## Intermediate Capital Group plc

## 26 July 2018

## **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 2018.	231,424,200	99.93	166,797	0.07	231,590,997	78.75	655,332
2. To approve the Directors' Remuneration Policy for the financial year ended 31 March 2018.	208,111,294	89.76	23,746,323	10.24	231,857,617	78.84	388,712
3. 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 2018.	226,702,686	97.61	5,542,818	2.39	232,245,504	78.97	825
4. To authorise the directors to set the remuneration of the auditors.	229,540,433	98.84	2,695,871	1.16	232,236,304	78.97	10,026
5. To declare a final	232,246,261	100.00	69	0.00	232,246,330	78.97	0

Section   Sect								
the financial year ended 31 March 2018. 6. To reappoint Kevin Parry as a director. 7. To reappoint Benott Durteste as a director. 8. To reappoint Virginia Holmes as a director. 9. To reappoint Philip Rollers as a director. 10. To reappoint Michael Nelligan as a director. 11. To reappoint Michael Nelligan as a director. 12. To appoint Michael Narry Scholdager as a director. 13. To appoint Andrew Sykes as a director. 14. To appoint the pensit Part of the Companies Act Scholars and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act Scholars and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act Scholars and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act Scholars and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act Scholars and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act Scholars and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act Scholars and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act Scholars and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act Scholars and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act Scholars and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act Scholars and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act Scholars and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act Scholars and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act Scholars and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act Scholars and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act Scholars and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act Scholars and to sell ordinary shares pursuant to section 570 (1) and 57	dividend of 21.0 pence							
31 March 2018.								
6. To reappoint Kevin Parry as a director. 7. To reappoint Benoit Durteste as a director. 8. To reappoint Philip Robert Philip R	_							
Parry as a director.	31 March 2018.							
7. To reappoint Benoit Durteste as a director.  8. To reappoint Virginia Holmes as a director.  9. To reappoint Philip Keller as a director.  10. To reappoint Michael Nelligan as a director.  10. To reappoint Michael Nelligan as a director.  10. To reappoint Kathryn Purves as a director.  11. To reappoint Amy Schioldager as a director.  12. To appoint Amy Sykes as a director.  13. To appoint Stephen Welton as a director.  14. To appoint Stephen Welton as a director.  15. To grant the directors authority to allot shares pursuant to section 551 of the Companies Act 2006.  16. Subject to the passing of resolution 15, to authorise the directors to allot equity securities and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act	6. To reappoint Kevin	226,566,814	97.75	5,213,337	2.25	231,780,151	78.81	466,179
Durteste as a director.	Parry as a director.							
8. To reappoint Virginia Holmes as a director. 9. To reappoint Michael 232,191,407 99.98 1,590,785 0.68 232,246,330 78.97 0 9. To reappoint Michael 28,897,300 98.56 99.32 1,590,785 0.68 232,246,330 78.97 0 10. To reappoint Michael 228,897,300 98.56 3,349,029 1.44 232,246,329 78.97 0 11. To reappoint Kathryn Purves as a director. 12. To appoint Amy Schioldager as a director. 13. To appoint Andrew Sykes as a director. 14. To appoint Stephen Welton as a director. 15. To grant the directors authority to allot shares pursuant to section 551 of the Companies Act 2006. 16. Subject to the passing of resolution 15, to authorise the directors and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act 2000 100 100 100 100 100 100 100 100 10	7. To reappoint Benoit	232,206,843	99.98	39,487	0.02	232,246,300	78.97	0
Holmes as a director.   9. To reappoint Philip   Relier as a director.   9. To reappoint Michael   Relier as a director.   10. To reappoint Michael   Reliigan as a director.   28,897,300   98.56   3,349,029   1.44   232,246,329   78.97   0	Durteste as a director.							
9. To reappoint Philip Keller as a director.  10. To reappoint Michael Purves as a director.  11. To reappoint Kathryn Purves as a director.  12. To appoint Amy Schioldager as a director.  13. To appoint Andrew Sykes as a director.  14. To appoint Stephen Welton as a director.  15. To grant the directors authority to allot shares pursuant to section 551 of the Companies Act 2006.  16. Subject to the passing of resolution 15, to authorise the directors and to sell ordinary shares pursuant to section 570 (1) and 573 of the Companies Act	8. To reappoint Virginia	232,191,407	99.98	54,923	0.02	232,246,330	78.97	0
Relier as a director.   228,897,300   98.56   3,349,029   1.44   232,246,329   78.97   0	Holmes as a director.							
10. To reappoint Michael Nelligan as a director.	9. To reappoint Philip	230,655,545	99.32	1,590,785	0.68	232,246,330	78.97	0
Nelligan as a director.   231,517,017   99.69   729,313   0.31   232,246,330   78.97   0	Keller as a director.							
11. To reappoint Kathryn   231,517,017   99.69   729,313   0.31   232,246,330   78.97   0     12. To appoint Amy   232,105,227   99.94   140,037   0.06   232,245,264   78.97   1,066     13. To appoint Andrew   232,108,684   99.94   136,580   0.06   232,245,264   78.97   1,066     14. To appoint Stephen   232,208,502   99.98   37,828   0.02   232,246,300   78.97   0     15. To grant the directors authority to allot shares pursuant to section 551 of the Companies Act 2006.   232,205,837   99.98   39,434   0.02   232,245,271   78.97   1,059     1,059   1,059   1,059   1,059   1,059   1,059     1,059   1,059   1,059   1,059     1,059   1,059   1,059   1,059     1,059   1,059   1,059   1,059     1,059   1,059   1,059   1,059     1,059   1,059   1,059   1,059     1,059   1,059   1,059     1,059   1,059   1,059     1,059   1,059   1,059     1,059   1,059   1,059     1,059   1,059   1,059     1,059   1,059   1,059     1,059   1,059   1,059     1,059   1,059   1,059     1,059   1,059   1,059     1,059   1,059   1,059     1,059   1,059   1,059     1,059   1,059   1,059     1,059   1,059   1,059     1,059   1,059   1,059     1,059   1,059     1,059   1,059     1,059   1,059     1,059   1,059     1,059   1,059     1,059   1,059     1,059   1,059     1,059   1,059     1,059   1,059     1,059   1,059     1,059   1,059     1,059   1,059     1,059   1,059     1,059   1,059     1,059   1,059     1,059   1,059     1,066   1,066     1,066   1,06	10. To reappoint Michael	228,897,300	98.56	3,349,029	1.44	232,246,329	78.97	0
Purves as a director.   22. To appoint Amy Schioldager as a director.   232,105,227   99.94   140,037   0.06   232,245,264   78.97   1,066   136,580   136,580   0.06   232,245,264   78.97   1,066	Nelligan as a director.							
12. To appoint Amy Schioldager as a director.       232,105,227       99.94       140,037       0.06       232,245,264       78.97       1,066         13. To appoint Andrew Sykes as a director.       232,108,684       99.94       136,580       0.06       232,245,264       78.97       1,066         14. To appoint Stephen Welton as a director.       232,208,502       99.98       37,828       0.02       232,246,300       78.97       0         15. To grant the directors authority to allot shares pursuant to section 551 of the Companies Act 2006.       96.06       9,070,524       3.91       232,246,330       78.97       0         16. Subject to the passing of resolution 15, to authorise the directors to allot equity securities and to sell ordinary shares pursuant to sections 570 (1) and 573 of the Companies Act       39,434       0.02       232,245,271       78.97       1,059	11. To reappoint Kathryn	231,517,017	99.69	729,313	0.31	232,246,330	78.97	0
Schioldager as a director.  13. To appoint Andrew Sykes as a director.  14. To appoint Stephen Welton as a director.  15. To grant the directors authority to allot shares pursuant to section 551 of the Companies Act 2006.  16. Subject to the passing of resolution 15, to authorise the directors to allot equity securities and to sell ordinary shares pursuant to sections 570 (1) and 573 of the Companies Act  136,580	Purves as a director.							
13. To appoint Andrew Sykes as a director.       232,108,684       99.94       136,580       0.06       232,245,264       78.97       1,066         14. To appoint Stephen Welton as a director.       232,208,502       99.98       37,828       0.02       232,246,300       78.97       0         15. To grant the directors authority to allot shares pursuant to section 551 of the Companies Act 2006.       223,175,806       96.06       9,070,524       3.91       232,246,330       78.97       0         16. Subject to the passing of resolution 15, to authorise the directors to allot equity securities and to sell ordinary shares pursuant to sell ordinary shares pursuant to sell ordinary shares pursuant to sections 570 (1) and 573 of the Companies Act       39,434       0.02       232,245,271       78.97       1,059	12. To appoint Amy	232,105,227	99.94	140,037	0.06	232,245,264	78.97	1,066
Sykes as a director.       232,208,502       99.98       37,828       0.02       232,246,300       78.97       0         15. To grant the directors authority to allot shares pursuant to section 551 of the Companies Act 2006.       223,175,806       96.06       9,070,524       3.91       232,246,330       78.97       0         16. Subject to the passing of resolution 15, to authorise the directors to allot equity securities and to sell ordinary shares pursuant to sections 570 (1) and 573 of the Companies Act       232,205,837       99.98       39,434       0.02       232,245,271       78.97       1,059	Schioldager as a director.							
Sykes as a director.         232,208,502         99.98         37,828         0.02         232,246,300         78.97         0           15. To grant the directors authority to allot shares pursuant to section 551 of the Companies Act 2006.         223,175,806         96.06         9,070,524         3.91         232,246,330         78.97         0           16. Subject to the passing of resolution 15, to authorise the directors to allot equity securities and to sell ordinary shares pursuant to sections 570 (1) and 573 of the Companies Act         232,205,837         99.98         39,434         0.02         232,245,271         78.97         1,059		232,108,684	99.94	136,580	0.06	232,245,264	78.97	1,066
Welton as a director.  15. To grant the directors authority to allot shares pursuant to section 551 of the Companies Act 2006.  16. Subject to the passing of resolution 15, to authorise the directors to allot equity securities and to sell ordinary shares pursuant to sections 570 (1) and 573 of the Companies Act	Sykes as a director.							
Welton as a director.  15. To grant the directors authority to allot shares pursuant to section 551 of the Companies Act 2006.  16. Subject to the passing of resolution 15, to authorise the directors to allot equity securities and to sell ordinary shares pursuant to sections 570 (1) and 573 of the Companies Act	14. To appoint Stephen	232,208,502	99.98	37,828	0.02	232,246,300	78.97	0
authority to allot shares pursuant to section 551 of the Companies Act 2006.  16. Subject to the passing of resolution 15, to authorise the directors to allot equity securities and to sell ordinary shares pursuant to sections 570 (1) and 573 of the Companies Act								
authority to allot shares pursuant to section 551 of the Companies Act 2006.  16. Subject to the passing of resolution 15, to authorise the directors to allot equity securities and to sell ordinary shares pursuant to sections 570 (1) and 573 of the Companies Act	15. To grant the directors	223,175,806	96.06	9,070,524	3.91	232,246,330	78.97	0
pursuant to section 551 of the Companies Act 2006.  16. Subject to the passing of resolution 15, 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.  16. Subject to the passing of resolution 15, to authorise the directors to allot equity securities and to sell ordinary shares pursuant to sections 570 (1) and 573 of the Companies Act  232,205,837  99.98  39,434  0.02  232,245,271  78.97  1,059	_							
16. Subject to the passing of resolution 15, to authorise the directors to allot equity securities and to sell ordinary shares pursuant to sections 570 (1) and 573 of the Companies Act	of the Companies Act							
passing of resolution 15, 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.							
to authorise the directors to allot equity securities and to sell ordinary shares pursuant to sections 570 (1) and 573 of the Companies Act	16. Subject to the	232,205,837	99.98	39,434	0.02	232,245,271	78.97	1,059
to allot equity securities and to sell ordinary shares pursuant to sections 570 (1) and 573 of the Companies Act	passing of resolution 15,							
and to sell ordinary shares pursuant to sections 570 (1) and 573 of the Companies Act	to authorise the directors							
and to sell ordinary shares pursuant to sections 570 (1) and 573 of the Companies Act	to allot equity securities							
shares pursuant to sections 570 (1) and 573 of the Companies Act								
of the Companies Act	_							
	sections 570 (1) and 573							
2006.	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		93.75	14,505,525	6.25	232,245,270	78.97	1,059
18. To authorise the Company to make market purchases of its ordinary shares	, ,	98.80	2,772,671	1.20	231,819,444	78.83	426,680
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.		97.29	6,297,252	2.71	232,246,330	78.97	0

The issued share capital of the Company at the date of the Annual General Meeting was 294,081,414 ordinary shares of 26 1/4 pence each (including 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.

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