

Section 172(1) Statement

We are committed to upholding the highest standards of conduct. All the decisions we make are for the long-term success of our business.

We believe that our business will continue to grow and prosper if we understand and respect the needs and views of our stakeholders. We have a robust governance framework which includes the delegation of day-to-day decision-making to our people.

Under Section 172(1) of the Companies Act 2006 (CA2006), a Director of a Company must act in a way that they consider, in good faith, would most likely promote the success of the Company for the benefit of its members as a whole. In doing this, amongst other matters, the Directors must have regard to:

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| A | The likely consequences of any decision in the long term |
| B | The interests of the Company’s employees |
| C | The need to foster our business relationships with suppliers, customers and others |
| D | The impact of our operations on the community and the environment |
| E | The desirability of the Company maintaining a reputation for high standards of business conduct |
| F | The need to act fairly between shareholders of the Company |

Our key stakeholders

We value all of our stakeholders and consider their needs and the impact our decisions have on them. The sections below illustrate how our Directors drive the long-term success of our business, while striving to deliver the best outcomes for all:

- Stakeholder Engagement (pages 61-62): we identify our key stakeholders and how we engage with them
- Our Sustainability Report (pages 19-30): we describe the progress with our ESG strategy, including diversity and inclusion, our community outreach activities, and our Task Force on Climate-related Financial Disclosures (TCFD) report
- Board Activities (page 59): we give examples of how our Board interacts with our stakeholders and makes decisions with them in mind
- Understanding our Stakeholders (pages 63-67): we outline how our Directors engage with our stakeholder groups

Long-term decision making

Our strategy is to sustainably generate and preserve value for stakeholders and wider society over the long term by facilitating a wider range of trading and investment opportunities for ambitious people around the world. This long-term view drives how we set objectives for our employees. Our risk management procedures identify the potential consequences of short, medium and long term decisions, classifying appropriate levels of identification, mitigation, reduction, management or elimination in the best interests of the Group and our stakeholders.

The Board considers Section 172(1) matters through Board information, discussion and decision-making.

Key Board decisions in FY25

CFO Succession	
Description The Board approved the appointment of Clifford Abrahams as CFO.	
Relevant Section 172(1) decision criteria	Relevant stakeholders
A B C D E F	
Decision-making process <ul style="list-style-type: none"> Following Charlie Rozes' departure on 31 July 2024, the Board, through its Nomination Committee, undertook an extensive search for a new CFO with the assistance of an external search agency, Redgrave Search The search prioritised candidates with strong financial leadership experience, cultural fit, and a vision for sustainable growth 	
<ul style="list-style-type: none"> The Board formally approved Clifford's appointment as CFO in October 2024, on the recommendation of the Nomination Committee and subject to receipt of regulatory approval A comprehensive onboarding programme was implemented to ensure smooth transition and stakeholder confidence Further information can be found in the Nomination Committee Report on page 72 	
Acquisition of Freetrade	
Description The Board approved the acquisition of Freetrade, the fast-growing, commission-free investment platform, for £160 million to strengthen IG's UK trading and investments offering and access new customer segments.	
Relevant Section 172(1) decision criteria	Relevant stakeholders
A B C D E F	
Decision-making process <ul style="list-style-type: none"> The Board identified the strategic opportunity to broaden IG's addressable market in the rapidly growing UK direct-to-customer investment market Comprehensive due diligence was conducted on Freetrade's business model, technology platform, customer base, and cultural fit The Board considered the long-term value creation potential, with Freetrade's 720k customers and £2.5 billion Assets Under Administration representing significant growth opportunities Employee considerations included retention of Freetrade's talented team, with CEO Viktor Nebehaj and his team continuing to lead the business Customer benefits were evaluated, including enhanced product offerings combining IG's resources with Freetrade's user-friendly platform and transparent pricing 	
<ul style="list-style-type: none"> The transaction structure was designed to maintain Freetrade as a commercially standalone business under its distinctive brand, preserving customer trust Financial impact analysis showed the acquisition would achieve returns exceeding IG's weighted average cost of capital in years three to five The Board ensured that a strong capital position would be maintained, with £638 million surplus regulatory capital providing ample headroom Regulatory engagement commenced early, with completion subject to customary approvals expected mid-2025 Integration planning focused on preserving both companies' strengths while realising synergies 	

Stakeholders key



Capital Restructuring – Distributable Reserves	
Description The Board approved the reclassification of certain equity items to increase distributable reserves, enhancing the Group's financial flexibility for growth investment and shareholder returns.	
Relevant Section 172(1) decision criteria	Relevant stakeholders
A B E F	
Decision-making process <ul style="list-style-type: none"> The Board identified a number of equity items which could be reclassified to increase distributable reserves The Board considered the increased flexibility on the Group's ability to invest in growth and return capital, while not impacting the overall equity position The impact of such an exercise on the Group's regulatory capital position, shareholders and creditors was considered as part of the exercise 	
<ul style="list-style-type: none"> The Group received FCA approval for such an exercise in March 2025, with shareholder approval via an Extraordinary General Meeting in May 2025 and Court approval in June 2025 The Board will consider the flexibility obtained from such an exercise as part of continued decisions around investment and shareholder returns 	
Debt Refinancing and Bond Issuance	
Description The Board approved a refinancing of the Group's Revolving Credit Facility and the issuance of a £250m senior unsecured bond, securing favourable terms and additional liquidity for strategic growth.	
Relevant Section 172(1) decision criteria	Relevant stakeholders
A C E F	
Decision-making process <ul style="list-style-type: none"> The Board identified the need to refinance its Revolving Credit Facility ahead of maturity in 2026 and took advantage of supportive market conditions The Board agreed to increase the size of the facility to take into account the growth of the Company since the previous facility was put in place and anticipating future growth of the Company The Board additionally identified the opportunity to issue a £250m senior unsecured bond, due in 2030 	
<ul style="list-style-type: none"> The Company engaged with advisors to understand when market conditions would be favourable of an issuance Debt investors were engaged in a marketing exercise ahead of the issuance of the bond, to provide an updated view on the latest disclosed financial position of the Company, to enable informed decisions on potential investment to be made Both exercises were completed in May 2025, providing the Company with additional liquidity to continue investing in accretive growth opportunities and continuing to return capital through share buybacks, all while safeguarding the Group's strong financial position 	