchase by the Company of its own shares subject to Shareholders' prior approval being obtained. This resolution also renews the authority provided at the 2018 AGM and would authorise the Company to purchase up to 36,943,945 shares. If given, the authority will expire at the conclusion of the next AGM of the Company or 5 December 2020, whichever is earlier. The Directors intend to seek to renew this power at subsequent AGMs of the Company.

The resolution specifies the maximum number of ordinary shares which may be purchased (representing 10 per cent of the Company's total issued ordinary share capital (excluding treasury shares) as at 5 August 2019, being the latest practicable date before the publication of this Notice) and the maximum and minimum prices at which they may be bought, exclusive of expenses, reflecting the requirements of the 2006 Act and the Listing Rules. Any buy-back would only be made on the London Stock Exchange. The Board has no present intention of exercising this power, and the granting of this authority should not be taken to imply that any ordinary shares will be purchased. No purchase of ordinary shares will be made unless it is for the purpose of employee share schemes or it is expected that the effect will be to increase earnings per share, and the Board considers it to be in the best interests of all Shareholders.

The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Shares held as treasury shares will not automatically be cancelled and will be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

Under the 2006 Act, the Company is permitted to hold its own shares in treasury following a buy-back, instead of cancelling them. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively (including pursuant to the authority under resolution 15 and provides the Company with additional flexibility in the management of its capital base. Such shares may be resold for cash but all rights attaching to them, including voting rights and any right to receive dividends, are suspended whilst they are held in treasury. If the Board exercises the authority conferred by this resolution 18, the Company will have the option of either holding in treasury or of cancelling any of

its own shares purchased pursuant to this authority and will decide at the time of purchase which option to pursue.

As at 5 August 2019 being the latest practicable date before the publication of this Notice, the Company held no equity securities in treasury.

#### **Notice Period for meetings (Resolution 19)**

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

Resolution 19 seeks to renew the approval given by Shareholders at the 2018 AGM to allow the Company to call general meetings (other than an AGM of the Company) on 14 clear days' notice. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

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

#### **Action to be taken**

You will find enclosed a Form of Proxy for use at the AGM. Please complete, sign and return the enclosed form as soon as possible in accordance with the instructions printed thereon, whether or not you intend to be present at the AGM.

Forms of Proxy should be returned in the enclosed business reply envelope to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and in any event no later than 48 hours before the time appointed for holding the AGM.

#### **Recommendation**

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

This has been my fifth and final year as Chairman of IG. It has been a pleasure to serve as Chairman for such a dynamic, innovative and exciting Company. During my tenure we have gone through a period of unprecedented change across the industry. I am pleased to see the regulatory landscape somewhat crystallise over the last 12 months and the Company take active positive steps to ensure we are well positioned to benefit and grow in the new landscape.

With that in mind I think now is right time for a new Chairman to steer IG through its next chapter.

Yours sincerely



Andy Green  
Chairman

# NOTICE OF 2019 ANNUAL GENERAL MEETING

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## IG GROUP HOLDINGS PLC NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ('AGM') of IG Group Holdings plc (the 'Company') will be held at the Company's offices located at Cannon Bridge House, 25 Dowgate Hill, London, EC4R 2YA, on Thursday 19 September 2019 at 10.30a.m.

The business of the AGM will be to consider and, if thought fit, to pass Resolutions 1 to 15 inclusive as ordinary resolutions and Resolutions 16 to 19 inclusive as special resolutions.

### Ordinary resolutions

1. To receive the Company's accounts and the reports of the Directors and the auditors for the year ended 31 May 2019.
2. To approve the Directors' Remuneration Report for the year ended 31 May 2019.
3. To declare a final dividend on the ordinary shares of the Company for the year ended 31 May 2019 of 30.24 pence per ordinary share
4. To re-elect June Felix (Executive Director) as a Director of the Company.
5. To re-elect Stephen Hill (Non-Executive Director) as a Director of the Company
6. To re-elect Malcolm Le May (Non-Executive Director) as a Director of the Company.
7. To re-elect Paul Mainwaring (Executive Director) as a Director of the Company
8. To re-elect Bridget Messer (Executive Director) as a Director of the Company.
9. To re-elect Jim Newman (Non-Executive Director) as a Director of the Company.
10. To re-elect Jon Noble (Executive Director) as a Director of the Company.
11. To elect Sally-Ann Hibberd (Non-Executive Director) as a Director of the Company.
12. To elect Jonathan Moulds (Non-Executive Director) as a Director of the Company
13. To re-appoint PricewaterhouseCoopers LLP as the auditors of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid.
14. To authorise the Audit Committee of the Board to determine the auditors' remuneration.
15. That the Directors be and are generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the '2006 Act') to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares:

- (i) up to a nominal amount of £6,000; and
- (ii) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further nominal amount of £6,000 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and to expire at the end of the next annual general meeting or on 5 December 2020, whichever is earlier but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

For the purposes of this Resolution, 'rights issue' means an offer to:

- (I) ordinary Shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (II) people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

### Special resolutions

16. That, subject to the passing of Resolution 15 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the 2006 Act) wholly for cash:
  - (i) pursuant to the authority given by paragraph (i) of Resolution 15 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(2)(b) of the 2006 Act in each case:
    - (I) in connection with a pre-emptive offer; and
    - (II) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £900; and
    - (III) pursuant to the authority given by paragraph (ii) of Resolution 15 above in connection with a rights issue,

as if Section 561(1) of the 2006 Act did not apply to any such allotment; such authority to expire at the end of the next annual general meeting of the Company or at the close of business on 5 December 2020, whichever is earlier provided that the Company may make offers and enter into agreements before the expiry of such authority which would, or might, require equity securities to be



allotted and treasury shares to be sold after such expiry and the Directors shall be entitled to allot equity securities or sell treasury shares pursuant to any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- (i) 'rights issue' has the same meaning as in Resolution 15 above;
- (ii) 'pre-emptive offer' means an offer of equity securities open for acceptance for a period fixed by the Directors to holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
- (iii) references to an allotment of equity securities shall include a sale of treasury shares; and
- (iv) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

17. That, subject to the passing of Resolution 15 above, and in addition to any authority granted by Resolution 16 above, the Directors be authorised pursuant to Section 570 and Section 573 of the 2006 Act to allot equity securities (within the meaning of Section 560(1) of the 2006 Act) for cash under the authority conferred by Resolution 16 above and/or to sell treasury shares for cash as if Section 561(1) of the 2006 Act did not apply to any such allotment or sale, provided that this authority shall be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £900; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice;

such authority to expire at the end of the next annual general meeting of the Company or at the close of business on 5 December 2020, whichever is earlier provided that the Company may make offers and enter into agreements before the expiry of such authority which would, or might, require equity securities to be allotted and treasury shares to be sold after such expiry and the Directors shall be entitled to allot equity securities and sell treasury shares pursuant to any such offer or agreement as if the authority had not expired.

18. That the Company be and is hereby unconditionally and generally authorised for the purpose of Section 701 of the 2006 Act to make market purchases (as defined in Section 693 of the 2006 Act) of ordinary shares of 0.005 pence each in the capital of the Company provided that:

- (i) the maximum number of shares which may be purchased is 36,943,945 (representing an amount equal to 10 per cent. of the Company's total issued ordinary share capital as at 5 August 2019);
- (ii) the minimum price which may be paid for each share is 0.005 pence;
- (iii) the maximum price which may be paid for a share is an amount equal to the higher of:
  - (I) 105 per cent of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which such share is contracted to be purchased; or
  - (II) the higher of the price of the last independent trade and the highest current bid as stipulated by Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation; and
- (iv) this authority shall expire at the conclusion of the next annual general meeting of the Company or on 5 December 2020, whichever is earlier (except in relation to the purchase of shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

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

#### ON BEHALF OF THE BOARD



Tony Lee  
Company Secretary

IG Group Holdings plc  
Cannon Bridge House  
25 Dowgate Hill  
London  
EC4R 2YA

6 August 2019

# NOTICE OF 2019 ANNUAL GENERAL MEETING

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## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. A member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at the AGM. A member can appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. A proxy need not be a member of the Company. Completion and submission of an instrument appointing a proxy will not preclude a member from attending and voting in person at the AGM. A Form of Proxy is enclosed.

In order to be a valid appointment of proxy, the Form of Proxy and the original (or a certified true copy) of any power of attorney or other authority, if any, under which the Form of Proxy is signed must be received by post, by courier or (during normal business hours only) by hand at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 17 September 2019 at 10.30a.m. (or, in the event of an adjournment, the time which is 48 hours before the adjourned meeting).

Alternatively, members can submit their proxy online at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) by following the instructions provided.

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

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

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

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof by using the procedures described in the CREST Manual on the Euroclear website ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment, or instruction, made by means of CREST to be valid, the appropriate CREST message ('a CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID number 3RA50) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him by other means. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy instructions. It is therefore the responsibility of the CREST member concerned (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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

Nominated Persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or, perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries

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relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.

2. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
  3. Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 and for the purposes of Section 360B of the 2006 Act, in order to be able to attend and vote at the AGM or any adjourned meeting, (and also for the purposes of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company by close of business on 17 September 2019 (or by close of business on the date two days before any adjourned meeting). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
  4. Shareholders are entitled to attend and vote at general meetings of the Company. As at 5 August 2019, being the last practicable date before the publication of this Notice, the Company's total issued ordinary shares was 369,439,455 carrying one vote each on a poll. Therefore, the total voting rights in the Company as at 5 August 2019 are 369,439,455.
  5. Under Section 527 of the 2006 Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:
    - (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting for the year ended 31 May 2019; or
    - (ii) any circumstance connected with an auditor of the Company appointed for the year ended 31 May 2019 ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the 2006 Act.
- The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the year ended 31 May 2019 includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.
6. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any question relating to the business being dealt with at the meeting put by a member attending the meeting.

However, members should note that no answer need be given in the following circumstances:

- (i) if to do so would interfere unduly with the preparation of the meeting or would involve a disclosure of confidential information;
  - (ii) if the answer has already been given on a website in the form of an answer to a question; or
  - (iii) if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
7. As soon as practicable following the meeting, the results of the votes cast for and against and the number of votes actively withheld in respect of each of the resolutions proposed at the meeting will be announced via a Regulatory Information Service and also placed on the Company's website [www.iggroup.com](http://www.iggroup.com).
  8. This Notice, together with information about the total numbers of shares in the Company in respect of which members are entitled to exercise voting rights at the meeting as at 5 August 2019, being the last practicable date before the publication of this Notice and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice, will be available on the Company's website [www.iggroup.com](http://www.iggroup.com).
  9. Any electronic address provided either in this Notice or in any related documents (including the enclosed Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated. Members should note that the doors to the AGM will be open at 10.00a.m.
  10. Mobile phones may not be used in the meeting room, and cameras, tape or video recorders are not allowed in the meeting.
  11. The register of interests of the Directors and their families in the share capital of the Company, copies of contracts of service of Directors with the Company or with any of its subsidiary undertakings and the letters of appointment of Non-Executive Directors, will be available for inspection at the registered office of the Company at Cannon Bridge House, 25 Dowgate Hill, London, EC4R 2YA during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted). These documents will also be available at least 15 minutes prior to and during the AGM.
  12. Resolutions 1 to 19 at the 2019 AGM will be taken on a poll vote. This will result in a more accurate representation of the views of our shareholders by ensuring that every vote is recognised, including the votes of all shareholders who are unable to attend the meeting but who appoint a proxy for the meeting. On a poll, each shareholder has one vote for every share held.

# NOTES

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