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If you have sold or otherwise transferred all your shares in Intermediate Capital Group plc, please send this document, together with the accompanying Form of Proxy, as soon as possible, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain these documents.

The distribution of this document and accompanying documents in or into jurisdictions other than the United Kingdom may be restricted by local law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws or regulations of such jurisdictions.



Intermediate Capital Group plc

(Incorporated and registered in England and Wales No. 02234775)

Proposed Special Dividend of 81.6 pence per Existing Ordinary Share, Proposed Consolidation of Existing Ordinary Shares, Proposed Reduction of Share Premium Account and Notice of Annual General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 4 to 5 of this document and recommends you to vote in favour of the resolutions to be proposed at the Annual General Meeting referred to below.

Notice of the Annual General Meeting of Intermediate Capital Group plc, to be held at 12:00 noon on 15 July 2015 at Juxon House, 100 St Paul's Churchyard, London EC4M 8BU, is set out at the end of this document. The Form of Proxy for use at the meeting accompanies this document and, to be valid, should be completed and returned to the Company's registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, so as to arrive by no later than 12:00 noon on 13 July 2015.

Electronic proxy appointment is available for this Annual General Meeting. This facility enables Shareholders to lodge their proxy vote electronically either by means of a website provided by the Company's Registrar or if you are a CREST member by using the service provided by Euroclear. Further details are given in the Notes section of this document.

Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting, should they wish to do so.

If you have not received a Form of Proxy, please contact the Company's registrar, Computershare, on the helpline telephone number 0870 707 1064 (+44 870 707 1064 if calling from outside the United Kingdom).

Expected Timetable of Principal Events

| Event | Expected time/date |
|---|----------------------------|
| Record Date for the Final Dividend | 5:00pm on 12 June 2015 |
| Last date for dividend reinvestment elections in respect of Final Dividend | 7 July 2015 |
| Latest time and date for receipt of Form of Proxy | 12:00 noon on 13 July 2015 |
| Annual General Meeting | 12:00 noon on 15 July 2015 |
| Record Date for Special Dividend and Share Consolidation | 5:00pm on 22 July 2015 |
| Effective time and date of the Share Consolidation | 8:00am on 23 July 2015 |
| Admission of New Ordinary Shares to the Official List and commencement of dealings on the Main Market | 8:00am on 23 July 2015 |
| CREST accounts credited with New Ordinary Shares | 8:00am on 23 July 2015 |
| Dispatch (where applicable) of certificates for New Ordinary Shares | 27 July 2015 |
| Payment to be made (where applicable) in respect of fractional entitlements by cheque or via CREST | 28 July 2015 |
| Payment of Final Dividend and Special Dividend to Shareholders | 28 July 2015 |

Notes:

- (1) Future dates are indicative only and are subject to change by the Company, in which event details of the new times and dates will be notified, where appropriate, to Shareholders.
- (2) References to times in this document are to London time.
- (3) All events in the above timetable relating to the Final Dividend, Special Dividend and the Share Consolidation are conditional on the approval by Shareholders of the Final Dividend, Special Dividend and Share Consolidation as proposed. The despatch of certificates for New Ordinary Shares (where applicable) is conditional upon an amendment to the Official List of the Financial Conduct Authority to reflect the Share Consolidation.
- (4) The shareholder helpline number available through the Company's registrar, Computershare, is 0870 707 1064 (+44 870 707 1064 if you are calling from outside the United Kingdom).

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Part I – Letter from the Chairman of Intermediate Capital Group plc

Incorporated and registered in England and Wales, Registration No. 02234775

DIRECTORS

Justin Dowley (Chairman)
Christophe Evain (Managing Director and Chief Executive Officer)
Philip Keller (Managing Director and Chief Financial Officer)
Benoît Durteste (Managing Director)
Kevin Parry (Senior Independent Non Executive Director)
Peter Gibbs (Non Executive Director)
Kim Wahl (Non Executive Director)
Kathryn Purves (Non Executive Director)

REGISTERED OFFICE

Juxon House
100 St Paul's Churchyard
London
EC4M 8BU

5 June 2015

Dear Shareholder,

PROPOSED PAYMENT OF SPECIAL DIVIDEND, PROPOSED CONSOLIDATION OF EXISTING ORDINARY SHARES, PROPOSED REDUCTION OF SHARE PREMIUM ACCOUNT AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

I am writing in respect of certain business to be proposed at this year's Annual General Meeting of Intermediate Capital Group plc. As you will see from the enclosed Notice of Annual General Meeting, there is a number of non-standard resolutions, mainly relating to the proposal that the Company returns £300m to shareholders by way of a Special Dividend. I would like to take the opportunity to explain why we have proposed these actions.

PAYMENT OF SPECIAL DIVIDEND

The Group has performed strongly in the last few years, substantially growing the Fund Management Company business while maintaining our Investment Company. The growth in Fund Management Company profits, together with ICG's strong balance sheet, positions the Group well to generate and realise shareholder value through supporting existing strategies, investing in new opportunities and returning capital to shareholders. Having reviewed the Group's balance sheet, the Board believes that the Group has more than sufficient resources to meet its needs. The Board is therefore recommending a Special Dividend to Shareholders of 81.6 pence per Existing Ordinary Share, in addition to the Final Dividend of 15.1 pence per Existing Ordinary Share in respect of the financial year ended 31 March 2015.

Payment of the Special Dividend is conditional on Shareholder approval of Resolution 18, as set out in the Notice of Annual General Meeting, being passed and becoming unconditional. If approved, the Special Dividend will be payable to Shareholders who are on the Register at 5:00pm on 22 July 2015 and is expected to be paid to Shareholders (including those who hold through CREST) on 28 July 2015.

If Resolution 18 is not passed, the Special Dividend will not be paid and the Share Consolidation will not take place.

Further details of the Special Dividend are set out in the Appendix to the Notice of Annual General Meeting at the end of this document.

SHARE CONSOLIDATION

As is common when an amount representing a significant proportion of the market capitalisation of a company is returned to shareholders, the Board recommends that the Special Dividend is combined with the Share Consolidation. The Share Consolidation is intended, as far as possible, to maintain the comparability of the Company's share price before and after the Special Dividend. The total amount of the Special Dividend is equivalent to approximately 13.96% of the market capitalisation of the Company (adjusted to take account of the proposed Final Dividend) as at 4 June 2015 (being the latest practicable date prior to the publication of this circular). The effect of the Share Consolidation will be to reduce the number of Shares in issue by approximately the same percentage, with the result that Shareholders will receive six New Ordinary Shares for every seven Existing Ordinary Shares held at the Second Record Date.

It is anticipated, therefore, that the market price of each Share should remain at a broadly similar level following the Special Dividend and the Share Consolidation. Shareholders will still hold the same proportion of the Company's ordinary share capital as before the Share Consolidation (subject to the treatment of any fractional entitlements). Although the New Ordinary Shares will have a different nominal value, they will carry equivalent rights under the Company's Articles of Association to the Existing Ordinary Shares currently in issue. The payment of any fractional amounts arising from the Share Consolidation will be made separately to the relevant Shareholders.

As all Shares in the Company will be consolidated, each Shareholder's percentage holding in the total issued share capital of the Company immediately before and after the implementation of the Share Consolidation will (save in respect of the treatment of fractional entitlements) remain unchanged.

Resolution 19 is conditional on the passing of Resolution 18. If Shareholders do not approve Resolution 18, the Share Consolidation will not occur.

Further details of the Share Consolidation are set out in the Appendix to the Notice of Annual General Meeting at the end of this document.

SHARE PREMIUM REDUCTION

The Board proposes transferring £500m from the Share Premium Account into distributable reserves. This would, subject to the approval of the Court and the protection of creditors (as more particularly explained in the Appendix to the Notice of Annual General Meeting on page 14 of this document), permit this sum to form part of the reserves potentially distributable to Shareholders in future.

Resolution 20 is not conditional on any other Resolution.

Further details of the Share Premium Reduction are set out in the Appendix to the Notice of Annual General Meeting at the end of this document.

TAXATION OF SPECIAL DIVIDEND AND SHARE CONSOLIDATION

A limited summary of tax consequences of the Special Dividend and the Share Consolidation for certain categories of UK resident Shareholders, and certain US Shareholders, is set out in paragraphs 10 and 11 of the Appendix to the Notice of Annual General Meeting.

Shareholders should read paragraphs 10 and 11 of the Appendix to the Notice of Annual General Meeting and, if they are in any doubt as to their tax position, consult their own independent tax advisers.

GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at 12:00 noon on 15 July 2015 at Juxon House, 100 St Paul's Churchyard, London EC4M 8BU is set out at the end of this document. A Form of Proxy to be used in connection with the Annual General Meeting is enclosed. The purpose of the Annual General Meeting is to seek Shareholders' approval for the Resolutions set forth in the Notice of Annual General Meeting.

If you hold Existing Ordinary Shares in the Company, you are entitled to attend and vote at the Annual General Meeting.

You will find enclosed a Form of Proxy for use at the Annual General Meeting. Instructions in respect of the Form of Proxy may be found on page 8 of this document.

If there are any questions in relation to the proposals, please contact Andrew Lewis, Company Secretary of ICG, at the Company's registered office or on 020 3201 7700.

Please note that, subject to the passing of Resolution 3, the Final Dividend of 15.1 pence per Existing Ordinary Share will still be paid even if the Special Dividend and the Share Consolidation are not approved.

The Board is confident that the proposed changes will leave the Company well capitalised and able to meet regulatory capital requirements. We are continually monitoring the capital position of the Company, and we anticipate updating Shareholders on the Group's capital structure plans at the time of the 2016 year end results including, subject to market conditions and gearing levels, any potential further capital return.

RECOMMENDATION

The Board considers the Resolutions to be in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolutions to be proposed at the Annual General Meeting, as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully,



Justin Dowley

Chairman

Part II – Notice of Annual General Meeting

INTERMEDIATE CAPITAL GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Intermediate Capital Group plc (the 'Company') will be held at 12:00 noon on 15 July 2015 at Juxon House, 100 St Paul's Churchyard, London EC4M 8BU for the purpose of considering and, if thought fit, passing the following resolutions (the 'Annual General Meeting').

It is intended to propose resolutions 15 to 20 as special resolutions. All other resolutions will be proposed as ordinary resolutions. Voting on all resolutions for consideration at the Annual General Meeting will be by way of poll rather than a show of hands. In this way a shareholder has one vote for every share held.

RESOLUTION 1

1. To receive the financial statements and reports of the Directors of the Company (the 'Directors') and auditors for the financial year ended 31 March 2015.

RESOLUTION 2

2. To approve the Directors' Remuneration Report as set out in the Annual Report and Accounts for the financial year ended 31 March 2015.

RESOLUTION 3

3. To declare a Final Dividend of 15.1 pence per ordinary share for the financial year ended 31 March 2015 payable on 28 July 2015 to all holders of ordinary shares on the register of members of the Company at the close of business on 12 June 2015 in respect of all ordinary shares then registered in their names.

RESOLUTION 4

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 next Annual General Meeting in 2016.

RESOLUTION 5

5. To authorise the Directors to set the remuneration of the auditors.

RESOLUTION 6

6. To reappoint Justin Dowley as a Director of the Company.

RESOLUTION 7

7. To reappoint Kevin Parry as a Director of the Company.

RESOLUTION 8

8. To reappoint Peter Gibbs as a Director of the Company.

RESOLUTION 9

9. To reappoint Kim Wahl as a Director of the Company.

RESOLUTION 10

10. To reappoint Kathryn Purves as a Director of the Company.

RESOLUTION 11

11. To reappoint Christophe Evain as a Director of the Company.

RESOLUTION 12

12. To reappoint Philip Keller as a Director of the Company.

RESOLUTION 13

13. To reappoint Benoît Durtteste as a Director of the Company.

RESOLUTION 14

14. That the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the 'Act'), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:

- (a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £26,860,000 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £53,772,000 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 September 2016), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted, after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.

RESOLUTION 15

15. That, subject to the passing of Resolution 14 set out in this Notice of Annual General Meeting, the Directors be given the power pursuant to sections 570(1) and 573 of the Act to:

- (a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by that resolution; and
- (b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,

as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 14(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted

by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

- (ii) in the case of the authorisation granted under Resolution 14(a) above (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £40,290,000,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 September 2016), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

RESOLUTION 16

16. That the Company is generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any of its ordinary shares of 20 pence each at 4 June 2015 (being the last practicable date prior to the publication of this Notice of Annual General Meeting) in the capital of the Company on such terms and in such manner as the Directors may from time to time determine provided that:

- (a) the maximum number of ordinary shares which may be purchased is 37,980,000 representing approximately 10% of the issued ordinary share capital at 4 June 2015;
- (b) the minimum price that may be paid for each ordinary share is 20 pence at 4 June 2015 (being the last practicable date prior to the publication of this Notice of Annual General Meeting) which amount shall be exclusive of expenses, if any;
- (c) the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to the higher of: (i) 105% of the average of the middle market quotations for the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange PLC for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, as stipulated by article 5(1) of the EU Buyback and Stabilisation Regulation 2003 (No. 2273/2003);
- (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 September 2016); and
- (e) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.

RESOLUTION 17

17. That a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

RESOLUTION 18

18. That a special dividend of 81.6 pence per ordinary share be declared and payable to holders of ordinary shares on the register of members of the Company at 5:00pm on 22 July 2015.

RESOLUTION 19

19. That subject to the passing of Resolution 18 and conditional upon and with effect from the amendment of the Official List of the Financial Conduct Authority in respect of the New Ordinary Shares (as defined below) every seven existing ordinary shares be consolidated into six new ordinary shares of 23¹/₃ pence each in the capital of the Company (the 'New Ordinary Shares'), provided that no member shall be entitled to a fraction of a share and any fractions of New Ordinary Shares arising out of the consolidation pursuant to this resolution will be aggregated and the Directors of the Company are authorised to sell (or appoint any other person to sell), on behalf of the relevant members, the whole number of New Ordinary Shares so arising and the net proceeds of sale will be distributed in due proportion (rounded down to the nearest pence) among those members who would otherwise have been entitled to such fractional entitlements, save that any net proceeds of sale not exceeding £3.00 for any member, shall be donated by the Company to the charity ShareGift (registered number 1052686). For the purpose of implementing the provisions of this resolution, the Directors of the Company may nominate any person to execute transfers on behalf of any person entitled to any such fractions and may generally make all arrangements and do all acts and things which appear to the Directors of the Company to be necessary or appropriate for the settlement and/or disposal of such fractional entitlements.

RESOLUTION 20

20. That the amount standing to the credit of the Company's share premium account be reduced by the sum of £500 million.

BY ORDER OF THE BOARD



Andrew Lewis
Company Secretary
5 June 2015

Registered Office:
Juxon House
100 St Paul's Churchyard
London EC4M 8BU

Registered in England and Wales No. 02234775

Notes

1. PROXIES

A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the Annual General Meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by him. A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. To be valid, forms of proxy need to be received by post or by hand (during normal business hours only) by the Company's registrar, Computershare Investor Services plc at The Pavilions, Bridgwater Road, Bristol BS13 8AE, in each case not later than 12:00 noon on 13 July 2015 (or if the Annual General Meeting is adjourned 48 hours before the time of the adjourned meeting). In calculating this time period no account shall be taken of any part of a day that is not a working day. Completion of a form of proxy will not preclude a member attending and voting in person at the meeting.

2. ELECTRONIC PROXIES

As an alternative to completing and returning the printed proxy form, you may submit your proxy electronically by accessing www.investorcentre.co.uk/eproxy. For security purposes, members will need to provide their control number, shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of their proxy online. Members' individual control, SRN and PIN numbers are shown on the printed proxy form. For further information, see the instructions printed on the proxy form. You may not use any electronic address provided in this notice to communicate with the Company for any purposes other than those expressly stated. If a member wishes to appoint more than one proxy, the member should contact the Computershare Contact Centre on telephone number 0870 707 1064. In any case your proxy form must be received by the Company's registrars no later than 12:00 noon on 13 July 2015 (or, if this meeting is adjourned, 48 hours before the time of any adjourned meeting). In calculating this time period no account shall be taken of any part of a day that is not a working day.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via www.euroclear.com/CREST) subject to the provisions of the Company's Articles of Association. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK and Ireland Limited's ('Euroclear') specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) no later than 12:00 noon on 13 July 2015.

For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

3. DOCUMENTS ON DISPLAY

Copies of the following documents are available for inspection at the Company's registered office during normal business hours from the date of this notice until the close of the Annual General Meeting (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting: Directors' service agreements, terms and conditions of appointment of Non Executive Directors and Directors' deeds of indemnity.

4. RIGHT TO ATTEND AND VOTE

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act 2006, the Company specifies that in order to have the right to attend and vote at the Annual General Meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company at 6:00pm on 13 July 2015 or, in the event of any adjournment, at 6:00pm on the date which is two working days before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

5. CORPORATE MEMBERS

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

6. NOMINATED PERSONS

Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.

The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.

7. WEBSITE PUBLICATION OF AUDIT CONCERNS

Shareholders should note that it is possible that under section 527 of the Act, members meeting the threshold requirements under that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act, (in each case) that the members propose to raise at the Annual General Meeting. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

8. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

As at 4 June 2015 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 403,290,655 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 403,290,655.

9. RIGHT TO ASK QUESTIONS

Any member attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

10. COMMUNICATION

You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice of Annual General Meeting (or in any related documents including the covering letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

11. ELECTRONIC COPIES

A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at www.icgplc.com.

You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice (or in related documents including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

Appendix to Notice of Annual General Meeting

Further information on each of the resolutions to be proposed at the Annual General Meeting follows. Resolutions 15 to 20 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions. To pass special resolutions not less than 75% of the votes cast must be in favour, while in the case of ordinary resolutions more than 50% of the votes cast must be in favour. Voting on all resolutions will be by way of poll.

1. RESOLUTION 1 – ANNUAL REPORT AND ACCOUNTS

The Directors are required to present to Shareholders at the Annual General Meeting the annual report and accounts for the financial year ended 31 March 2015 (the 'Annual Report and Accounts'). The Annual Report and Accounts will be mailed on 15 June 2015 to those Shareholders who have elected to receive it in hard copy form. Any Shareholder may from 15 June 2015 access the Annual Report and Accounts on the Company's website (www.icgplc.com) or may from 15 June 2015 obtain a copy on application to the Company Secretary at Juxon House, 100 St Paul's Churchyard, London EC4M 8BU.

2. RESOLUTION 2 – DIRECTORS' REMUNERATION REPORT

The Directors are required to seek approval of the Shareholders to the Directors' Remuneration Report for the financial year ended 31 March 2015. This resolution is an advisory vote, as permitted by law, and no entitlement of a Director to remuneration is made conditional on the resolution being passed.

The Directors' Remuneration Report is set out in full in the Annual Report and Accounts, which will be mailed on 15 June 2015 to those Shareholders who have elected to receive it in hard copy form. Any Shareholder may from 15 June 2015 access the Annual Report and Accounts on the Company's website (www.icgplc.com) or may from 15 June 2015 obtain a copy on application to the Company Secretary at the postal address shown at explanatory note 1 above.

3. RESOLUTION 3 – FINAL DIVIDEND

The Directors recommend a Final Dividend of 15.1 pence per Share. The Final Dividend cannot exceed the amount recommended by the Directors. If approved by Shareholders, the Final Dividend will be paid on 28 July 2015 to those Shareholders on the Register at close of business on 12 June 2015.

4. RESOLUTIONS 4 AND 5 – THE AUDITORS

The Shareholders are asked every year to approve the reappointment of the auditors until the conclusion of the next annual general meeting and authorise the Directors to fix the remuneration of the auditors. The Board believes that the quality of audit service provided by Deloitte LLP is appropriate and that they demonstrate independence and objectivity. Therefore they recommend Shareholders vote in favour of reappointment.

5. RESOLUTIONS 6–13 – REAPPOINTMENT OF DIRECTORS

The Company's current Articles of Association provide that a Director appointed by the Board shall retire at the annual general meeting following his appointment and that at each annual general meeting of the Company one third of the Directors must retire by rotation.

Since the last annual general meeting, Kathryn Purves has been appointed as a Director of the Company and accordingly shall retire and offer herself for reappointment.

In accordance with the UK Corporate Governance Code, each of Justin Dowley, Kevin Parry, Peter Gibbs, Kim Wahl, Christophe Evain, Philip Keller and Benoît Durteste has decided to retire and offer himself or herself for reappointment at this year's Annual General Meeting.

In relation to the Directors who are standing for reappointment the Chairman is satisfied that, following performance evaluation, each Director continues to make an effective and valuable contribution and demonstrates commitment to his or her role. The Board considers all of its Non Executive Directors to be independent in character and judgment. Accordingly the Board unanimously recommends these Directors' reappointment.

Biographies of all the Directors standing for reappointment will appear in the Annual Report and Accounts, which will be mailed on 15 June 2015 to those Shareholders who have elected to receive it in hard copy form. Any Shareholder may access the Annual Report and Accounts from 15 June 2015 onwards on the Company's website (www.icgplc.com) or may from 15 June 2015 obtain a copy on application to the Company Secretary at the postal address shown at explanatory note 1 above.

6. RESOLUTION 14 – ALLOTMENT OF SHARES

Your Directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by Shareholders. The authority granted at the last annual general meeting is due to expire at this year's annual general meeting. Accordingly, Resolution 14 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares. If given, these authorities will expire at the annual general meeting in 2016 or on 30 September 2016, whichever is the earlier.

Paragraph (a) of Resolution 14 will allow the Directors to allot ordinary shares up to a maximum nominal amount of £26,860,000 representing approximately one third (33.33%) of the Company's existing issued share capital calculated as at 4 June 2015 (being the latest practicable date prior to publication of this document). In accordance with the latest institutional guidelines issued by the Investment Association, paragraph (b) of Resolution 14 will also allow Directors to allot, including the ordinary shares referred to in paragraph (a) of Resolution 14, further ordinary shares in connection with a pre-emptive offer by way of a rights issue to Shareholders up to a maximum nominal amount of £53,772,000, representing approximately two thirds (66.67%) of the Company's existing issued share capital calculated as at 4 June 2015. The Directors have no present intention of exercising this authority. However, if they do exercise the authority, the Directors intend to follow emerging best practice as regards its use (including, where appropriate, the Directors standing for reappointment).

7. RESOLUTION 15 – ISSUE OF SHARES

If authorised by Shareholders, the Directors may allot equity securities or sell treasury shares for cash and otherwise than to existing Shareholders pro rata to their holdings. The power granted at the last annual general meeting is due to expire at this year's Annual General Meeting. Accordingly, Resolution 15 will be proposed as a special resolution to grant such a power. Apart from offers or invitations in proportion to the respective number of Shares held, the power will be limited to the allotment of equity securities and sales of treasury Shares for cash up to an aggregate nominal value of £40,290,000 (being approximately 5% of the Company's issued ordinary share capital at 4 June 2015, the latest practicable date prior to publication of this notice). If given, this power will expire on 30 September 2016 or at the conclusion of the annual general meeting in 2016, whichever is the earlier.

8. RESOLUTION 16 – REPURCHASE OF OWN SHARES

This Resolution 16 will give the Company authority to purchase its own Shares in the markets up to a limit of 10% of its issued ordinary share capital. The maximum and minimum prices are stated in the resolution.

In the event that Shares are purchased, they would either be cancelled (and the number of Shares in issue would be reduced accordingly) or, in accordance with the Companies Act 2006, be retained as treasury shares for re-sale or transfer for use with the Company's employee share plans. Your Directors will exercise this authority only if they are satisfied that a purchase would result in an increase in expected earnings per Share and would be in the interests of Shareholders generally.

As at the latest practicable date before posting this document, the total number of options over Shares that were outstanding under all of the Company's share option plans was 1,251,160, which if exercised would represent 0.31% of the Company's issued share capital at that date. If the Company were to purchase its own Shares to the fullest possible extent of its authority from shareholders (existing and being sought), this number of outstanding options could potentially represent 0.36% of the issued share capital of the Company.

As at 4 June 2015 the Company holds 23,141,423 treasury shares. It is intended that these will be cancelled prior to the date of the Annual General Meeting.

9. RESOLUTION 17 – GENERAL MEETINGS

Under the Act, general meetings must be held on 21 clear days' notice unless Shareholders approve a shorter notice period, which cannot however be less than 14 clear days' notice. This Resolution 17 seeks the necessary Shareholder approval to have the ability to call general meetings (other than an annual general meeting) on 14 clear days' notice. The power granted at the last annual general meeting to allow the Company to call general meetings (other than an annual general meeting) on 14 clear days' notice is due to expire at this year's annual general meeting. If granted, the approval will be effective until the Company's next annual general meeting, or on 30 September 2016, whichever is the earlier. The Company will also need to meet the requirements for electronic voting under the Act before it can call a general meeting on 14 clear days' notice.

10. RESOLUTION 18 – SPECIAL DIVIDEND

The Group has performed strongly in the last few years, substantially growing the Fund Management Company business while maintaining our Investment Company. The growth in Fund Management Company profits, together with ICG's strong balance sheet, positions the Group well to generate and realise Shareholder value through supporting existing strategies, investing in new opportunities and returning capital to Shareholders. Having reviewed the Group's balance sheet, the Board believes that the Group has significant resources to meet its needs. The Board is therefore recommending a Special Dividend to Shareholders of 81.6 pence per Existing Ordinary Share, in addition to the Final Dividend of 15.1 pence per Existing Ordinary Share in respect of the financial year ended 31 March 2015.

For administrative reasons, the option to participate in a dividend reinvestment programme shall not be available for the Special Dividend.

TAXATION

The following summary is intended as a general guide only and relates only to certain limited aspects of the UK taxation treatment of the Special Dividend. It is based on current UK tax law and what is understood to be the current practice of HM Revenue and Customs. It applies only to Shareholders who are resident for tax purposes in the UK (except insofar as express reference is made to the treatment of non-UK residents), who are the absolute beneficial owners of their shares and any dividends paid on them, and hold them as an investment (but not through an individual savings account or self-invested personal pension). The tax position of certain categories of Shareholders who are subject to special rules (such as persons acquiring their shares in connection with employment, dealers in securities, insurance companies and collective investment schemes) is not considered.

TAXATION OF SPECIAL DIVIDEND

The Company is not required to withhold tax when paying a dividend. Liability to tax on the Special Dividend will depend upon the individual circumstances of a Shareholder.

UK RESIDENT INDIVIDUAL SHAREHOLDERS

An individual Shareholder who is resident for tax purposes in the UK (an 'individual UK resident Shareholder') and who receives the Special Dividend will generally be entitled to a tax credit equal to one ninth of the amount of the dividend received, which is equivalent to 10% of the aggregate of the dividend received and the tax credit (the 'gross dividend'), and will be subject to income tax on the gross dividend.

An individual UK resident Shareholder who is subject to income tax at a rate or rates not exceeding the basic rate will be liable to tax on the gross dividend at the rate of 10%, so that the tax credit will satisfy the income tax liability of such a Shareholder in full. Where the tax credit exceeds the Shareholder's tax liability the Shareholder cannot claim repayment of the tax credit from HM Revenue and Customs.

An individual UK resident Shareholder who is subject to income tax at the higher rate will be liable to income tax on the gross dividend at the rate of 32.5% to the extent that such sum, when treated as the top slice of that Shareholder's income, falls within the bracket for higher rate income tax. To the extent the gross dividend falls within that bracket, after taking into account the 10% tax credit a higher rate taxpayer will therefore be liable to additional income tax equal to 22.5% of the gross dividend, which equates to 25% of the net dividend.

Appendix to Notice of Annual General Meeting continued

An individual UK resident Shareholder who is subject to income tax at the additional rate will be liable to income tax on the gross dividend at the rate of 37.5% to the extent that such sum, when treated as the top slice of that Shareholder's income, exceeds the threshold for additional rate income tax. To the extent the gross dividend exceeds that threshold, after taking into account the 10% tax credit an additional rate taxpayer will therefore be liable to additional income tax of 27.5% of the gross dividend, which equates to approximately 30.6% of the net dividend.

UK RESIDENT CORPORATE SHAREHOLDERS

For UK resident corporate Shareholders, it is likely that the Special Dividend will fall within one or more of the classes of dividend qualifying for exemption from corporation tax. However, it should be noted that the exemptions are not comprehensive and are also subject to anti-avoidance rules.

Shareholders within the charge to corporation tax should consult their own independent tax advisers.

UK RESIDENT EXEMPT SHAREHOLDERS

UK resident Shareholders who are not liable to UK tax on dividends, including pension funds and charities, are not entitled to claim repayment of the tax credit.

NON UK RESIDENT SHAREHOLDERS

Shareholders who are resident outside the UK for tax purposes will not generally be able to claim repayment of any part of the tax credit attaching to the Special Dividend, although this will depend on the existence and terms of any double taxation convention between the UK and the country in which such Shareholder is resident. A Shareholder resident outside the UK may also be subject to non UK taxation on dividend income under local law.

A Shareholder who is resident outside the UK for tax purposes should consult his or her own independent tax advisers concerning his or her tax position in respect of the Special Dividend.

11. RESOLUTION 19 – SHARE CONSOLIDATION

As at the close of business on 4 June 2015, when the closing mid-market price per Existing Ordinary Share was 580.5 pence and there were 380,149,232 Existing Ordinary Shares in issue (excluding the Existing Ordinary Shares held by ICG in treasury), the total amount of the Special Dividend was equivalent to approximately 13.96% of the market capitalisation of the Company (adjusted to take account of the proposed Final Dividend). The effect of the Share Consolidation will be to reduce the number of Shares in issue (including those held in treasury) by approximately the same percentage.

The Share Consolidation is intended to maintain comparability, as far as possible, of the Company's share price before and after the payment of the Special Dividend.

The Share Consolidation will replace every seven Existing Ordinary Shares with six New Ordinary Shares. Fractional Entitlements arising from the Share Consolidation will be aggregated and sold in the market on behalf of the relevant Shareholders. The proceeds of the sale are expected to be sent to Shareholders on 28 July 2015. The value of any Shareholder's fractional entitlement will not exceed the value of one New Ordinary Share.

For purely illustrative purposes, examples of the effects of the Special Dividend and the Share Consolidation in respect of certain holdings of Existing Ordinary Shares are set out below:

| Existing Ordinary Shares | New Ordinary Shares | Fractional entitlement* | Special dividend |
|--------------------------|---------------------|-------------------------|------------------|
| 1 | – | 0.86 | £0.816 |
| 5 | 4 | 0.29 | £4.800 |
| 10 | 8 | 0.57 | £8.160 |
| 50 | 42 | 0.86 | £40.800 |
| 100 | 85 | 0.71 | £81.600 |
| 1000 | 857 | 0.14 | £816.000 |

*The fractional entitlement represents the fraction of a New Ordinary Share which will be sold on behalf of Shareholders as soon as practicable after the Share Consolidation. The net proceeds of the sale will be despatched to Shareholders thereafter or, in the case of individual entitlements of less than £3.00, donated to ShareGift.

Following the Share Consolidation, although each Shareholder will hold fewer Shares than before, each Shareholder's proportionate interest in the ordinary share capital of the Company will, save for minor adjustments as a result of the fractional entitlement provisions set out below, remain unchanged. It is only the number of Shares in issue which will have changed as a result of the Share Consolidation and, other than this, each New Ordinary Share will carry the same rights and entitlements as set out in the Company's Articles of Association that currently attach to the Existing Ordinary Shares. The New Ordinary Shares will rank equally with one another.

Any awards outstanding under the employee share plans of the Company will be reviewed and any appropriate adjustments under the rules of those plans will be made following the Share Consolidation.

Additionally, the Share Consolidation will not have any impact on the Company's net assets as no change in the total aggregate nominal value of the Company's issued share capital will occur. Following the Share Consolidation, and assuming no further shares in the Company are issued after the date of this document, the Company's issued share capital will consist of 345,599,456 New Ordinary Shares.

An application will be made to the FCA for the Official List to be amended to reflect the New Ordinary Shares arising from the Share Consolidation. Application will also be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on the London Stock Exchange's main market for listed securities. Trading on the London Stock Exchange for the Existing Ordinary Shares (under ISIN GB0004564430) is expected to close at 4:30pm on 22 July 2015, with trading in the New Ordinary Shares under ISIN GB000BY5B507 is expected to commence at 8:00am on 23 July 2015.

FRACTIONAL ENTITLEMENTS

If an individual shareholding is not exactly divisible by seven, the Share Consolidation will generate an entitlement to a fraction of a New Ordinary Share. No Shareholder will be entitled to a fraction of a New Ordinary Share. Instead, their entitlement will be rounded down to the nearest whole New Ordinary Share. Only Shareholders with a holding not exactly divisible by seven will become Fractional Shareholders. If this rounding down process results in a Fractional Shareholder being entitled to zero New Ordinary Shares, then they will cease to hold any Shares (of any description) in the Company.

Any fractional entitlements will, in so far as possible, be aggregated to form whole New Ordinary Shares. Such New Ordinary Shares will then be sold in accordance with the relevant provisions of the Company's Articles of Association as soon as practicable after Resolution 19 is passed. The Company is generally required to distribute the net proceeds of such sale (after the deduction of expenses of the sale) in due proportion amongst the relevant Fractional Shareholders save that, where the net proceeds of such a sale (after the deduction of expenses of the sale) do not exceed £3.00 (such limit being that which is specified in Article 43.1(a) of the Company's Articles of Association), the Company shall donate such proceeds to the charity ShareGift (registered number 1052686). If the Company's share price does not exceed £3.00, no payments to Shareholders in respect of fractional entitlements to New Ordinary Shares will be made.

SETTLEMENT AND SHARE CERTIFICATES FOR THE NEW ORDINARY SHARES

Payment of fractional entitlements (if any) is expected to be despatched on, or around, 28 July 2015 by CREST payment or by cheque. CREST Shareholders will receive their fractional entitlement payment (if any) via their CREST accounts. Non-CREST Shareholders, regardless of whether they have an existing mandate to a bank or building society account, will receive their fractional entitlement payment (if any) via cheque.

The Companies Act and the Articles of Association require that shareholder consent is sought from holders of Existing Ordinary Shares, for the Share Consolidation and approval will be sought at the AGM. Pending the issue of new share certificates, existing share certificates will remain valid until the Second Record Date, which is close of business on 22 July 2015.

It is anticipated that new certificates for the New Ordinary Shares will be issued and dispatched, at the risk of the relevant Shareholder, on 27 July 2015 and that CREST holders will have their CREST accounts adjusted to reflect their entitlement to New Ordinary Shares. Share certificates will be sent to the registered address of the relevant Shareholder, or, in the case of joint holders, to the holder whose name appears first in the register of members. On receipt of the new share certificates, all share certificates previously issued will no longer be valid and should be destroyed. Only share certificates for New Ordinary Shares will be valid. **Any share certificate dated prior to 22 July 2015 will no longer be valid and will not be accepted in support of any instrument of transfer.**

If you do not receive a new share certificate (allowing for the time of postage from the date of dispatch) and you believe you are entitled to one please contact the Company's registrars, Computershare (contact details can be found on page 1 of this document).

Shareholders who hold their entitlement in uncertificated form through CREST will have their CREST accounts adjusted to reflect their entitlement to New Ordinary Shares only, no adjustments will be made to reflect their entitlement to. The existing ISIN (under ISIN GB0004564430) will be disabled as at 5:00pm on 22 July 2015 with the New Ordinary Shares under ISIN GB000BY5B507 commencing at 8:00am on 23 July 2015.

TAXATION

The following summary is intended as a general guide only and relates only to certain limited aspects of the UK taxation treatment of the Share Consolidation. It is based on current UK tax law and what is understood to be the current practice of HM Revenue and Customs. It applies only to Shareholders who are resident for tax purposes in the UK (except insofar as express reference is made to the treatment of non UK residents), who are the absolute beneficial owners of their shares and any dividends paid on them, and hold them as an investment (but not through an individual savings account or self-invested personal pension). The tax position of certain categories of Shareholders who are subject to special rules (such as persons acquiring their shares in connection with employment, dealers in securities, insurance companies and collective investment schemes) is not considered.

It is expected that, for the purposes of UK taxation on chargeable gains, the Share Consolidation will be treated as follows:

- (a) the New Ordinary Shares arising from the Share Consolidation will result from a reorganisation of the share capital of the Company. Accordingly, to the extent that a Shareholder receives New Ordinary Shares, the Shareholder should not be treated as making a disposal of all or part of the Shareholder's holding of Existing Ordinary Shares by reason of the Share Consolidation being implemented, and the New Ordinary Shares which replace a Shareholder's holding of Existing Ordinary Shares (the 'new holding') as a result of the Share Consolidation will be treated as the same asset acquired at the same time as the Shareholder's holding of Existing Ordinary Shares was acquired;
- (b) to the extent that a Shareholder receives cash by virtue of a sale on his or her behalf of any New Ordinary Shares to which he or she has a fractional entitlement, the Shareholder will not under current HM Revenue & Customs practice normally be treated as making a part disposal of the Shareholder's holding of Existing Ordinary Shares on the basis that any consideration should be small (i.e. less than £3,000), the proceeds instead being deducted from the base cost of the Shareholder's new holding. If those proceeds exceed that base cost, however, or if a Shareholder holds only one Existing Ordinary Share at the Effective Date and so is not entitled to any New Ordinary Shares, the Shareholder will be treated as disposing of part or all of his or her holding of Existing Ordinary Shares and will be subject to tax in respect of any chargeable gain thereby realised; and
- (c) on a subsequent disposal of the whole or part of the New Ordinary Shares comprised in the new holding, a Shareholder may, depending on his or her circumstances, be subject to tax on the amount of any chargeable gain realised.

Appendix to Notice of Annual General Meeting continued

12. RESOLUTION 20 – REDUCTION OF SHARE PREMIUM ACCOUNT

A share premium arises where a company issues shares at a premium to their nominal value. A premium (less any directly attributable transaction costs) is credited to a company's share premium account and is treated, in accordance with applicable law and accounting standards (including the Act), as a non distributable capital reserve and part of the permanent capital of a company unless its reduction or cancellation is first approved by order of the Court.

With the approval of a company's shareholders, a company may, by way of a special resolution and subsequent confirmation by the Court, reduce or cancel its share premium account and in certain circumstances, credit some or all of such sum arising to its profit and loss account. To the extent that the release of such a sum from a share premium account creates or increases a credit on the profit and loss account, that sum represents distributable reserves of a company.

The Share Premium Account of the Company currently stands at £674.3m. It is now proposed to reduce the sum standing to the credit of the Share Premium Account by £500m, resulting in a balance on the Share Premium Account of £174.3m after the Share Premium Reduction based upon the figures, as at 31 March 2015.

The Share Premium Reduction will create additional distributable reserves of £500m. These distributable reserves will, subject to the approval of the court and the protection of creditors (as more fully described below) be available to form part of distributions to Shareholders as the Board considers appropriate (or for any other corporate purpose the Board may consider appropriate) in the future.

SHARE PREMIUM REDUCTION PROCEDURE

If Resolution 20 is duly passed at the AGM, it is the intention of the Company thereafter to apply to the Court for confirmation of the Share Premium Reduction. The Share Premium Reduction will take effect when an order of the Court confirming the Share Premium Reduction and a statement of the capital approved by the Court have been registered with the Registrar of Companies.

The Company will notify Shareholders of the date of the hearing at which the Share Premium Account Reduction is confirmed by the Court and the anticipated Effective Date by issuing an announcement through a Regulatory Information Service.

In order to approve the Share Premium Reduction, the Court will need to be satisfied that the interests of the creditors of the Company as at the date the Share Premium Reduction takes effect will not be prejudiced. The Board is satisfied that sufficient reserves will be maintained by the Company if the Share Premium Account is reduced by £500m creating distributable reserves of an equivalent amount.

The Board reserves the right (where necessary by application to the Court) to abandon, discontinue or adjourn any application to the Court for confirmation of the Share Premium Reduction if the Board believes that the terms required to obtain confirmation are unsatisfactory to the Company or if, as the result of a material unforeseen event, the Board considers that to continue with the Share Premium Reduction would be inappropriate or inadvisable.

Part III – Definitions

The following definitions apply throughout this document and the accompanying Form of Proxy, unless the context otherwise requires:

| | |
|---|---|
| ‘Admission’ | the admission of the New Ordinary Shares to the premium segment of the Official List and to trading on the London Stock Exchange’s main market for listed securities; |
| ‘Annual General Meeting’ or ‘AGM’ | the Annual General Meeting of the Company convened for 12:00 noon on 15 July 2015 (or any adjournment of it), notice of which is set out at the end of this document; |
| ‘Articles’ or ‘Articles of Association’ | the Articles of Association of the Company as at the date of this document; |
| ‘Board’ or ‘Directors’ | the Directors of the Company as at the date of this document whose names are set out on page 4 of this document; |
| ‘Companies Act’ or ‘Act’ | the Companies Act 2006, as amended; |
| ‘Court’ | the High Court of Justice in England and Wales; |
| ‘CREST’ | the UK based central securities depository operated by Euroclear; |
| ‘Effective Date’ | the date on which entitlement to the Special Dividend and Share Consolidation becomes effective; |
| ‘Euroclear’ | Euroclear UK & Ireland Limited; |
| ‘Existing Ordinary Shares’ | the ordinary shares of 20 pence each in the capital of the Company in issue as at the date of this document and prior to the completion of the Share Consolidation; |
| ‘Final Dividend’ | the dividend of 15.1 pence per Existing Ordinary Share; |
| ‘Financial Conduct Authority’ or ‘FCA’ | the Financial Conduct Authority of the UK (or any successor body in respect thereof); |
| ‘First Record Date’ | 5:00pm on 12 June 2015 (or such other time and date as the Directors may determine) being the record date for the Final Dividend; |
| ‘Form of Proxy’ | the form of proxy relating to the Annual General Meeting being sent to Shareholders with this document; |
| ‘Fractional Shareholder’ | a Shareholder who is entitled to a fraction of a New Ordinary Share (whether or not such a Shareholder is also entitled to one of more whole New Ordinary Shares); |
| ‘FSMA’ | the Financial Services and Markets Act 2000, as amended; |
| ‘Group’ | the Company and its existing subsidiary undertakings; |
| ‘ICG’ or the ‘Company’ | Intermediate Capital Group plc (incorporated in England and Wales No. 02234775); |
| ‘Listing Rules’ | the listing rules made by the FCA under Part VI of FSMA (as amended from time to time); |
| ‘London Stock Exchange’ | London Stock Exchange PLC; |
| ‘m’ | million |
| ‘New Ordinary Share’ | the ordinary shares of 23 $\frac{1}{3}$ pence each in the capital of the Company following the Share Consolidation; |
| ‘Notice of Annual General Meeting’ or ‘Notice’ | the notice of Annual General Meeting set out on pages 6 and 7 of this document; |
| ‘Official List’ | the official list of the Financial Conduct Authority; |
| ‘Register’ | the register of members of the Company; |
| ‘Registrar’ | Computershare Investor Services PLC; |
| ‘Resolution(s)’ | the resolution(s) set out in the notice convening the Notice of Annual General Meeting which is set out on pages 6 and 7 of this document; |
| ‘Second Record Date’ | 5:00pm on 22 July 2015 (or such other time and date as the Directors may determine) being the record date for the Special Dividend and Share Consolidation; |
| ‘Share’ | Ordinary Shares in the capital of the Company; |
| ‘Share Consolidation’ | the share capital consolidation to be proposed pursuant to Resolution 19 whereby, if such resolution is approved by Shareholders, every seven Existing Ordinary Shares will be consolidated into six New Ordinary Shares; |
| ‘Share Premium Account’ | the share premium account of the Company being £674.3m as at 31 March 2015; |
| ‘Share Premium Reduction’ | the proposed reduction of the amount standing to the credit of the Share Premium Account by £500m; |
| ‘Shareholders’ | holders of ordinary shares in the Company; |
| ‘Special Dividend’ | the proposed special interim dividend of 81.6 pence per Existing Ordinary Share; and |
| ‘UK’ or ‘United Kingdom’ | the United Kingdom of Great Britain and Northern Ireland. |

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AUTHORISED AND REGULATED BY
THE FINANCIAL CONDUCT AUTHORITY

iCG

REGISTERED OFFICE

Juxon House
100 St Paul's Churchyard
London
EC4M 8BU