

Intermediate Capital Group plc**25 July 2019****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 2019	227,383,037	100.00	0	0.00	227,383,037	78.31%	712,471
2. To approve the Directors' Remuneration report for the financial year ended 31 March 2019.	212,338,186	95.90	9,070,740	4.10	221,408,926	76.26%	6,686,580
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 2019.	221,752,406	97.22	6,341,306	2.78	228,093,712	78.56%	1,795
4. To authorise the directors to set the remuneration of the auditors.	227,253,060	99.63	842,108	0.37	228,095,168	78.56%	340
5. To declare a final	228,095,506	100.00	2	0.00	228,095,508	78.56%	0

dividend of 35.0 pence per ordinary share for the financial year ended 31 March 2019.							
6. To reappoint Kevin Parry as a director.	219,872,736	98.45	3,471,598	1.55	223,344,334	76.92%	4,751,173
7. To reappoint Benoit Durteste as a director.	228,091,280	100.00	1,836	0.00	228,093,116	78.56%	2,392
8. To reappoint Virginia Holmes as a director.	221,358,519	97.05	6,729,264	2.95	228,087,783	78.56%	7,725
9. To reappoint Michael Nelligan as a director.	228,062,965	99.99	30,150	0.01	228,093,115	78.56%	2,392
10. To reappoint Kathryn Purves as a director.	228,092,781	100.00	335	0.00	228,093,116	78.56%	2,392
11. To reappoint Amy Schioldager as a director.	228,085,767	100.00	2,016	0.00	228,087,783	78.56%	7,725
12. To reappoint Andrew Sykes as a director.	228,092,848	100.00	268	0.00	228,093,116	78.56%	2,392
13. To reappoint Stephen Welton as a director.	228,015,447	99.97	72,336	0.03	228,087,783	78.56%	7,725
14. To appoint Vijay Bharadia as a director.	226,783,163	99.43	1,307,787	0.57	228,090,950	78.56%	4,558
15. To grant the directors authority to allot shares pursuant to section 551 of the Companies Act 2006.	221,577,312	97.14	6,512,410	2.86	228,089,722	78.56%	5,786
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.	228,056,335	99.99	32,228	0.01	228,088,563	78.56%	6,945

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	219,496,146	96.23	8,592,597	3.77	228,088,743	78.56%	6,764
18. To authorise the Company to make market purchases of its ordinary shares	225,272,468	98.99	2,304,994	1.01	227,577,462	78.38%	518,045
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.	222,709,774	97.64	5,384,155	2.36	228,093,929	78.56%	1,579

The issued share capital of the Company at the date of the Annual General Meeting was 290,351,018 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.

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