

**The Companies Act 2006**

**Public Limited Company**

**2014 Annual General Meeting**

**Special Business Resolutions**

**of**

**IG Group Holdings plc**  
**(the "Company")**

At the Annual General Meeting of the Company duly convened and held at Cannon Bridge House, 25 Dowgate Hill, London, EC4R 2YA at 10.30am on Thursday 16 October 2014 the following special business resolutions were duly passed by the members:

**Ordinary Resolutions**

3. That the Directors' Remuneration Policy be approved.
15. That the rules of the IG Group Long Term Incentive Plan (the 'Plan') referred to in the Appendix to the Notice of AGM and the Chairman of the Board's letter to shareholders dated 10 September 2014 and produced in draft to this meeting and, for the purpose of identification, initialed 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 as so modified and to do all such other acts and things as they may consider appropriate to implement the Plan; and
  - (ii) establish further 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.
16. 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 2015, 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**

17.

That subject to the passing of resolution 16 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 16 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
- (ii) pursuant to the authority given by paragraph (ii) of Resolution 16 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 2015, 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 16 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.

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

- (i) the maximum number of shares which may be purchased is 36,606,154 (representing an amount equal to 10 per cent. of the Company's total issued ordinary share capital as at 10 September 2014);
- (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 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 2015, 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.



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**Chairman**