**No. 04677092**

**The Companies Act 2006**

**Public Limited Company**

**Ordinary and Special 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 9:30am on Wednesday, 17 September 2025 the following ordinary and special resolutions were passed by the members:

**Ordinary Resolution**

**18.** 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 in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

i. up to an aggregate nominal amount of £5,966; and

ii. comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further nominal amount of £5,966 in connection with a pre-emptive offer;

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 AGM of the Company or 30 November 2026, whichever is earlier but, in each case, so that the Company may, before such expiry, make offers and enter into agreements 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 given by this resolution has expired.

For the purposes of this Resolution,

1. "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) 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 and (b) other persons so entitled by virtue of the rights attaching to any other securities held by them, 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; and
2. 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.

**Special Resolutions**

19. That, subject to the passing of Resolution 18 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the 2006 Act) wholly for cash, as if Section 561(1) of the 2006 Act did not apply to any such allotment pursuant to the authority given by Resolution 18 above and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, such authority to be limited to:

1. allotment in connection with a pre-emptive offer; and
2. otherwise than in connection with a pre-emptive offer, allotments up to an aggregate nominal amount of £1,742; such authority to expire at the end of the next AGM of the Company or 30 November 2026, whichever is earlier but in each case so 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 the authority given by this resolution has expired 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.

For the purposes of this Resolution:

1. “pre-emptive offer” has the same meaning as in Resolution 18 above;
2. references to an allotment of equity securities shall include a sale of treasury shares; and
3. 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.

20. That, subject to the passing of Resolution 18 above, and in addition to any authority granted by Resolution 19 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) wholly for cash under the authority conferred by Resolution 19 above and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, as if Section 561(1) of the 2006 Act did not apply to any such allotment, such allotment be limited to allotments up to an aggregate nominal amount of £1,742, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified 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 authorities to expire at the end of the next AGM of the Company or 30 November 2026 whichever is the earlier, but in each case so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution, references to an allotment of equity securities shall include a sale of treasury shares.

21. 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:

1. the maximum number of shares which may be purchased is 36,155,787 (representing an amount equal to 10 per cent of the Company's total issued ordinary share capital as at 4 August 2025);
2. the minimum price which may be paid for each share is 0.005 pence;
3. the maximum price which may be paid for a share is an amount equal to the higher of:
4. 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
5. 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 as it applies in the UK; and
6. this authority shall expire at the conclusion of the next AGM of the Company or 30 November 2026, 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.

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

Aurelia Gibbs

Group Company Secretary

IG Group Holdings plc

17 September 2025