

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 |

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|--|-------------|-------|-----------|------|-------------|-------|---------|
| dividend of 21.0 pence per ordinary share for the financial year ended 31 March 2018. | | | | | | | |
| 6. To reappoint Kevin Parry as a director. | 226,566,814 | 97.75 | 5,213,337 | 2.25 | 231,780,151 | 78.81 | 466,179 |
| 7. To reappoint Benoit Durteste as a director. | 232,206,843 | 99.98 | 39,487 | 0.02 | 232,246,300 | 78.97 | 0 |
| 8. To reappoint Virginia Holmes as a director. | 232,191,407 | 99.98 | 54,923 | 0.02 | 232,246,330 | 78.97 | 0 |
| 9. To reappoint Philip Keller as a director. | 230,655,545 | 99.32 | 1,590,785 | 0.68 | 232,246,330 | 78.97 | 0 |
| 10. To reappoint Michael Nelligan as a director. | 228,897,300 | 98.56 | 3,349,029 | 1.44 | 232,246,329 | 78.97 | 0 |
| 11. To reappoint Kathryn Purves as a director. | 231,517,017 | 99.69 | 729,313 | 0.31 | 232,246,330 | 78.97 | 0 |
| 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. | 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 2006. | 232,205,837 | 99.98 | 39,434 | 0.02 | 232,245,271 | 78.97 | 1,059 |

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|---|-------------|-------|------------|------|-------------|-------|---------|
| 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 | 217,739,745 | 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 | 229,046,773 | 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. | 225,949,078 | 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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