



## ATTENDANCE CARD

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

The Chairman of IG Group Holdings plc invites you to attend the Annual General Meeting of the Company to be held at the Company's offices located at Cannon Bridge House, 25 Dowgate Hill, London EC4R 2YA on 21 September 2016 at 10.30am.

Shareholder Reference Number

Please detach this portion before posting this proxy form

## FORM OF PROXY

### ANNUAL GENERAL MEETING TO BE HELD ON 21 SEPTEMBER 2016

**CAST YOUR PROXY ONLINE – IT'S FAST, EASY AND SECURE**  
**[WWW.INVESTORCENTRE.CO.UK/EPROXY](http://WWW.INVESTORCENTRE.CO.UK/EPROXY)**

**You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.**

**VIEW THE 2016 ANNUAL REPORT AND NOTICE OF AGM ONLINE:**  
**[WWW.IGGROUP.COM](http://WWW.IGGROUP.COM)**

Register at [www.investorcentre.co.uk](http://www.investorcentre.co.uk) – elect for electronic communications and manage your shareholding online

Control Number:

SRN:

PIN:

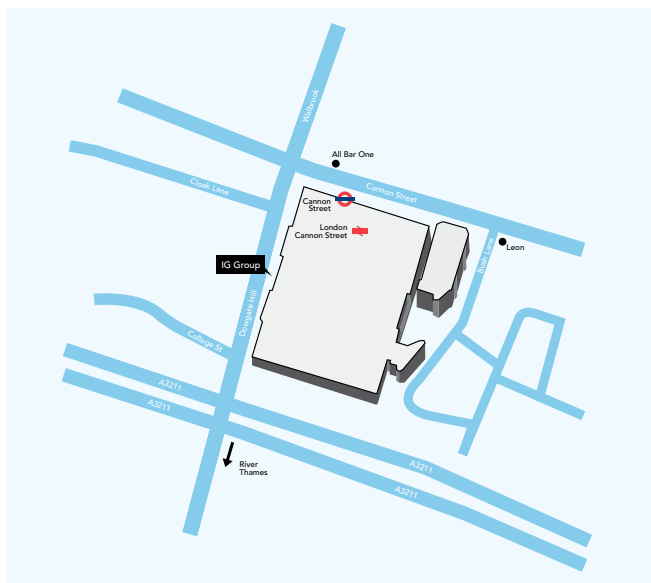
**To be effective, all proxy appointments must be lodged with the Company's Registrars at: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 19 September 2016 at 10.30am.**

## EXPLANATORY NOTES

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0371 495 2032 (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 to 5.30pm, Monday to Friday excluding bank holidays), or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0371 495 2032 (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 to 5.30pm, Monday to Friday excluding bank holidays), to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
7. Any alterations made to this form should be initialled.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

## ALL NAMED HOLDERS



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

## FORM OF PROXY

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.  
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the Annual General Meeting of IG Group Holdings plc to be held at **the Company's offices located at Cannon Bridge House, 25 Dowgate Hill, London EC4R 2YA** on **21 September 2016** at **10.30am**, and at any adjourned meeting.

\*For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made

Please use a **black** pen. Mark with an **X** inside the box as shown in this example ☒

### Ordinary Resolutions

	For	Against	Vote Withheld
1. To receive the accounts for the year ended 31 May 2016 and accompanying reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 22.95 pence per share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Andy Green as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Peter Hetherington as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect June Felix as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Stephen Hill as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Malcolm Le May as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Jim Newman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Sam Tymms as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
11. To elect Paul Mainwaring as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the Audit Committee of the Board to determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the Directors to allot shares pursuant to section 551 of the Act	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolutions</b>			
15. To disapply the statutory pre-emption rights attaching to shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To disapply the statutory pre-emption rights attaching to shares for the purposes of acquisitions or other capital investments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise the Company to make market purchases of its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. That a general meeting (other than an AGM) may be called on not less than 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To adopt new Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting

**Signature**

**Date**

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (eg director, secretary).