

**RNS Announcement
Intermediate Capital Group plc**

23 July 2014

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.

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 2014.	290455606	100.00	1500	0.00	290457106	72.21%	197190
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the financial year ended 31 March 2014.	183610904	77.32	53853267	22.68	237464171	59.04%	53190123
3. To approve the Directors' Remuneration Policy (as contained in the Directors' Remuneration Report) for the financial year ended 31 March 2014.	217622528	79.85	54918962	20.15	272541490	67.76%	18112805
4. To declare a final dividend of 14.4 pence per ordinary share for the financial year ended 31	290636174	100.00	1500	0.00	290637674	72.25%	16622

March 2014.							
5. 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 2015.	279148005	98.75	3519715	1.25	282667720	70.27%	7986575
6. To authorise the directors to set the remuneration of the auditors.	287573168	98.95	3064188	1.05	290637356	72.25%	16939
7. To reappoint Justin Dowley as a director.	284785599	97.99	5844324	2.01	290629923	72.25%	24372
8. To reappoint Kevin Parry as a director.	289076201	99.46	1556473	0.54	290632674	72.25%	21622
9. To reappoint Peter Gibbs as a director.	285130915	98.11	5501759	1.89	290632674	72.25%	21622
10. To reappoint Kim Wahl as a director.	281437883	99.20	2280094	0.80	283717977	70.53%	6936318
11. To reappoint Lindsey McMurray as a director.	281439592	99.20	2278385	0.80	283717977	70.53%	6936318
12. To reappoint Christophe Evain as a director.	289247269	99.52	1385405	0.48	290632674	72.25%	21622
13. To reappoint Philip Keller as a director.	287640508	98.97	2992166	1.03	290632674	72.25%	21622
14. To reappoint Benoit Durteste as a director.	287638720	98.97	2993954	1.03	290632674	72.25%	21622
15. To grant the directors authority to allot shares pursuant to section 551 of the Companies Act 2006.	271849802	94.92	14556372	5.08	286406174	71.20%	4248122
16. Subject to the passing of resolution 15, to	285691330	99.75	713031	0.25	286404361	71.20%	4249935

authorise the directors to dis-apply pre-emption rights pursuant to sections 570 (1) and 573 of the Companies Act 2006.							
17. To authorise the Company to make market purchases of its ordinary shares pursuant to section 701 of the Companies Act 2006.	286391099	98.54	4246575	1.46	290637674	72.25%	16622
18. 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.	259267644	89.21	31370004	10.79	290637648	72.25%	16647
19. To amend the rules of the Intermediate Capital Group plc Save As You Earn Plan 2004, to extend the plan for a period of ten years from 23 July 2014.	285677558	99.86	398159	0.14	286075717	71.12%	4578579
20. To amend the rules of the Intermediate Capital Group Omnibus Plan and the Intermediate Capital Group plc BSC Plan.	244454274	89.69	28108762	10.31	272563036	67.76%	18091259

The issued share capital of the Company at the date of the Annual General Meeting was 399,017,770 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.

The Board notes that a number of shareholders have voted by proxy against resolution 2 or withheld their votes. In light of this, and after receiving feedback from shareholders and governance groups, we will consider whether it would be appropriate to make changes to the next years Directors' remuneration report, to provide greater clarity about the executive team's performance targets. The Board remains committed to ongoing shareholder engagement and would welcome any further feedback on this or any other subject.

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