

Nomination Committee Report

Members

- **Mike McTighe**
Chair of the Committee
- **Wu Gang**
Committee Member
- **Jonathan Moulds**
Committee Member
- **Helen Stevenson**
Committee Member



- Four independent Non-Executive Directors make up our Nomination Committee. Their biographies can be found on pages 58–61
- The Nomination Committee met four times during the year. You can find full details of attendance at Committee meetings on the table on page 64
- The CEO, CPO and CLGO are standing attendees at Nomination Committee meetings

FY23 key focus areas

- CEO Succession Planning
- Executive Committee Succession Planning
- Senior Talent Review

Mike McTighe
Chair of the Nomination Committee

Chair's Overview

I am pleased to present the report of the Nomination Committee for the financial year ended 31 May 2023, to share with you our activities during the year and how we have discharged our responsibilities.

The Nomination Committee ensures that the Board and its Committees are of the appropriate size, composition, balance of skills, knowledge, diversity, experience and independence needed to support the development and delivery of our strategy. We make recommendations on Board succession planning, which includes identifying and recommending suitable candidates as part of business-as-usual succession planning for key roles as well as when a vacancy arises and involving our external search partners to help source candidates based on objective criteria. We are all committed to ensuring that we are a truly diverse organisation in all respects, across gender, social and ethnic backgrounds, cognitive and personal strengths and experience. We also review senior talent and leadership needs to make sure we have succession plans in place to the Board and senior management positions. Securing a diverse pipeline of talent means we can execute the Company's existing and future strategy.

During the year, the CPO supported our continuing engagement with Russell Reynolds Associates, an independent external executive search firm, on the comprehensive CEO Succession Planning process. We have been able to identify potential internal candidates, establish appropriate development plans and monitor progress against those plans. We also began to look beyond the candidates within immediate scope for CEO Succession Planning purposes, to those who may need longer to develop into the role. Nurturing an appropriate pool of candidates in the long term means we'll have prospects for future senior positions.

The Committee remained confident that the structure and composition of the Board of IGGH and the other nested entities and their Committees, as well as the Board of IG US Holdings Inc., provided effective leadership to support our future growth and strategy. Focus during the next financial year will be on developing succession plans for Board members, including the Board Chair and the Senior Independent Director.

Nomination Committee Report continued

Role of the Nomination Committee

The principal responsibilities of the Committee include:

- Reviewing the structure, size and composition of the Board and its Committees to ensure that they are appropriately balanced in terms of skills, knowledge, diversity, experience and independence, and making appropriate recommendations to the Board relating to succession planning at Board level
- Ensuring that there is a formal, rigorous and transparent procedure for the appointment of new Directors to the Board
- Identifying, and nominating for Board approval, suitable candidates to fill Board vacancies as and when they arise
- Reviewing leadership needs, with a view to ensuring our continued ability to compete effectively in our marketplace and deliver on our strategy
- Keeping apprised of strategic issues and commercial changes affecting us and the market in which we operate

The Terms of Reference of the Committee were last reviewed in May 2023 and are available on our website.

Main activities during the financial year

During the year, the Committee met principally to consider:

- The structure and composition of the Board and its Committees
- CEO Succession Planning and monitoring the development of potential internal candidates considered to have the capabilities, experience and personal attributes required of a future CEO, and
- Succession Planning for the Executive Committee and the output from the senior talent review undertaken by the CPO

Diversity

Details on our diversity and our Diversity Statement can be found in the Diversity Report on pages 32–34. The Board continues to appoint on merit, based on the skills and experience required for membership, while considering all forms of diversity, as well as independence. The Company insists on search firms presenting a diverse pool of candidates for consideration during the search process.

Committee Evaluation

An evaluation of Committee performance was undertaken this year in line with the Committee's Terms of Reference, as part of the external Board Evaluation exercise facilitated by Better Boards, an independent consultancy. You can find details of the Board Evaluation process, outcome and the actions on pages 72–73. Overall, the Committee was considered to be comprised of individuals with the requisite knowledge, skills and experience; to have met with sufficient frequency; to have fully discharged its responsibilities under the Terms of Reference; and to have performed effectively during the year. During the next financial year, the Committee will consider the most effective way to communicate with the wider Board about its activities and key workstreams on succession planning and executive development.

Mike McTighe

Chair of the Nomination Committee
19 July 2023

Priorities for the year ahead

- Continue to monitor progress against development plans for potential internal CEO successors that are underway and commence work on broadening the planned development of the longer-term talent pool
- Commence work on Board Chair, Senior Independent Director and Non-Executive Director Succession Planning
- Continue to monitor Succession Planning at Executive Committee level and ensure that we have the leadership capabilities to deliver the business strategy
- Communicate to the Board on key activities and workstreams during the year