



## Form of Proxy - Extraordinary General Meeting to be held on 20 July 2009

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

### Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0870 707 1064 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0870 707 1064 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
6. Any alterations made to this form should be initialled.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person.
8. To be effective, the instrument appointing a proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must either be (a) sent in hard copy form by post, by courier or by hand to the Company's registrar Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY or; (b) lodged using the CREST Proxy Voting Service—see Note 9 below, in each case, so as to arrive no later than 10.30 a.m. on 18 July 2009 or, if the Extraordinary General Meeting is adjourned 48 hours before the time fixed for the adjourned Extraordinary General Meeting.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Extraordinary General Meeting to be held on 20 July 2009 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy, the revocation of a proxy appointment or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the issuer's agent by the latest time(s) for receipt of proxy appointments specified in Note 8 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him by other means. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear UK does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. Save where the context requires otherwise words and expressions defined in the Prospectus published by the Company dated 2 July 2009 (the "**Prospectus**") shall have the same meaning in this form.
11. In the case of joint holders only one need sign this form but if more than one holder votes, the vote of the senior holder will be accepted to the exclusion of the other joint holders. For this purpose seniority will be determined by the order in which the names stand on the register of members in respect of the joint holding.
12. Any proxy appointed pursuant to this form will vote as indicated by this form. For any other business at the Extraordinary General Meeting (including any proper procedural resolution not listed on the Notice of Extraordinary General Meeting) the proxy will vote at his/her discretion.

# Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.

I/We hereby appoint the Chairman of the Meeting OR the following person

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Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the Extraordinary General Meeting of INTERMEDIATE CAPITAL GROUP PLC (the "Company") to be held at **30 Old Broad Street, London, EC2N 1HT** on 20 July 2009 at **10.30 am**, and at any adjourned meeting.

\*For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

FOLD  
HERE

FOLD  
HERE

## Ordinary resolution

1. THAT the authorised share capital of the Company be and is hereby increased from £24,000,000 divided into 120,000,000 ordinary shares of 20 pence each to £90,000,000 divided into 450,000,000 ordinary shares of 20 pence each by the creation of an additional 330,000,000 ordinary shares of 20 pence each in the capital of the Company.
2. THAT, subject to and conditional upon the passing of Resolution 1 above, the Directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") (in addition to, and not in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the said Act) in connection with the Rights Issue (as defined in the prospectus of the Company dated 2 July 2009) up to an aggregate nominal amount of £61,825,170 such authority to expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company in 2010 (save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors of the Company may allot relevant securities pursuant to any such offer or agreement as if such authority had not expired).

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Special resolution

3. THAT subject to, and conditional upon, the passing of Resolutions 1 and 2 set out above, the Directors of the Company be and they are hereby empowered (in addition to, and not in substitution for any existing power) to allot equity securities (as defined in section 94(2) of the Act) of the Company for cash in connection with the Rights Issue (as defined in the prospectus of the Company dated 2 July 2009) pursuant to the authority conferred by Resolution 2 above as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall (i) be limited to the allotment of equity securities up to an aggregate nominal amount of £61,825,170 and (ii) shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company in 2010, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/we instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

## Signature

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## Date

DD/ MM/ YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



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**ALTERNATIVELY YOU CAN LODGE YOUR PROXY USING THE INTERNET 24 HOURS A DAY 7 DAYS A WEEK**

## All Named Holders:

**Control Number: 910204**

**SRN.**

**PIN.**

## To Lodge a Proxy Using the Internet

Go to the following website:  
[www.eproxyappointment.com](http://www.eproxyappointment.com)

You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN as printed opposite and agree to certain terms and conditions.