

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**EU PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA (as amended, “**UK MiFIR**”). Consequently, no key information document required Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (as amended, the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**UK MiFIR PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in UK MiFIR; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**SINGAPORE SECURITIES AND FUTURES ACT PRODUCT CLASSIFICATION** – In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the “**SFA**”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are capital markets products other than prescribed capital markets products (as defined in the CMP Regulations 2018) and are Specified Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendation on Investment Products).

**Final Terms dated 16 November 2021**

**IG GROUP HOLDINGS PLC**

**Legal Entity Identifier (LEI): 2138003A5Q1M7ANOU76**

**Issue of £300,000,000 3.125 per cent. Senior Notes due November 2028**

**under the £1,000,000,000 Euro Medium Term Note Programme of IG Group Holdings plc**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the “**Conditions**”) set forth in the base prospectus dated 29 October 2021 which constitutes a base prospectus (the “**Base Prospectus**”) for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”) (the “**UK Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms have been published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

1. Issuer: IG Group Holdings plc

**DESCRIPTION OF THE NOTES**

- |    |   |  |
|----|---|--|
| 2. | (i) Series Number:                                  | 1  |
|    | (ii) Tranche Number:                                | 1  |
| 3. | Specified Currency or Currencies:                   | Pounds Sterling (“£”)  |
| 4. | Aggregate Principal Amount:                         |  |
|    | (i) Series:   | £300,000,000   |
|    | (ii) Tranche:                                       | £300,000,000   |
| 5. | Issue Price:  | 99.719 per cent. of the Aggregate Principal Amount   |
| 6. | (i) Specified Denominations:                        | £100,000 and integral multiples of £1,000 in excess thereof up to (and including) £199,000 |
|    | (ii) Calculation Amount:                            | £1,000   |
| 7. | (i) Issue Date:                                     | 18 November 2021   |
|    | (ii) Interest Commencement Date:                    | Issue Date   |
| 8. | Maturity Date:                                      | 18 November 2028   |
| 9. | (i) Interest Basis:                                 | 3.125 per cent. Fixed Rate<br>(see paragraph 14 below)                                     |
|    | (ii) Step Down Rating Change/Step Up Rating Change: | Not Applicable   |

- |     |   |   |
|-----|---|---|
| 10. | Redemption/Payment Basis:                                 | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their principal amount. |
| 11. | Change of Interest or Redemption/Payment Basis:           | Not Applicable  |
| 12. | Call Options:   | Issuer Call<br>(see paragraph 18 below)   |
| 13. | (i) Status of the Notes:                                  | Senior Notes  |
|     | (ii) Senior Notes: Non-Restrictive Events of Default:     | Applicable  |
|     | (iii) Date Board approval for issuance of Notes obtained: | 28 October 2021   |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |     |                                      |   |
|-----|--------------------------------------|---|
| 14. | <b>Fixed Rate Note Provisions</b>    | Applicable  |
|     | (i) Rate of Interest:                | 3.125 per cent. per annum payable semi-annually in arrear on each Interest Payment Date               |
|     | (ii) Interest Payment Date(s):       | 18 May and 18 November in each year, up to and including the Maturity Date, commencing on 18 May 2022 |
|     | (iii) Fixed Coupon Amount(s):        | £15.625 per Calculation Amount  |
|     | (iv) Broken Amount(s):               | Not Applicable  |
|     | (v) Day Count Fraction:              | Actual/Actual (ICMA)  |
| 15. | <b>Reset Note Provisions</b>         | Not Applicable  |
| 16. | <b>Floating Rate Note Provisions</b> | Not Applicable  |
| 17. | <b>Zero Coupon Note Provisions</b>   | Not Applicable  |

**PROVISIONS RELATING TO REDEMPTION, SUBSTITUTION AND VARIATION**

- |     |   |  |
|-----|---|--|
| 18. | <b>Call Option</b>                      | Applicable   |
|     | (i) Optional Redemption Date(s) (Call): | Any date from (and including) 18 August 2028 to (but excluding) the Maturity Date. |
|     | (ii) Optional Redemption Amount (Call): | £1,000 per Calculation Amount  |
|     | (iii) Series redeemable in part:        | No   |
|     | (iv) If redeemable in part:             |  |
|     | (a) Minimum Redemption Amount:          | Not Applicable   |
|     | (b) Maximum Redemption Amount:          | Not Applicable   |
|     | (v) Notice period:                      | Minimum period: as per the Conditions<br>Maximum period: as per the Conditions     |
| 19. | <b>Tier 2 Capital Notes</b>             |  |

	(i) Optional Redemption Amount (Capital Disqualification Event):	Not Applicable
	(ii) Tier 2 Capital Notes: Substitution and Variation:	Not Applicable
20.	<b>Senior Notes</b>	
	(i) Clean-up Call Option:	Applicable
	(ii) Optional Redemption Amount (Clean-up Call Option):	£1,000 per Calculation Amount
21.	Early Redemption Amount (Tax):	£1,000 per Calculation Amount
22.	Final Redemption Amount:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at £1,000 per Calculation Amount
23.	Redemption Amount for Zero Coupon Notes:	Not Applicable

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

24.	Form of Notes:	<b>Registered Notes:</b> Global Certificate exchangeable for Individual Certificates in the limited circumstances described in the Global Certificate. Global Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg
25.	New Global Note:	Not Applicable
26.	New Safekeeping Structure:	No
27.	Additional Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
28.	Talons for future Coupons to be attached to Definitive Notes:	No

#### **THIRD PARTY INFORMATION**

The rating definition provided in Part B, Item 2 of these Final Terms has been extracted from the website of Fitch (as defined below). The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by Fitch, no facts have been omitted which would render the reproduced information inaccurate or misleading.

**SIGNED** on behalf of  
**IG GROUP HOLDINGS PLC**

By: .....  
DocuSigned by:  
*Charles A. Rojas*  
BD60A6DC08854D7.....

Duly authorised

## PART B – OTHER INFORMATION

### 1. Listing

- |  |   |
|--|---|
| (i) Listing and admission to trading:                            | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the Financial Conduct Authority and to trading on the main market of the London Stock Exchange with effect from the Issue Date. |
| (ii) Estimate of total expenses related to admission to trading: | £4,840  |

### 2. Ratings

- Ratings: The Notes to be issued are expected to be rated by:  
Fitch Ratings Limited (“Fitch”): BBB-
- An obligation rated ‘BBB’ indicates that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity.
- The modifier "-" appended to the rating denotes relative status within major rating categories.
- (Source, Fitch Ratings,  
<https://www.fitchratings.com/products/rating-definitions>)

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- |                              |   |
|------------------------------|---|
| (i) Reasons for the offer:   | The net proceeds of the issue of the Notes will be used by the Issuer for its general corporate purposes, including the repayment of existing indebtedness. |
| (ii) Estimated net proceeds: | £298,332,000  |

### 5. Fixed Rate Notes only – YIELD

- |                      |  |
|----------------------|--|
| Indication of yield: | 3.170 per cent. per annum (semi-annual).<br>The indicative yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |
|----------------------|--|

### 6. OPERATIONAL INFORMATION

- |  |                  |
|--|------------------|
| (i) ISIN:  | XS2408001100     |
| (ii) Common Code:  | 240800110        |
| (iii) Trade Date:  | 11 November 2021 |
| (iv) Any clearing system(s) other than Euroclear or Clearstream Luxembourg | Not Applicable   |

and the relevant  
identification number(s):

- |   |   |
|---|---|
| (v) Delivery:   | Delivery against payment  |
| (vi) Names and addresses of additional Paying Agent(s) (if any):                | Not Applicable  |
| (vii) Intended to be held in a manner which would allow Eurosystem eligibility: | No. Whilst the designation is specified as “no” at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |

#### 8. **DISTRIBUTION**

- |  |  |
|--|--|
| (i) U.S. Selling Restrictions:                       | Reg. S Compliance Category 2; TEFRA not applicable   |
| (ii) Prohibition of Sales to EEA Retail Investors:   | Applicable   |
| (iii) Prohibition of Sales to UK Retail Investors:   | Applicable   |
| (iv) Prohibition of Sales to Belgian Consumers:      | Applicable   |
| (v) Method of distribution:                          | Syndicated   |
| (vi) If syndicated                                   |  |
| (a) Names of Managers:                               | Barclays Bank PLC<br>HSBC Bank plc<br>Lloyds Bank Corporate Markets plc<br>NatWest Markets Plc |
| (b) Stabilisation Manager(s) (if any):               | Not Applicable   |
| (vii) If non-syndicated, name and address of Dealer: | Not Applicable   |

#### 9. **BENCHMARK REGULATION**

Not Applicable