

Intermediate Capital Group plc

15 July 2015

AGM Results

Intermediate Capital Group plc announces the results of the voting by poll on the resolutions put to its Annual General Meeting held today.

Resolution	VOTES FOR	PERCENTAGE OF VOTES FOR	VOTES AGAINST	PERCENTAGE OF VOTES AGAINST	TOTAL VOTES CAST	PERCENTAGE OF ISSUED SHARE CAPITAL VOTED	VOTES WITHHELD
1. To receive the financial statements and reports of the directors and auditors for the financial year ended 31 March 2015.	288,168,200	99.94	166,000	0.06	288,334,200	74.86	151,983
2. To approve the Directors' Remuneration Report for the financial year ended 31 March 2015.	184,067,056	66.07	94,512,829	33.93	278,579,885	72.32	9,906,298
3. To declare a final dividend of 15.1 pence per ordinary share for the financial year ended 31 March 2015.	288,323,175	99.94	162,083	0.06	288,485,258	74.90	925
4. To reappoint Deloitte LLP as auditors of the Company to hold office as the Company's auditors until the conclusion of the Company's Annual General Meeting in 2016.	278,857,712	96.66	9,625,266	3.34	288,482,978	74.90	3,205

5. To authorise the directors to set the remuneration of the auditors.	285,882,773	99.10	2,600,964	0.90	288,483,737	74.90	2,446
6. To reappoint Justin Dowley as a director.	281,247,224	99.54	1,292,186	0.46	282,539,410	73.35	5,946,773
7. To reappoint Kevin Parry as a director.	286,353,488	99.26	2,130,570	0.74	288,484,058	74.90	2,125
8. To reappoint Peter Gibbs as a director.	280,501,194	99.18	2,313,861	0.82	282,815,055	73.42	5,671,128
9. To reappoint Kim Wahl as a director.	280,682,021	99.25	2,133,034	0.75	282,815,055	73.42	5,671,128
10. To reappoint Kathryn Purves as a director.	286,728,657	99.39	1,755,401	0.61	288,484,058	74.90	2,125
11. To reappoint Christophe Evain as a director.	285,711,193	99.18	2,354,076	0.82	288,065,269	74.79	420,914
12. To reappoint Philip Keller as a director.	286,130,293	99.18	2,353,765	0.82	288,484,058	74.90	2,125
13. To reappoint Benoit Durteste as a director.	286,125,173	99.18	2,355,952	0.82	288,481,125	74.89	5,058
14. To grant the directors authority to allot shares pursuant to section 551 of the Companies Act 2006.	273,925,539	94.95	14,558,219	5.05	288,483,758	74.90	2,425
15. Subject to the passing of resolution 14, to authorise the directors to allot equity securities and to sell ordinary shares pursuant to sections 570 (1) and 573 of the Companies Act 2006.	276,821,785	99.87	364,577	0.13	277,186,362	71.96	11,299,821
16. To authorise the	288,477,588	100.00	5,670	0.00	288,483,258	74.9	2,925

Company to make market purchases of its ordinary shares pursuant to section 701 of the Companies Act 2006.							
17. To approve that a general meeting of the Company (other than the annual general meeting) may be called on less than 14 clear days' notice.	266,402,243	92.43	21,817,507	7.57	288,219,750	74.83	266,433
18. To declare a special dividend of 81.6 pence per ordinary share payable to holders of ordinary shares as at 5.00pm on 22 July 2015.	288,463,043	99.99	20,215	0.01	288,483,258	74.90	2,925
19. Subject to the passing of resolution 18, that every 7 existing ordinary shares be consolidated into 6 new ordinary shares of 23 1/3 pence each in the capital of the Company.	288,446,984	99.99	36,073	0.01	288,483,057	74.90	3,126
20. To reduce the amount standing to the credit of the Company's share premium account.	288,482,354	100.00	2,904	0.00	288,485,258	74.90	925

The issued share capital of the Company at the date of the Annual General Meeting was 385,182,720 ordinary shares of 20 pence each.

Copies of the resolutions which relate to special business or are otherwise required to be filed with the Financial Conduct Authority are being filed with the National Storage Mechanism.

The Board is disappointed to note that 33.93% of votes cast were voted against the passing of resolution 2 (Directors' Remuneration Report). The Board is grateful for the support of a large majority of the Company's major shareholders. However, in the light of the level of votes against this resolution, the Board will continue its engagement with shareholders.

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