

**IG FINANCE 5 LIMITED**  
**(the "Company")**  
**(Registered number: 06752558)**

WEDNESDAY



**Written Resolution of the Members of the Company**

**Circulation date: 3 June 2009**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution (the "**Resolution**").

**ORDINARY RESOLUTION**

**THAT** a dividend in specie of the value of ¥12,167,520,836, comprising a receivable due on part of a loan made by the Company to IG Group Holdings plc, be and hereby is declared to be paid on 3 June 2009 to the 'A' shareholders on the register at the date hereof.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being a person entitled to vote on the Resolution on 3 June 2009, hereby irrevocably agrees to the Resolution:

Signed on behalf of Market Data Limited

A handwritten signature in black ink is written over a horizontal dotted line.

Date

3 JUNE 2009

**NOTES:**

- 1 If you agree with the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - **By Hand:** delivering the signed copy to Gareth Roberts, Group Financial Controller, IG Finance 5 Limited, Friars House, 157-168 Blackfriars Road, London, SE1 8EZ.
  - **Post:** returning the signed copy by post to Gareth Roberts, Group Financial Controller, IG Finance 5 Limited, Friars House, 157-168 Blackfriars Road, London, SE1 8EZ.
  - **Fax:** faxing the signed copy to +44 207 896 0010 marked "For the attention of Gareth Roberts, Group Financial Controller".
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Gareth.Roberts@igindex.co.uk. Please enter "Written resolutions dated 3 June 2009" in the e-mail subject box.
- 2 If you have received the Resolution by e-mail you may also indicate your agreement by replying to the original e-mail containing the Resolution. For your agreement to be valid you must state your name and that you irrevocably agree to the Resolution.

- 3 If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 5 Unless, by midnight on the date which is 28 days from the date first stated above, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this time.

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The above Ordinary Resolution was passed as a Written Resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 3 June 2009.

The signatory is a member of the Company who was entitled to vote on the resolution on the date on which the resolution was first circulated.



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[Chairman] [Secretary] [Director]