

IG DESIGN GROUP PLC (the “Company”)
DISCLOSURE COMMITTEE – TERMS OF REFERENCE

27 February 2025

1. BACKGROUND

- 1.1. The Board of Directors of the Company (the “Board”) has established a Disclosure Committee (the “Committee”). These terms of reference replace any previous terms of reference for any disclosure committee of the Board.
- 1.2. The Committee has the delegated authority of the Board in respect of the roles and responsibilities set out in these terms of reference. Such roles and responsibilities may also be exercised by the Board at its discretion and in such circumstances, a meeting of the Committee would not then be required.

2. DUTIES OF THE COMMITTEE

- 2.1. Under the UK Market Abuse Regulation (“UK MAR”) the Company is required to disclose inside information to the public as soon as possible. A delay in disclosure may be allowable under certain circumstances if immediate disclosure would prejudice the legitimate interests of the Company. The Company is required to maintain controls in terms of access to inside information, and to keep certain records. It must maintain adequate systems, controls and processes and the Committee will support the Board in the compliance of these obligations.
- 2.2. The Committee shall:
 - a) Ensure the Company has adequate disclosure controls and procedures in place and that these are working effectively.
 - b) Where inside information has been identified, consider and review the relevant disclosures to be made.
 - c) Consider, if required, whether the conditions for delaying the announcement of the inside information or selectively disclosing inside information are satisfied.
 - d) Consider the requirement for announcements to be made in the event of rumours relating to the Company, a leak of information, or the need to issue a holding announcement.
 - e) Review announcements to ensure that they are accurate and complete and are made in such a way as to avoid the creation or continuation of a false market in the Company’s shares.

- f) Ensure the requisite records are maintained of decisions made regarding inside information including any decisions to delay disclosure.
- g) Ensure adequate training is available as required to Board members, Committee members and employees in relation to the handling of inside information and related rules under the UK MAR.
- h) Annually review the Committee's terms of reference.

3. COMPOSITION

- 3.1. Members of the Committee shall be appointed by the Board and shall comprise the Chair of the Board, the Audit Committee Chair, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary. In their absence, members may send an alternate Director in their place.
- 3.2. The Chair of the Committee shall be the Chair of the Board, or in their absence, shall be appointed by the members present.
- 3.3. Directors, other employees of the Company and external advisors may attend the meetings by invitation.

4. QUORUM

- 4.1. The quorum necessary for the transaction of business shall be two members, one of which must be either the Chair of the Board or the Audit Committee Chair.
- 4.2. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. MEETING ADMINISTRATION

- 5.1. The Committee shall meet at least once a year and at such other times as may be required.
- 5.2. Meetings of the Committee may be called by the secretary of the Committee at the request of any member of the Committee.
- 5.3. Meetings may be conducted either in person or via audio or visual conferencing.
- 5.4. There shall be no minimum notice requirement for convening meetings.

6. SECRETARY

- 6.1. The Company Secretary or their nominee shall act as the secretary of the Committee.
- 6.2. The secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

6.3. Draft minutes of the Committee meetings shall be circulated to all members of the Committee and once agreed, circulated to other members of the Board, unless a conflict of interest exists, or it would be inappropriate to do so.

7. REPORTING RESPONSIBILITIES AND AUTHORITY

7.1. The Committee shall report to the Board at appropriate intervals.

7.2. The Committee shall:

- a) have access to sufficient resources in order to carry out its duties;
- b) have the authority to investigate any activity within its terms of reference;
- c) be authorised to seek any information it requires from any employee of the Company;
- d) be authorised to obtain legal or professional advice, in particular from the Company's NOMAD (Nominated Advisor), corporate brokers and legal advisors, at the Company's expense as appropriate on any matter within its terms of reference, and to invite those persons to attend meetings of the Committee; and
- e) be authorised to delegate any of its powers to one or more members or the secretary of the Committee.