

**RNS Announcement  
Intermediate Capital Group plc**

**17 July 2013**

**AGM Statement**

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 financial statements and reports of the directors and auditors for the financial year ended 31 March 2013.	290,871,036	97.02	8,920,987	2.98	299,792,023	74.55%	13,336
2. To approve the Directors' Remuneration Report for the financial year ended 31 March 2013.	256,414,351	85.71	42,738,065	14.29	299,152,416	74.39%	652,943
3. To declare a final dividend of 13.7 pence per ordinary share for the financial year ended 31 March 2013.	299,803,860	100.00	1,500	0.00	299,805,360	74.55%	0
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 Annual General Meeting in 2014.	280,549,572	93.58	19,255,708	6.42	299,805,280	74.55%	79
5. To authorise the directors to set the remuneration of the auditors.	288,739,561	96.31	11,065,560	3.69	299,805,121	74.55%	238
6. To appoint Kim Wahl as a	294,165,909	98.13	5,618,147	1.87	299,784,056	74.55%	21,303

director.							
7. To appoint Lindsey McMurray as a director.	294,889,376	98.36	4,905,949	1.64	299,795,325	74.55%	10,034
8. To reappoint Justin Dowley as a director.	292,774,883	97.66	7,019,207	2.34	299,794,090	74.55%	11,269
9. To reappoint Peter Gibbs as a director.	283,907,546	97.54	7,151,091	2.46	291,058,637	72.38%	8,736,721
10. To reappoint Kevin Parry as a director.	287,861,179	97.71	6,755,227	2.29	294,616,406	73.26%	5,188,952
11. To reappoint Christophe Evain as a director.	297,935,256	99.51	1,460,754	0.49	299,396,010	74.45%	409,350
12. To reappoint Philip Keller as a director.	298,317,606	99.50	1,487,754	0.50	299,805,360	74.55%	0
13. To reappoint Benoit Durteste as a director.	298,315,075	99.50	1,490,285	0.50	299,805,360	74.55%	0
14. To grant the directors authority to allot shares pursuant to section 551 of the Companies Act 2006.	282,647,616	94.28	17,157,744	5.72	299,805,360	74.55%	0
15. Subject to the passing of resolution 14, to authorise the directors to dis-apply pre-emption rights pursuant to sections 570 (1) and 573 of the Companies Act 2006.	299,740,379	99.98	64,709	0.02	299,805,088	74.55%	272
16. To authorise the Company to make market purchases of its ordinary shares pursuant to section 701 of the Companies Act 2006.	299,680,371	99.96	124,955	0.04	299,805,326	74.55%	34
17. 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.	270,780,702	90.32	29,024,658	9.68	299,805,360	74.55%	0

The issued share capital of the Company at the date of the Annual General Meeting was 402,146,091 ordinary shares of 20 pence each.

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.

Investor Enquiries:

Ian Stanlake

Investor Relations, ICG plc

+44 (0) 20 3201 7880

Andrew Lewis

Company Secretary, ICG plc

Direct Line: +44(0) 203 201 7756

Media Enquiries:

Helen Barnes

Corporate Communications, ICG plc

+44 (0) 20 3201 7760

Neil Bennett

Maitland

+44 (0) 20 379 5151