

Intermediate Capital Group plc

21 July 2016

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 2016.	250,378,998	99.93	173,403	0.07	250,552,401	76.81	59,737
2. To approve the Directors' Remuneration Report for the financial year ended 31 March 2016.	227,692,707	91.06	22,350,591	8.94	250,043,298	76.65	568,840
3. To declare a final dividend of 15.8 pence per ordinary share for the financial year ended 31 March 2016.	250,473,122	99.94	139,016	0.06	250,612,138	76.83	0
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 2017.	220,412,857	87.95	30,198,353	12.05	250,611,210	76.83	928

5. To authorise the directors to set the remuneration of the auditors.	248,902,236	99.32	1,709,624	0.68	250,611,860	76.83	278
6. To reappoint Kevin Parry as a director.	247,882,398	98.91	2,729,215	1.09	250,611,613	78.63	525
7. To reappoint Peter Gibbs as a director.	249,317,417	99.48	1,294,196	0.52	250,611,613	78.63	525
8. To reappoint Kim Wahl as a director.	245,291,608	99.23	1,914,726	0.77	247,206,334	75.78	3,405,804
9. To reappoint Kathryn Purves as a director.	249,588,443	99.59	1,023,170	0.41	250,611,613	78.63	525
10. To reappoint Christophe Evain as a director.	248,996,574	99.50	1,254,353	0.50	250,250,927	76.72	361,211
11. To reappoint Philip Keller as a director.	247,364,906	98.70	3,246,707	1.30	250,611,613	76.83	525
12. To reappoint Benoit Durteste as a director.	247,602,999	98.80	3,008,614	1.20	250,611,613	76.83	525
13. To grant the directors authority to allot shares pursuant to section 551 of the Companies Act 2006.	240,987,824	96.16	9,622,314	3.84	250,610,138	76.83	2,000
14. 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.	220,174,077	92.01	19,106,825	7.99	239,280,902	73.35	11,331,236
15. To authorise the Company to make market purchases of its ordinary shares pursuant	246,681,581	98.43	3,930,528	1.57	250,612,109	76.83	29

to section 701 of the Companies Act 2006.							
16. 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.	231,016,847	92.18	19,595,110	7.82	250,611,957	76.83	181
17. 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.	250,582,498	99.99	16,048	0.01	250,598,546	76.82	13,592
18. Subject to the passing of resolution 17, that every 9 existing ordinary shares be consolidated into 8 new ordinary shares of 26 1/4 pence each in the capital of the Company.	250,581,711	99.99	16,806	0.01	250,598,517	76.82	13,621
19. For the purposes of Article 97 of the Company's Articles of Association, to increase the maximum aggregate amount per annum which directors shall be entitled to review by way of fees from £600,000 to £1,000,0000.	245,852,345	98.10	4,751,827	1.90	250,604,172	76.82	7,966

The issued share capital of the Company at the date of the Annual General Meeting was 326,204,747 ordinary shares of 23 1/3 pence each (excluding 4,200,000 treasury shares).

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.

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