

## Intermediate Capital Group plc

25 July 2017

### 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.

<b>Resolution</b>	<b>VOTES FOR</b>	<b>PERCENTAGE OF VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>PERCENTAGE OF VOTES AGAINST</b>	<b>TOTAL VOTES CAST</b>	<b>PERCENTAGE OF ISSUED SHARE CAPITAL VOTED</b>	<b>VOTES WITHHELD</b>
1. To receive the financial statements and reports of the directors and auditors for the financial year ended 31 March 2017.	231,932,244	99.94	150,000	0.06	232,082,244	78.96	218,099
2. To approve the Directors' Remuneration Report for the financial year ended 31 March 2017.	196,438,667	84.74	35,368,237	15.26	231,806,904	78.87	493,438
3. To approve the Directors' Remuneration Policy for the financial year ended 31 March 2017.	196,956,367	84.97	34,847,709	15.03	231,804,076	78.87	496,266
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.	226,583,890	97.54	5,715,424	2.46	232,299,314	79.04	1,029

5. To authorise the directors to set the remuneration of the auditors.	230,823,328	99.37	1,471,230	0.63	232,294,558	79.04	5,785
6. To declare a final dividend of 19.5 pence per ordinary share for the financial year ended 31 March 2017.	228,820,806	98.50	3,479,537	1.50	232,300,343	79.04	0
7. To reappoint Kevin Parry as a director.	229,495,336	98.79	2,805,007	1.21	232,300,343	79.04	0
8. To reappoint Philip Keller as a director.	231,518,799	99.66	781,544	0.34	232,300,343	79.04	0
9. To reappoint Benoit Durteste as a director.	231,533,999	99.67	766,140	0.33	232,300,139	79.04	204
10. To reappoint Peter Gibbs as a director.	224,973,372	96.85	7,326,971	3.15	232,300,343	79.04	0
11. To reappoint Kim Wahl as a director.	228,771,555	99.57	992,887	0.43	229,764,442	78.17	2,535,901
12. To reappoint Kathryn Purves as a director.	231,884,547	99.82	415,796	0.18	232,300,434	79.04	0
13. To appoint Michael Nelligan as a director.	231,886,594	99.82	413,749	0.18	232,300,343	79.04	0
14. To appoint Virginia Holmes as a director.	232,261,620	99.98	37,657	0.02	232,299,277	79.04	1,066
15. To grant the directors authority to allot shares pursuant to section 551 of the Companies Act 2006.	221,806,965	96.56	7,911,468	3.44	229,718,433	78.16	2,581,910
16. Subject to the passing of resolution 15, to authorise the directors to allot equity securities and to sell ordinary shares pursuant to	232,275,883	99.99	23,213	0.01	232,299,096	79.04	1,247

sections 570 (1) and 573 of the Companies Act 2006.							
17. In addition to the authority granted under resolution 16 and subject to the passing of resolution 15, to authorise the directors to allot equity securities	215,811,952	92.90	16,487,144	7.10	232,299,096	79.04	1,247
18. To authorise the Company to make market purchases of its ordinary shares	228,491,549	98.36	3,808,590	1.64	232,300,139	79.04	204
19. 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.	226,153,600	97.35	6,146,742	2.65	232,300,342	79.04	0

The issued share capital of the Company at the date of the Annual General Meeting was 290,178,170 ordinary shares of 26 1/4 pence each (excluding 3,733,333 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.

Investor Enquiries:  
Ian Stanlake  
Investor Relations, ICG plc  
+44 (0) 20 3201 7880

Andrew Lewis  
Company Secretary, ICG plc  
Direct Line: +44(0) 203 201 7754

Media Enquiries:

Susan Tether  
Corporate Communications, ICG plc  
+44 (0) 20 3201 7917