



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, please send this document, together with the accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

IG Group Holdings PLC

(Incorporated in England and Wales with registered number 04677092)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF THE 2013 ANNUAL GENERAL MEETING AND A LETTER FROM YOUR CHAIRMAN, INCLUDING AN EXPLANATION OF THE SPECIAL BUSINESS TO BE CONDUCTED AT THAT MEETING, WHICH IS TO BE HELD ON THURSDAY 17 OCTOBER 2013 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 3 TO 8 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 so as to reach the Company's Registrars by no later than 10.30am on Tuesday 15 October 2013. 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:

Jonathan Davie (Chairman)
Tim Howkins (Chief Executive Officer)
Peter Hetherington
Chris Hill
Stephen Hill
Martin Jackson
Samantha Tymms
Roger Yates

Registered Office:

Cannon Bridge House
25 Dowgate Hill
London
EC4R 2YA

13 September 2013

Dear Shareholder

Notice of 2013 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 17 October 2013 at 10.30am. The formal notice of the AGM and the resolutions to be proposed are set out on pages 7 to 8 of this document.

The notes on the following pages give an explanation of the proposed resolutions. Resolutions 1 to 16 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 17 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.

ORDINARY BUSINESS

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 2013, 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 2013. The Directors' Remuneration Report is set out in full in the annual report and accounts.

Dividends (resolution 3)

A final dividend of 17.50 pence per ordinary share is recommended by the Directors for payment to Shareholders on the register of members at the close of business on 20 September 2013. Subject to the approval of Shareholders at the AGM, this dividend will be paid on 22 October 2013.

Re-election of Directors (resolutions 4 to 10)

In accordance with the recommendations of the UK Corporate Governance Code, all of the Directors will voluntarily submit themselves for re-election by Shareholders at the forthcoming AGM.

NOTICE OF 2013 ANNUAL GENERAL MEETING

Re-election of Directors

(resolutions 4 to 10) (continued)

Each Director will be offered for re-election by separate resolution, and the biographical details of all of the Directors may be found in the annual report of the Company.

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.

Election of Jim Newman and Samantha Tymms (resolutions 11 and 12)

In accordance with the articles of association of the Company, and the recommendations of the UK Corporate Governance Code, a director appointed by the Board shall retire, and be subject to election by Shareholders at the first AGM of the Company following his or her appointment. Jim Newman will be appointed to the Board with effect from 1 October 2013 as a Non-Executive Director and Samantha Tymms was appointed to the Board as a Non-Executive Director on 22 May 2013. Both are eligible for election by Shareholders at the forthcoming AGM.

Jim has extensive financial services experience and intimate knowledge of control environments. He is currently Group Transformation Director for Friends Life and Resolution Limited with responsibilities for overseeing the final separation and integration of the UK life businesses acquired by Resolution. Prior to his current role at Resolution, Jim was Chief Financial Officer of Resolution, having joined the Group in 2005 as Group Financial Controller. Before joining Resolution, Jim was Finance Director at Aviva, GEI Autowrappers and Norwich Union.

Sam is currently a managing director at Promontory Financial Group, a leading strategy, risk management and regulatory compliance consulting firm. She is also a seasoned regulator with experience in enforcement and supervision. Sam spent 20 years with the UK Financial Services Authority and its predecessor agencies where she oversaw investment firms, retail banks, investment banks and insurance groups. Full biographical details for Sam may be found in the annual report of the Company.

The Board is of the view that both Directors' extensive experience will assist the Board greatly in continuing to effectively manage the Group's regulatory and risk profile and in the further development of our business. Jim and Sam are considered to be effective in their role and committed to making available the appropriate time for Board meetings and other duties required. The Board therefore supports both elections.

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 2014.

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

SPECIAL BUSINESS

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 Companies Act 2006 (the '2006 Act'). This authority was given at the 2012 AGM, and this resolution seeks to renew that authority. Upon the passing of resolution 15, 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 share capital, exclusive of treasury shares, as at 13 September 2013, 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 30 November 2014, whichever is earlier. The Directors intend to seek to renew such authority at successive AGMs of the Company.

As at 13 September 2013 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 Association of British Insurers ('ABI') on the expectations of institutional investors in relation to the authority of directors to allot shares, upon the passing of resolution 15(ii), the Directors will have authority to allot an additional number of ordinary shares up to a maximum of £6,000, which is approximately a further 33 per cent of the total issued share capital as at 13 September 2013, 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 30 November 2014, whichever is earlier. The Directors intend to seek to renew such authority at successive AGMs of the Company.

As a result, if 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 ABI's guidance, the Directors will all offer themselves for re-election at the AGM of the Company following the decision to make 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.

Approval of the IG Group Sustained Performance Plan (resolution 16)

Following a review of executive remuneration at the Company, and extensive consultation with major Shareholders, the Remuneration Committee of the Board (the 'Committee') has proposed the introduction of a new incentive plan, the IG Group Sustained Performance Plan (the 'Plan').

The Plan will introduce a much simpler incentive pay model for the Company's Executive Directors and other selected senior employees.

The Plan will replace the existing incentive plans for Executive Directors at the Company (including both the current annual bonus and long-term incentive plan (known as the Value Sharing Plan)) with respect to future awards.

The aim of the Plan is to encourage and reward both annual and sustained performance, through an appropriate mix of financial, non-financial and total shareholder return related measures. To the extent that performance conditions are achieved, executives will receive awards that are entirely share-based. The awards will be accumulated in a Plan Account, and will vest in tranches over the long-term (up to seven years), so the executive retains an ongoing substantial stake in the share price performance.

Further information about the executive remuneration review is provided below.

A summary of the principal features of the new Plan is set out in the Appendix to this notice. A resolution to approve the Plan will be proposed at this year's AGM as resolution 16.

Further information about the review of executive remuneration

The Committee's review of executive remuneration policy concluded that the existing package had ceased to be a good fit with the Company's stage of development. The Long Term Incentive Plan known as the 'Value Sharing Plan' (VSP), in particular, was highly 'geared', with very high upside potential (eg face value of CEO's 2012 award was more than 8x base salary) linked to exceptional growth, but with insufficient emphasis on driving sustained, reliable performance. Also, base salaries had been specifically held down, at 80-90 per cent

of mid-market level, to accompany the high upside potential in the VSP; this positioning was not considered appropriate if the 'gearing' in the package were to be brought down to market norms.

The Committee decided to recommend to Shareholders a new, simpler remuneration policy, with a single incentive plan – the Sustained Performance Plan (SPP), to replace both the existing annual bonus and the Long Term Incentive Plan (ie the VSP) for the Executive Directors. The SPP will deliver entirely share-based awards, with a lower maximum award size than the combined previous plans, and the awards under the SPP will have extended vesting periods (up to seven years). In conjunction with the new SPP, the Committee also decided to introduce minimum shareholding guidelines for Executive Directors (2x base salary for the CEO and 1x base salary for other Executive Directors).

The Committee had also initially considered normalising Executive Directors' base salaries by bringing them up to market median, which would have required salary increases of up to 20-25 per cent. However, having conducted extensive consultation with major Shareholders, and recognising Shareholder concerns about large increases in base salary and too large a shift in the balance between variable and fixed remuneration, the Committee has instead decided to limit the salary increases in 2013 to 7.5 per cent. This leaves the base salaries below the market median level for a company of IG Group's size and international reach (around £2bn market cap, and generating around half its revenues outside the UK). The SPP (which replaces both bonus and Long Term Incentive) will deliver awards of around 2-3x base salary for on-target performance (and up to 5x base salary for excellent performance); this will place the CEO's target total remuneration at approximately 95 per cent of the mid-market level for companies in the top half of the FTSE 250 by market capitalisation.

Disapplication of pre-emption rights (resolution 17)

Resolution 17 renews the authority provided at the 2012 AGM and 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 13 September 2013, being the latest practicable date prior to the printing 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 30 November 2014, 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 17 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct

NOTICE OF 2013 ANNUAL GENERAL MEETING

Disapplication of pre-emption rights (resolution 17) (continued)

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.

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 2012 AGM and would authorise the Company to purchase up to 36,541,588 ordinary shares. If given, the authority will expire at the conclusion of the next AGM of the Company or 30 November 2014, 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 13 September 2013, 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 17 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 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 13 September 2013 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)

This resolution seeks to renew the approval given by Shareholders at the 2012 AGM and is required to reflect the implementation of the Shareholder Rights Directive (the 'Directive'). The regulation implementing this Directive increases the notice period for general meetings of the Company to 21 days (unless certain criteria are met). The articles of association allow the Company to call general meetings (other than an AGM of the Company) on 14 clear days' notice, and the Directors would like to preserve this ability notwithstanding that the Directive has been implemented. In order to be able to do so, Shareholders must have approved the calling of meetings on 14 days' notice. Resolution 19 seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice.

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.

Yours sincerely



Jonathan Davie
Chairman

IG GROUP HOLDINGS PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting 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 17 October 2013 at 10.30am.

The business of the Annual General Meeting will be to consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

As ordinary business:

1. To receive the Company's accounts and the reports of the Directors and the auditors for the year ended 31 May 2013
2. To approve the Directors' Remuneration Report for the year ended 31 May 2013
3. To declare a final dividend on the ordinary shares of the Company for the year ended 31 May 2013 of 17.50 pence per ordinary share
4. To re-elect Jonathan Davie (Non-Executive Director) as a Director and Chairman of the Company
5. To re-elect Peter Hetherington (Executive Director) as a Director of the Company
6. To re-elect Chris Hill (Executive Director) as a Director of the Company
7. To re-elect Stephen Hill (Non-Executive Director) as a Director of the Company
8. To re-elect Tim Howkins (Executive Director) as a Director of the Company
9. To re-elect Martin Jackson (Non-Executive Director) as a Director of the Company
10. To re-elect Roger Yates (Non-Executive Director) as a Director of the Company
11. To elect Jim Newman (Non-Executive Director) as a Director of the Company
12. To elect Sam Tymms (Non-Executive Director) as a Director of the Company
13. To re-appoint PricewaterhouseCoopers LLP as the auditors of the Company from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid
14. To authorise the Audit Committee to determine the auditors' remuneration

As special business:

15. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

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 30 November 2014, 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.

16. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That the rules of the IG Group Sustained Performance Plan (the 'Plan') referred to in the Chairman of the Board's letter to Shareholders dated 13 September 2013 and produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and the Directors be authorised to:

- (i) make such modifications to the Plan as they may consider appropriate to take account of the requirements of best practice and for the implementation of the Plan and to adopt the Plan as so modified and to do all such other acts and things as they may consider appropriate to implement the Plan; and
- (ii) establish sub-plans based on the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the Plan.

NOTICE OF 2013 ANNUAL GENERAL MEETING

As special business (continued)

17. To consider and, if thought fit, to pass the following resolution as a special resolution:

That subject to the passing of resolution 15 above, the Directors be empowered 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:
 - (a) in connection with a pre-emptive offer; and
 - (b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £900; and
- (ii) 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 power to expire at the end of the next annual general meeting or on 30 November 2014, whichever is earlier but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends.

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) 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.

18. To consider and, if thought fit, to pass the following resolution as a special resolution:

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 0.005p each in the capital of the Company provided that:

- (i) the maximum number of shares which may be purchased is 36,541,588 (representing an amount equal to 10 per cent. of the Company's total issued ordinary share capital as at 13 September 2013);
- (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 five 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 article 5(1) of the Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003); and
- (iv) this authority shall expire at the conclusion of the next annual general meeting of the Company or on 30 November 2014, 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. And to consider and, if thought fit, to pass the following resolution as a special resolution:

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

BY ORDER OF THE BOARD

Bridget Messer

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

13 September 2013

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 valid an appointment of proxy must be returned by one of the following methods:

- in hard copy form by post, by courier or by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY;
- all shareholders can vote online at www.investorcentre.co.uk/eproxy by following the instructions provided; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,

and in each case instructions must be received not less than 48 hours before the time of the meeting. Appointment of a proxy does not preclude a member from attending the meeting and voting in person.

The proxy appointment and any power of attorney or other authority under which the proxy appointment is made must be received by Computershare Investor Services PLC not less than 48 hours before the time for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used. 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 and may be read by logging on to that site. If you want to make more than one proxy appointment please complete and submit a hard copy proxy form to Computershare Investor Services PLC at the address set out above, attaching a schedule of appointees and the number of shares they are representing.

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)871 495 2032 or members may photocopy the form of proxy. (Calls to this number are charged at 10p per minute from a BT landline. Other telephony provider costs may vary. These prices are for indication purposes only, 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 9am – 5pm, Monday – Friday).

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). 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 CREST Co'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) of the Uncertificated Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CREST Co 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.

NOTICE OF 2013 ANNUAL GENERAL MEETING

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

Nominated Persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or, perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.

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. Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 and for the purposes of section 360B of the Companies Act 2006, 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 6.00pm on 15 October 2013 (or 6.00pm 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.

3. As at 13 September 2013, being the last business day before the publication of this Notice, the Company's total issued capital consisted of 365,415,881 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 13 September 2013 are 365,415,881.

4. Under section 527 of the Companies Act 2006, 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; or
- (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006.

The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the

Company has been required under section 527 of the Companies Act 2006 to publish on a website.

5. 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.

6. As soon as practicable following the meeting, the results of the voting at the meeting and the number of proxy 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.

7. 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 13 September 2013, being the last business day 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.

8. Any electronic address provided either in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

9. Biographical details of the Directors are shown in the Annual Report and Accounts.

10. Members should note that the doors to the AGM will be open at 10am.

11. Mobile phones may not be used in the meeting room, and cameras, tape or video recorders are not allowed in the meeting.

12. The register of interests of the Directors and their families in the share capital of the Company, a copy of the draft rules of the IG Group Sustained Performance Plan, 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 during normal business hours (Saturdays and public holidays excepted) from the date of this notice until the conclusion of the AGM and will also be available at the Company's offices of located at Cannon Bridge House, 25 Dowgate Hill, London EC4R 2YA for at least 15 minutes prior to and during the AGM.

APPENDIX

Summary of the principal terms of the IG Group Sustained Performance Plan (the 'Plan')

Supervision of the Plan

The Remuneration Committee of the Board (the '**Committee**') will supervise the operation of the Plan.

Participants

Any employee (including an executive director) of the Company and its subsidiaries will be eligible for selection to participate in the Plan in relation to any round of awards at the discretion of the Committee.

The current intention is that participation in the Plan will be limited to the Company's Executive Directors and other senior executives.

Structure of awards

The Committee may grant awards to acquire shares as nil (or nominal) cost options or as conditional shares. The Committee may also decide to grant cash-based awards of an equivalent value to share-based awards by reference to a notional number of shares or to satisfy share-based awards in cash.

No payment is required for the grant of an award.
Awards are not transferable, except on death.
Awards are not pensionable.

Plan years and timing of grants

The Plan will initially be operated by reference to five '**Plan Years**', the first Plan Year being the financial year of the Company ending 31 May 2014 ('**Plan Year 1**').

The other four Plan Years will be the four subsequent financial years of the Company ('**Plan Year 2**', '**Plan Year 3**', '**Plan Year 4**' and '**Plan Year 5**' respectively).

The Committee will ordinarily grant awards (if any) within six weeks following the Company's announcement of its results for the relevant Plan Year. The first awards under the Plan are therefore timetabled for grant in 2014 at the time of the announcement of the Company's results for Plan Year 1.

The Committee may also grant awards at any other time when it considers there to be exceptional circumstances which justify the granting of awards.

The Committee shall retain discretion to operate the Plan beyond the five Plan Years noted above provided that awards may not be granted under the Plan more than 10 years after shareholder approval for the Plan.

Plan contributions and normal vesting profile/timetable

Awards granted under the Plan will be known as '**Plan Contributions**' for the relevant Plan Year and the Committee shall specify the normal vesting profile and timetable for the underlying awards at the time of their grant.

Plan Contributions will be granted by reference to achievement against the applicable performance targets (see below) and will be recorded for administration purposes as being within the relevant participant's '**Plan Account**' until such time as they vest (or lapse as relevant) at which point they will leave the Plan Account.

To the extent that a participant's Plan Account does not vest each year, the unvested balance of the Plan Account shall continue forward in the Plan.

A participant's Plan Account for such purposes at the time of the Plan Contributions determined for any Plan Year will therefore comprise the sum of (i) the Plan Contribution (if any) being made at such time in relation to the relevant Plan Year and (ii) the accumulated unvested awards still registered in the Plan Account from the previous Plan Year(s).

NOTICE OF 2013 ANNUAL GENERAL MEETING

APPENDIX (CONTINUED)

In the normal course of events, in relation to the first five Plan Years it is intended that the Plan shall be operated to provide that a participant's Plan Account (as defined above) shall vest to such extent and at such times as noted below:

Timing	% of the accrued Plan Account that shall Vest
Following Plan Year 1	40.0%
Following Plan Year 2	40.0%
Following Plan Year 3	33.3%
Following Plan Year 4	33.3%
Following Plan Year 5	33.3%

By way of an example (for illustrative purposes only), where the numbers shown are the number of shares under award:

Event	Plan Contribution	Plan Account (Plan Contribution + unvested awards from previous Plan Year(s))	No. of shares vesting under awards at time of Plan Year determinations and therefore leaving the Plan Account as vested awards	Cumulative no. of award shares remaining in Plan Account as unvested awards
Plan Year 1	100,000	$100,000 + 0 = 100,000$	40.0% of 100,000 = 40,000	60,000
Plan Year 2	100,000	$100,000 + 60,000 = 160,000$	40.0% of 160,000 = 64,000	96,000
Plan Year 3	100,000	$100,000 + 96,000 = 196,000$	33.3% of 196,000 = 65,268	130,732
Plan Year 4	100,000	$100,000 + 130,732 = 230,732$	33.3% of 230,732 = 76,834	153,898
Plan Year 5	100,000	$100,000 + 153,898 = 253,898$	33.3% of 253,898 = 84,548	169,350

Further to the Plan Contributions (if any) determined in respect of Plan Year 5, the Committee may at its discretion at such time (or at such later date during the life of the Plan), close the operation of the Plan. In such circumstances where the Plan is closed at the time of the Plan Year 5 Plan Contributions, unless the Committee determines otherwise, unvested awards remaining in the Plan Account further to the vesting outturn resulting at the time of the Plan Year 5 Plan Contributions shall thereafter vest, in tranches of 50 per cent, 25 per cent and 25 per cent, on the 1st, 2nd and 3rd anniversaries of the closing of the Plan respectively. Unless the Committee determines otherwise, the same principles would apply in connection with a later termination of the Plan.

Maximum awards and plan targets

An employee may not receive Plan Contributions in respect of a Plan Year over shares having a market value in excess of 500 per cent of his annual rate of base salary.

Subject to such individual limits, the quantum of any awards granted to the Executive Directors of the Company will be dependent on performance against the performance targets set by the Committee for the purposes of the relevant Plan Year.

It is currently intended that the following targets and respective weightings will apply to such awards:

Performance Target	Measurement Period	Weighting as a % of the maximum Plan Contribution potential for the relevant Plan Year
Earnings per share performance. The Committee will determine appropriate sliding scale targets for each Plan Year for such purposes. Earnings per share will be determined on such adjusted basis as the Committee reasonably selects (eg adjusted for any share buybacks). Targets and performance outcomes will be disclosed in the Directors' Remuneration Report for the relevant financial year-end.	The Plan Year in connection with which the awards are being granted.	45%
A measure of the Company's total shareholder return ('TSR') performance relative to the TSR performance of a comparator group. The comparator group in each case will comprise the constituents of the FTSE 350 Index (excluding Investment Trusts) as at the start of the relevant measurement period. Median ranking performance shall ordinarily provide for 25 per cent of the TSR element being awarded, rising on a straight-line basis to 100 per cent for upper quartile ranking performance or better. Short averaging periods at the start and end of the applicable performance period would apply for the purposes of the TSR calculations. In addition the Committee shall retain discretion to scale back the level of award (including to nil) to be granted where it considers that the Company's underlying financial performance for the measurement period does not warrant the level of award that would otherwise result on account of TSR performance alone.	Plan Year 1 in the case of the Plan Year 1 awards. From the start of Plan Year 1 to the end of Plan Year 2 in the case of the Plan Year 2 awards. From the start of Plan Year 1 to the end of Plan Year 3 in the case of the Plan Year 3 awards. From the start of Plan Year 2 to the end of Plan Year 4 in the case of the Plan Year 4 awards. From the start of Plan Year 3 to the end of Plan Year 5 in the case of the Plan Year 5 awards.	35%
Non-financial measures The Committee will determine appropriate non financial measures for such purposes. The current intention is that such measures will include strategic goals, operational and client satisfaction measures. Targets and performance outcomes will be disclosed in the Company's annual Directors' Remuneration Report for the relevant financial year.	The Plan Year in connection with which the awards are being granted.	20%

Additional underpin: at the time of the determinations for Plan Year 5, in the event that the Committee is not satisfied that the Company's underlying performance from the start of Plan Year 1 to the end of Plan Year 5 has been satisfactory, the Committee may scale back the final balance of the Plan Account that would otherwise result for such participants.

Details of the performance conditions set for any awards to the Executive Directors and the related targets and achievement against such targets would be disclosed retrospectively in the Company's annual Directors' Remuneration Report in relation to the relevant Plan Year.

Subject to the limits of the Plan, the quantum of any awards granted to other participants in the Plan (ie to participants other than the Executive Directors) will be dependent on performance against such performance targets following the same principles as described above or based on such varied or different performance principles as the Committee considers appropriate.

The Committee may vary any performance conditions applying under the Plan if an event has occurred which causes the Committee to consider that it would be appropriate to amend the performance conditions, provided the Committee considers the varied conditions to be fair and reasonable and not materially less challenging than the original conditions would have been but for the event in question.

NOTICE OF 2013 ANNUAL GENERAL MEETING

APPENDIX (CONTINUED)

Leaving employment

As a general rule, if a participant ceases to hold employment or be a director within the Company's group, or gives notice of leaving, they shall forfeit any entitlement to receive further Plan Contributions and all awards subsisting in their Plan Account as at such time shall be forfeited in full.

If however, the participant ceases to be an employee or a director within the Company's group because of his injury, disability, retirement, redundancy, his employing company or the business for which he works being sold out of the Company's group or in other circumstances at the discretion of the Committee, then the participant's participation in the Plan will cease upon the determination of the Plan Contributions in respect of the Plan Year in which the cessation arises. The participant's Plan Account as at such time shall then ordinarily vest as to one third at such time and thereafter as to the remaining balance in equal parts on the second and third anniversary of such determinations.

For the purposes of any awards permitted to vest to leavers as described above, the Committee shall retain discretion to reduce the level of vesting that would otherwise result by reference to such time based adjustments as the Committee considers appropriate.

Where awards are granted in the form of options, vested awards already held at the time of cessation (ie vested awards held outside the Plan Account but unexercised) will remain exercisable for a limited period other than in the case of dismissal for misconduct, in which case such awards shall lapse in full.

Corporate events

In the event of a takeover or winding up of the Company (not being an internal corporate reorganisation), all awards comprised within Plan Accounts shall vest early including such additional early Plan Contributions as the Committee determine in respect of the Plan Year in which the event arises.

The extent of vesting in such circumstances shall be determined by the Committee, which shall retain discretion to reduce the level of vesting that would otherwise result by reference to such time-based adjustments as the Committee considers appropriate, and in relation to any Plan Contributions made in such circumstances as described above, also having regard to the extent to which any applicable performance conditions have been met over the applicable curtailed period.

In the event of an internal corporate reorganisation, awards will be replaced by equivalent new awards over shares in a new holding company unless the Committee decides that awards should vest on the basis which would apply in the case of a takeover.

If a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of shares to a material extent, then the Committee may decide that awards will vest on the basis which would apply in the case of a takeover as described above.

Clawback

The Committee may decide within three years of a Plan Contribution that the underlying will be subject to clawback where there has been a material misstatement in the Company's financial results or an error in assessing any applicable performance condition or in the event of substantial failure of risk management or if the participant's employment is terminated for serious misconduct.

The clawback may be satisfied by way of a reduction in the amount of any subsisting Plan Account, the vesting of any subsisting vested award or future share awards and/or a requirement to make a cash payment.

Dividend equivalents

The Committee may decide that participants will receive a payment (in cash and/or shares) at the time of delivery of vested shares of an amount equivalent to the dividends that would have been paid on those shares whilst in the Plan Account (adopting a first in, first out basis). This amount may assume the reinvestment of dividends. Vested but unexercised awards shall **not** accrue further dividend equivalent entitlements.

Participants' rights

Awards will not confer any shareholder rights until the awards have vested or the options have been exercised as relevant and the participants have received their shares.

Rights attaching to Shares

Any shares allotted when an award vests or is exercised will rank equally with shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Variation of capital

In the event of any variation of the Company's share capital or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the shares, the Committee may make such adjustment as it considers appropriate to the number of shares subject to an award and/or the nominal exercise price payable (if any).

Overall limits

The Plans may operate over new issue shares, treasury shares or shares purchased in the market.

In accordance with the limit previously agreed with shareholders in relation to the Value Sharing Plan, in any ten calendar year period, the Company may not issue (or grant rights to issue) more than 10 per cent of the issued ordinary share capital of the Company under the Plan and any other employee share plan adopted by the Company.

Treasury shares will count as new issue shares for the purposes of these limits unless institutional investors decide that they need not count.

Alterations

The Committee may, at any time, amend the Plan in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of shares or the transfer of treasury shares, the basis for determining a participant's entitlement to, and the terms of, the shares or cash to be acquired and the adjustment of awards.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group. Shareholder approval will also not be required for any amendments to any performance condition applying to an award.

Overseas plans

The Plans will allow the Committee to establish sub plans for overseas territories, any such plan to be similar to the Plan, but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further plans are treated as counting against the limits on individual and overall participation in the Plan.

