

Intermediate Capital Group PLC (the “Company”)

21 July 2022

Results of 2022 Annual General Meeting

The Company announces that at its Annual General Meeting (“AGM”) held this afternoon, all resolutions proposed were duly passed by the requisite majority the details of which are set out in the table below:

RESOLUTION	VOTES FOR	% FOR	VOTES AGAINST	% AGAINST	VOTES TOTAL	% of ISC VOTED	VOTES WITHHELD
1. To receive the Company’s financial statements and reports of the Directors of the Company (the “Directors”) and of the auditor for the financial year ended 31 March 2022.	229,841,357	100.00%	774	0.00%	229,842,131	79.11%	1,705,519
2. To approve the Directors’ Remuneration Report as set out on pages 98 to 109 of the annual report and accounts for the financial year ended 31 March 2022 (the “Annual Report and Accounts”).	223,244,545	96.42%	8,289,091	3.58%	231,533,636	79.69%	14,014
3. To re-appoint Ernst & Young LLP as auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next general meeting of the Company at which accounts are laid.	230,085,269	99.39%	1,414,285	0.61%	231,499,554	79.68%	48,362
4. To authorise the Audit Committee, for and on behalf of the Board, to determine the remuneration of the auditors.	231,459,946	99.98%	44,253	0.02%	231,504,199	79.68%	43,717
5. To declare a Final Dividend of 57.3 pence per ordinary share for the financial year ended 31 March 2022.	231,503,584	100.00%	774	0.00%	231,504,358	79.68%	43,558
6. To re-appoint Vijay Bharadia as a Director of the Company.	230,611,056	99.60%	934,263	0.40%	231,545,319	79.69%	2,597
7. To re-appoint Benoît Durteste as a Director of the Company.	231,257,022	99.88%	288,297	0.12%	231,545,319	79.69%	2,597
8. To re-appoint Virginia Holmes as a Director of the Company.	225,146,513	97.25%	6,355,868	2.75%	231,502,381	79.68%	45,535
9. To re-appoint Michael Nelligan as a Director of the Company.	231,397,257	99.94%	148,062	0.06%	231,545,319	79.69%	2,597
10. To re-appoint Kathryn Purves as a Director of the Company.	229,712,456	99.21%	1,829,363	0.79%	231,541,819	79.69%	6,097
11. To re-appoint Amy Schioldager as a Director of the Company.	231,389,086	99.93%	156,233	0.07%	231,545,319	79.69%	2,597
12. To re-appoint Andrew Sykes as a Director of the Company.	227,635,876	98.89%	2,545,150	1.11%	230,181,026	79.22%	1,366,890

13. To re-appoint Stephen Welton as a Director of the Company.	229,715,656	99.21%	1,829,663	0.79%	231,545,319	79.69%	2,597
14. To re-appoint Antje Hensel-Roth as a Director of the Company.	231,252,984	99.88%	288,835	0.12%	231,541,819	79.69%	6,097
15. To re-appoint Rosemary Leith as a Director of the Company.	231,397,557	99.94%	147,762	0.06%	231,545,319	79.69%	2,597
16. To re-appoint Matthew Lester as a Director of the Company.	229,473,266	99.11%	2,072,053	0.89%	231,545,319	79.69%	2,597
17. That, in substitution for all existing authorities, 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 in the Company.	222,154,378	95.94%	9,390,516	4.06%	231,544,894	79.69%	3,022
18. That, in substitution for all existing authorities and subject to the passing of Resolution 17, the Directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash and/ or pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act.	229,234,587	99.65%	814,833	0.35%	230,049,420	79.18%	1,498,496
19. That, in addition to any authority granted under Resolution 18, and subject to the passing of Resolution 17, the Directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash and/or pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act.	223,715,707	97.25%	6,332,261	2.75%	230,047,968	79.18%	1,499,948
20. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases of ordinary shares in the capital of the Company.	229,932,866	99.40%	1,384,953	0.60%	231,317,819	79.61%	230,097
21. To authorise the Directors to call a general meeting of the Company other than an annual general meeting on not less than 14 clear days' notice.	210,058,849	90.74%	21,444,809	9.26%	231,503,658	79.68%	43,658

Notes:

The votes "For" and "Against" are expressed in percentage of votes cast.
Votes "For" include discretionary votes.
All resolutions put to the meeting were carried.

There were 290,552,471 shares ordinary shares (excluding treasury shares) in issue all of which had the right to vote. 3,733,333 ordinary shares were held in treasury which do not carry voting rights.

A vote "Withheld" is not a vote in law and is not counted in the calculation of votes validly cast "For" or "Against" a resolution.

In accordance with Listing Rule 9.6.2, copies of all resolutions, other than those concerning ordinary business passed at the AGM, will shortly be available to view on the FCA's National Storage Mechanism, at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

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