



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 transfer for you, 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 2016 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 WEDNESDAY 21 SEPTEMBER 2016 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 9 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 10.30 am on Monday 19 September 2016. 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)
Peter Hetherington (Chief Executive Officer)
Paul Mainwaring (Chief Financial Officer)
June Felix
Stephen Hill
Malcolm Le May
Jim Newman
Samantha Tymms

Registered Office:

Cannon Bridge House
25 Dowgate Hill
London
EC4R 2YA

2 August 2016

Dear Shareholder

Notice of 2016 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 Wednesday 21 September 2016 at 10:30am. The formal notice of the AGM and the resolutions to be proposed are set out on pages 7 to 9 of this document.

The notes on the following pages give an explanation of the proposed resolutions. Resolutions 1 to 14 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 15 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.

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 2016, 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 2016. The Directors' Remuneration Report is set out in full on pages 70 to 89 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 2016. This vote is advisory and therefore will not affect the remuneration or benefits received by any director.

Dividend (Resolution 3)

A final dividend of 22.95 pence per ordinary share is recommended by the Directors for payment to Shareholders on the register of members at the close of business on 30 September 2016. Subject to the approval of Shareholders at the AGM, this dividend will be paid on 28 October 2016.

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 reappointment 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.

NOTICE OF 2016 ANNUAL GENERAL MEETING

Re-election of Directors (Resolutions 4 to 10) (continued)

Each Director 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:

Andy Green, Chairman

Andy joined the Board as deputy chairman in June 2014 and became chairman of the group in October 2014. He has in-depth board experience and knowledge of major listed companies, having served as Group Chief Executive of Logica plc and having held board roles in BT Group including the role of CEO of Group Strategy and Operations. He was also a board member of the CBI. Andy's other current roles enable him to bring to the board a wide perspective on technology and digital development.

Other current appointments:

Andy is the Senior Independent Non-Executive Director of ARM Holdings plc and Avanti Communications Group plc. He holds a number of other roles including chairing DockOn AG and Digital Catapult. He is a board member of Abesu Ltd and the Tech Partnership Limited, President of UK Space and co-chairman of the Space Leadership Council.

Peter Hetherington, Chief Executive Officer

Peter was an officer in the Royal Navy prior to joining IG Group as a graduate trainee in 1994. In 1999, he became Head of Financial Dealing, and in 2003, he joined the Board following his appointment as Chief Operating Officer. Within that role, Peter was responsible for IT as the company principally became an online business. His role developed to encompass the leadership of the sales and marketing functions. He was appointed interim Chief Executive Officer in October 2015 and Chief Executive Officer in December 2015. Peter graduated from Nottingham University with a degree in economics, and from the London Business School with a masters in finance. Peter has considerable experience, built over 20 years in the business.

Other current appointments:

None.

June Felix, Non-Executive Director

June joined the Board in September 2015. She has held various executive management positions at a number of large multi-national businesses including Citibank where she was managing director of global healthcare, Citi Enterprise Payments and IBM Corporation, where she led their global Banking and Financial Markets business. She began her career at P&G in brand management marketing.

June brings to the Board, significant international experience and knowledge of the digital sector as well as experience in product innovation and delivery.

Other current appointments:

June is the president of Verifone, Europe and Russia, with responsibility for the operation of the Verifone business throughout Europe and Russia.

Stephen Hill, Non-Executive Director

Stephen joined the Board in April 2011. He brings significant and extensive board experience having previously served as the CEO of Betfair plc and holding managerial roles at Pearson plc including the role of CEO of the Financial Times Group. He was Chairman of Interactive Data Corporation in the US as well as a member of the boards for Royal Sun Alliance Insurance Group plc, Psion plc, Channel 4 and Ofcom.

Other current appointments:

Stephen is the Trustee and Chairman of the Royal National Institute for Deaf People – Action on Hearing Loss. He is also a member of the Advisory Board of the Cambridge Judge Business School and a Non-Executive Director of Applerigg Limited and Aztec Limited, a fund administration business. He was appointed Chairman of the Alzheimer's Society effective 6 September 2016.

Malcolm Le May, Senior Independent Director

Malcolm joined the Board in September 2015. He 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. Malcolm's broad experience and knowledge of the financial services and investment sectors along with his extensive experience on the boards of publicly listed companies is of immense value as the Company continues to deliver on its strategic initiatives.

Other current appointments:

Malcolm is the Senior Independent Non-Executive Director and Chairman of the Remuneration Committee at Provident Financial plc and a Non-Executive Director and Chairman of the Remuneration Committee of Hastings Group Holdings plc. He is a partner at Opus Corporate Finance LLP and holds advisory roles at Juno Capital LLP and Heidrick & Struggles.

Jim Newman, Non-Executive Director

Jim joined the Board in October 2013. A qualified Chartered Accountant, Jim was Finance Director for Resolution plc, having joined the company as Group Financial Controller. Jim 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. His in-depth knowledge and experience of the financial services sector, as well as his considerable experience both as a CFO and in the implementation of transformation programmes, is of considerable benefit to the Board.

Other current appointments:

None.

Sam Tymms, Non-Executive Director

Sam joined the Board in May 2013. She began her career at the London Stock Exchange's Surveillance Division, which over time became the Securities and Futures Authority and eventually the Financial Services Authority. During that time, she held a range of supervisory roles and worked for two years in the Investigations and Enforcement Division. As a supervisor, she ran departments overseeing global investment firms, retail and investment banks and major insurance groups. Sam's extensive experience in the regulatory field and her knowledge of compliance matters provides the Board with considerable insight into regulatory expectations.

Other current appointments:

Sam is a Managing Director at Promontory Financial Group, a leading strategy, risk-management and regulatory-compliance consulting firm, where she advises financial services businesses on a wide range of risk and regulatory matters.

Election of Director (Resolution 11)

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. Paul Mainwaring was appointed to the Board as an Executive Director and Chief Financial Officer on 20 July 2016 and is eligible for election by Shareholders.

Paul joined the Board as Chief Financial Officer from Tullett Prebon plc where he served as Group Finance Director from 2006 to 2016. Prior to this, he was Group Finance Director of Mowlem plc and 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's in-depth knowledge of financial services and experience in several public companies will help the Company to make further progress in building and growing its operational and strategic capability.

Other current appointments:

None.

Auditors (Resolutions 12 and 13)

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 2017.

Accordingly, resolution 12 re-appoints PricewaterhouseCoopers LLP as auditors to the Company, and resolution 13 authorises the Audit Committee of the Board to determine their remuneration.

Authority of Directors to allot shares (Resolution 14)

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 2015 AGM, and this resolution seeks to renew that authority. Upon the passing of resolution 14, 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 £6000 which is approximately 33 per cent of the total issued ordinary share capital, exclusive of treasury shares, as at 1 August 2016, 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 2017, whichever is earlier. The Directors intend to seek to renew such authority at successive AGMs of the Company.

As at 1 August 2016 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 14, the Directors will have authority to allot an additional number of ordinary shares up to a maximum nominal value of £6000, which is approximately a further 33 per cent of the total issued share capital as at 1 August 2016, 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 2017, whichever is earlier. The Directors intend to seek to renew such authority at successive AGMs of the Company.

As a result, if resolution 14 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.

NOTICE OF 2016 ANNUAL GENERAL MEETING

Disapplication of pre-emption rights (Resolutions 15 and 16)

Resolution 15 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 1 August 2016, 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 2017, 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 15 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 16 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 1 August 2016, 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.

If given, the authority will expire at the conclusion of the next AGM of the Company or 30 November 2017, 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 17)

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 2015 AGM and would authorise the Company to purchase up to 36,664,907 ordinary shares. If given, the authority will expire at the conclusion of the next AGM of the Company or 30 November 2017, 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 1 August 2016, 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 14 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 17, 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 1 August 2016 being the latest practicable date before the publication of this Notice, the Company held no equity securities in treasury.

Notice Period for meetings (Resolution 18)

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 18 seeks to renew the approval given by Shareholders at the 2015 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.

Adoption of New Articles of Association (Resolution 19)

Resolution 19 is to adopt new Articles of Association (the 'New Articles') in order to update the Company's current Articles of Association (the 'Current Articles') to take account of relevant statutory changes and to reflect best practice. The resolution adopting the New Articles will become effective at the close of the AGM on 21 September 2016.

The principal changes introduced in the New Articles are summarised in the Appendix to this Notice. Other changes, which are of a minor, technical or clarifying nature have not been highlighted. The New Articles showing all changes to the Current Articles are available for inspection, as noted on page 11 of this document.

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



Andy Green
Chairman

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 Wednesday 21 September 2016 at 10:30am.

The business of the AGM will be to consider and, if thought fit, to pass Resolutions 1 to 14 inclusive as ordinary resolutions and Resolutions 15 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 2016.
2. To approve the Directors' Remuneration Report for the year ended 31 May 2016.
3. To declare a final dividend on the ordinary shares of the Company for the year ended 31 May 2016 of 22.95 pence per ordinary share.
4. To re- elect Andy Green (Non-Executive Chairman) as a Director of the Company.
5. To re-elect Peter Hetherington (Executive Director) as a Director of the Company.
6. To re-elect June Felix (Non- 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 Malcolm Le May (Non-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 Sam Tymms (Non-Executive Director) as a Director of the Company.
11. To elect Paul Mainwaring (Executive Director) as a Director of the Company.
12. 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.
13. To authorise the Audit Committee of the Board to determine the auditors' remuneration.
14. 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 £6000; and
 - (ii) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further nominal amount of £6000 in connection with an offer by way of a rights issue;

NOTICE OF 2016 ANNUAL GENERAL MEETING

Ordinary resolutions (continued)

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 2017, 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

15. That subject to the passing of Resolution 14 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 14 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 14 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 30 November 2017, 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 14 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;
- (ii) 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.

16. That, subject to the passing of Resolution 14 above and in addition to any authority granted by Resolution 15 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 15 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 power to expire at the end of the next annual general meeting of the Company or at the close of business on 30 November 2017, 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.

17. 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 36,664,907 (representing an amount equal to 10 per cent. of the Company's total issued ordinary share capital as at 1 August 2016);
 - (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 30 November 2017, 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.
18. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.
19. That the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

ON BEHALF OF THE BOARD

Tony Lee

Company Secretary

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

2 August 2016

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 AGM.

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 AGM or any adjournment thereof 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)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).

NOTICE OF 2016 ANNUAL GENERAL MEETING

Notes to the Notice of Annual General Meeting (continued)

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 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 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 6.00 p.m. on 19 September 2016 (or 6.00 p.m. 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 1 August 2016, being the last practicable date before the publication of this Notice, the Company's total issued ordinary shares was 366,649,075 carrying one vote each on a poll. Therefore, the total voting rights in the Company as at 1 August 2016 are 366,649,075.
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 2016; or

-
- (ii) any circumstance connected with an auditor of the Company appointed for the year ended 31 May 2016 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 2016 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 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.
- 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 1 August 2016, 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.
- 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.

- 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, copies of contracts of service of Directors with the Company or with any of its subsidiary undertakings, the letters of appointment of Non-Executive Directors and a copy of the proposed New Articles, showing all the changes to the Current Articles proposed in Resolution 19, 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.

NOTICE OF 2016 ANNUAL GENERAL MEETING

APPENDIX

EXPLANATORY NOTES TO RESOLUTION 19

Resolution 19: Adoption of new Articles of Association

It is proposed in this resolution to adopt new Articles of Association (the 'New Articles') in order to update the Company's current Articles of Association (the 'Current Articles') to take account of relevant statutory changes and to reflect best practice. The resolution adopting the New Articles will become effective at the close of the AGM on 21 September 2016.

The principal changes introduced in the New Articles are summarised below. Other changes, which are of a minor, technical or clarifying nature have not been highlighted. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 11 of this document.

SUMMARY OF PRINCIPAL CHANGES TO THE ARTICLES OF ASSOCIATION OF IG GROUP HOLDINGS PLC

1. Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the terminology used in the New Articles when describing the Company's share capital reflects this.

2. Increase in maximum aggregate ordinary remuneration for Directors

The maximum aggregate ordinary remuneration for directors is £500,000 pursuant to the Current Articles; the New Articles increase this limit to £1,000,000. The proposed new limit is sought to create additional flexibility to allow the Board to adjust the ordinary remuneration principally of the non-executive directors and to consider the appointment of additional non-executive directors thought desirable to widen the skill base available at Board meetings.

3. Voting by guardian

The relevant provision relating to voting by guardian used to appear in the Table A Articles but is not in the Model Articles. The New Articles have now been aligned with the Model Articles. In these circumstances, the guardian or other person appointed to manage the affairs of a member suffering from mental disorder should use their authority to appoint a proxy on behalf of the member (they could appoint themselves as proxy if they wish) and that proxy can vote.

4. Electronic Conduct of Meetings

Amendments made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 specifically provide for the holding and conducting of electronic meetings. The New Articles reflect these arrangements.

5. Notice of general meetings

The Companies (Shareholders' Rights) Regulations 2009 amended the Companies Act 2006 to require a company to give 21 clear days' notice of general

meetings unless that company offers members an electronic voting facility and a special resolution reducing the period to not less than 14 days has been passed. Annual general meetings must be held on 21 clear days' notice. The New Articles are now consistent with these requirements.

6. Closure of register

Under the Companies Act 2006 share transfers must be registered as soon as practicable. Accordingly, the New Articles do not contain a provision that allow for the suspension of the registration of share transfers.

7. Adjournments for lack of quorum

Under the Companies Act 2006, as amended by the Companies (Shareholders' Rights) Regulations 2009, general meetings adjourned for lack of quorum must be held at least 10 clear days after the date of the original meeting. The New Articles reflect this requirement.

8. Nomination of Directors

The requirement in the Current Articles that a director cannot be elected at a general meeting unless a specified amount of notice is given before the meeting reflects the wording that used to appear in the Table A Articles. However, this is not contained in the Model Articles and there is no requirement for such a notice to be given. Accordingly, it has been deleted in the New Articles.

9. Reserves/Business bought from a past date/Liquidator's powers

Provisions of the Current Articles dealing with the creation of reserves, business bought from a past date and liquidators' powers have been deleted from the New Articles as these are unnecessary in light of provisions of statute and applicable accounting standards.