

The Companies Act 2006

Public Limited Company

**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 Wednesday 21 September 2016 the following resolutions that do not constitute ordinary business were duly passed by the members:

Ordinary Resolutions

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;

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, 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;

(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.

16. That, 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.



TONY LEE
Company Secretary
IG Group Holdings Plc

21 September 2016