

## Intermediate Capital Group plc

21 July 2020

### 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 Company's financial statements and reports of the directors of the Company (the "Directors" and of the auditors for the financial year ended 31 March 2020.	236,881,952	99.94	137,689	0.06	237,019,641	80.57%	526,924
2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) as set out in the Annual Report and Accounts for the financial year ended 31 March 2020.	229,681,769	96.79	7,620,878	3.21	237,302,647	80.67%	243,918
3. To approve the Directors' Remuneration Policy as set out in the Annual Report and Accounts for the financial year ended 31 March 2020.	224,097,103	94.43	13,206,567	5.57	237,303,670	80.67%	242,894
4. To reappoint Ernst & Young 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 2020	236,084,441	99.39	1,458,761	0.61	237,543,202	80.75%	3,363
5. To authorise the directors to set the remuneration of the auditors.	237,046,166	99.79	492,552	0.21	237,538,718	80.75%	7,847
6. To declare a final dividend of 35.8 pence per ordinary share for the financial year	236,226,652	99.45	1,318,314	0.55	237,544,966	80.75%	1,599

ended 31 March 2019.							
7. To reappoint Vijay Bharadia as a director.	236,181,149	99.43	1,360,251	0.57	237,541,400	80.75%	5,165
8. To reappoint Benoit Durteste as a director.	237,542,477	100.00	2,223	0.00	237,544,700	80.75%	1,865
9. To reappoint Virginia Holmes as a director.	237,238,200	99.87	306,500	0.13	237,544,700	80.75%	1,865
10. To reappoint Michael Nelligan as a director.	235,032,703	98.94	2,508,697	1.06	237,541,400	80.75%	5,165
11. To reappoint Kathryn Purves as a director.	237,544,033	100.00	667	0.00	237,544,700	80.75%	1,865
12. To reappoint Amy Schioldager as a director.	237,532,997	100.00	2,403	0.00	237,535,400	80.75%	11,165
13. To reappoint Andrew Sykes as a director.	237,540,800	100.00	600	0.00	237,541,400	80.75%	5,165
14. To reappoint Stephen Welton as a director.	237,540,800	100.00	3,900	0.00	237,544,700	80.75%	1,865
15. To appoint Lord Davies of Abersoch as a director.	232,885,866	99.96	97,311	0.04	232,983,177	79.20%	4,563,388
16. To appoint Antje Hensel-Roth as a director.	237,374,870	99.93	164,364	0.07	237,539,234	80.75%	7,331
17. That the Intermediate Capital Group Omnibus Plan 2020 proposed to be implemented by the Company, be and is hereby approved and established.	230,074,372	96.95	7,231,490	3.05	237,305,862	80.67%	240,702
18. That the Intermediate Capital Group Deal Vintage Bonus Plan 2020 proposed to be implemented by the Company, be and is hereby approved and established.	235,382,790	99.19	1,921,600	0.81	237,304,390	80.67%	242,174
19. To grant the directors authority to allot shares pursuant to section 551 of the Companies Act 2006.	230,093,047	96.86	7,451,771	3.14	237,544,818	80.75%	1,747
20. Subject to the passing of resolution 19, 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.	237,518,558	99.99	24,671	0.01	237,543,229	80.75%	3,336
21. In addition to the authority granted under resolution 20 and subject to the passing of resolutions 19 and 20, to	235,914,751	99.31	1,628,477	0.69	237,543,228	80.75%	3,336

authorise the directors to allot equity securities							
22. To authorise the Company to make market purchases of its ordinary shares	235,348,566	99.25	1,787,728	0.75	237,136,294	80.61%	410,270
23. 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.	224,766,710	94.62	12,777,256	5.38	237,543,966	80.75%	2,599
24. That the articles of association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.	237,529,783	100.00	877	0.00	237,530,660	80.74%	15,905

The issued share capital of the Company at the date of the Annual General Meeting was 290,445,841 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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