Corporate governance

From the Chair

Dear shareholders

I am writing as Chair of the Board for the first time, having assumed this role on 31 January 2023. Having served on a number of other listed boards, as well as having spent my career within a highly regulated industry, I am well aware of the importance of governance, transparency and communication with our shareholders; I will ensure that your Board upholds these standards throughout my tenure as Chair. I have enjoyed initial meetings with a number of long term shareholders, and it has been enlightening to receive the insight of their views. I look forward to more such meetings in the future.

Your Board is also very aware of its responsibilities to all of our stakeholders; we believe that the Group should act as a responsible participant in society and that our strategy should reflect this objective. The impacts of our decisions on different stakeholder groups are uppermost in our minds when discussing issues at Board meetings. You can read more detail on how various stakeholders were considered as part of the Board's decision-making process on page 20. During the year, we have continued to invest in our employees and the community around us; we have considerably enhanced our charitable giving, participated in a number of diversity and inclusiveness initiatives and continued to prioritise our responsible investment programme. Consideration of our wider profile and societal impact has been ever more prominent on the Board's agenda, and will continue to be a key area of focus in the coming year.

Our Board has a diverse membership in terms of gender, ethnicity, experience and background, and Board members' diversity of thought contributes both to broad and wide-ranging discussions and to carefully considered outcomes. The Board's effectiveness depends on this breadth of debate, and I am delighted to note that in the first few meetings I have attended all Directors have made significant contributions to our proceedings. A culture of open discussion and diverse perspectives is an important component of ICG's success to date, and will be a significant contributor to the future development of the Company.

Although the Board is performing well, we are all aware that standards are ever evolving and boards must rise to meet new challenges. We will conduct an externally led Board evaluation during the year to ensure that we remain focused on the challenges of the future; we will also consider long-term succession in the coming months particularly in light of recent changes.

As previously announced, Vijay Bharadia is stepping down as Chief Finance and Operating Officer in July 2023. Vijay has served ICG since May 2019 and contributed significantly to enhancing the financial and operational foundations of our business during a critically important phase of our growth, as well as being instrumental in navigating us through the Covid-19 pandemic. The Board is hugely grateful for Vijay's leadership and we wish him the very best for the future. Our search for a replacement focused on ensuring the appropriate skillset and experience, which resulted in us welcoming David Bicarregui on 2 April 2023. Vijay and David have been working closely together to facilitate the upcoming handover.

This year we also saw the retirement of Kathryn Purves. Kathryn had served on the Board since 2014, including as Chair of the Risk Committee and recently acting as Senior Independent Director. The Board is very grateful to her for her service. The Board and Nominations Committee are considering the composition of the Board and its search for a replacement for Kathryn, with the intention of welcoming a new Board member during the course of FY24. We are also grateful to Andrew Sykes for his leadership during his tenure as acting Chair during 2022.

Throughout the year, the Board and its Committees carefully considered the requirements of the revised Corporate Governance Code. We continued to comply with those requirements for the year ending 31 March 2023. We are also conscious of our responsibilities and duties to our stakeholders as part of our duty under section 172 of the Companies Act 2006. Your Board will continue ensure that ICG's business is run to high standards of governance.

The Board remains grateful for the support we have had from you all throughout the year, and we look forward to continuing our constructive dialogue.

William Rucker
Chair

24 May 2023

The Board's year

The work of the Board during the year was conducted through six formal meetings and regular informal engagement with executive management. The activity at formal meetings was reflective of a number of themes.

Financial performance and market outlook

The Board continually tracked progress against the Group's Board-approved budget and our financials were discussed in detail by the CFOO in his formal updates to each meeting. The executive management and the Board discussed the overall markets and the macroeconomic situation, as well as our performance in relation to fundraising, business development, deployment and realisation at each Board meeting during the year. A particular area of focus was the challenging external market environment and a general shift in the market with some investors beginning to restrict their commitment levels. In July, the Board held an all-day strategy session to review the business plan of the Group and opportunities for the future. With the Board's oversight and guidance, the Group is proceeding with caution, but with confidence that there are no material concerns with respect to the existing portfolio or long-term performance. The Executive Directors provided the Board with detailed reviews of potential growth opportunities in key investment strategies and regions. The Board also continued to demonstrate a strong oversight of the use of the Group's balance sheet to support certain funds, receiving regular updates and presentations from the CFOO, with a clear direction of reducing the capital intensity of the Group's business over the longer term reducing, where possible, the deployment of balance sheet capital. The budget for the forthcoming financial year was also reviewed and challenged by the Board during the year, and ultimately approved after discussion. The Board was also responsible for reviewing the recommendations of the Audit Committee as to reporting financial results at full year and half year, and as to final and interim dividends, and approving these after appropriate challenge.

Retirement of CFOO

As previously announced, Vijay Bharadia is stepping down as Group CFOO in July 2023. The Board conducted a search for a replacement and welcomed David Bicarregui to the Group as Vijay's successor on 2 April 2023. Vijay and David have been working closely together to facilitate the upcoming handover.

Management, leadership and employee-related matters

The Board continued to highlight as a priority area the ongoing desire to attract, retain and develop talent within the Group. The Board received regular updates focusing in particular on employee wellbeing and engagement, as well as growth and development across all layers of the workforce. Additional focus was dedicated to the Group's ambitions in relation to diversity and inclusion and the Board was updated that the Group had exceeded its targets under the Women in Finance Charter 18 months ahead of the target date. Discussion also included the various strategic new hires within the Group's leadership and the importance of succession planning. During the course of the year, the Board regularly reviewed the most appropriate ways to retain and develop employees, as well as introducing a flexible and agile working policy in direct response to employee feedback. The Board also received updates on the new office openings in our New York and Singapore locations. The Board continues to offer insight as to how the Group can continue to support its employees, encourage the development of senior leaders and attract new and diverse talent into the workforce, working closely with the Chief People and External Affairs Officer to deliver key aims. In addition to this, the Board considered management level matters and in doing so approved the Remuneration Committee's proposals for the Group's new Remuneration Policy and the recommendation of all current Board directors for re-election to be proposed to the shareholders at the upcoming AGM.

Change of Chairman

During the year, our search for a long-term Chair appointment focused on ensuring a strong balance of skills, diversity and expertise on the Board and after an extensive search process, and interviewing a number of candidates, the Board unanimously decided to appoint William Rucker as the new Chairman. This appointment took effect on 31 January 2023. The Board is looking forward to working closely with William to continue the Group's growth journey.

Operations, systems and risk

The Board continued to demonstrate strong oversight of the Group's operating platform during the year, receiving regular updates on how the corporate functions of the Group are adapting to support the continued growth of the business. The Board was updated on key developments, including the significant evolution of the Group's operational platform in both scale and complexity, to assist and facilitate the Group's growth, and the launch of a new streamlined onboarding function for investor know your customer processes. The Board also received briefings on upcoming system upgrades in the Finance and Compliance functions, including technology improvements to ensure effective oversight of third party suppliers, as well as the launch of a new centre of excellence in India to assist various Corporate Business Services functions. The Board continued to receive regular reviews of management's plans in relation to process improvements and technology solutions. The Board also focused on the role of governance in the Group's operations, systems and risk frameworks; in doing so the Board approved a new subsidiary governance framework.

Culture and values

The Board continued to provide important oversight and leadership in respect of the Group's culture and values. A particular focus for this year, sitting alongside the investment in employee-related matters covered earlier in this report, was the Group's focus on ESG. The Board received multiple updates with respect to embedding ESG values into the Group's business and products (including the further integration of ESG criteria in the Group's Investment Committee process) and into our culture, in particular through the Group's philanthropy programme. Andrew Sykes continued his input as the NED who oversees the Charity Working Group since its establishment in 2019 and Stephen Welton continued his work as the NED with responsibility for ESG matters. This year's Board discussions have resulted in the Board's approval of a significant increase in the Group's charitable giving budget to £2.5m for FY23.

Stakeholders and shareholders

The Board maintains its focus and oversight on the importance of the interests of stakeholders and shareholders, with particular emphasis on engagement (including the launch of the Group's new website) and delivery of results (including the strong performance of the issued corporate bond and the Group's recent upgraded credit rating by Standard & Poors). With this in mind, the Board continues to monitor prevailing market conditions and market opportunities and keeps the Group's strategic options under constant review. The Board also reviewed in detail the shareholder feedback from conferences and shareholder roadshows during the year and were pleased that existing holders remain supportive of the Group and its direction. Please refer to the Section 172 Statement on page 20 for further details of the Board's stakeholder engagement activities during the year.

Recurring matters

The Board also reviewed and/or approved a number of other standing matters, including reviewing the Terms of Reference of the Board and its Committees, compliance with Terms of Reference on an ongoing basis, the renewal of the Group's insurance policies, the Notice of Annual General Meeting, outside interests of Directors, reviewing fees of all NEDs (excluding the Chairman) and checking the shareholdings of senior executive employees are in line with the internal shareholding policy.

The Board also sought external views during the year. The Board was provided with a presentation by a corporate finance and advisory business, concerning the Company's general performance, engagement with shareholders and corporate messaging, and from the Company's brokers (Numis and Citi) on market perceptions of the Group. The Board regularly reviewed input from shareholders, with the Head of Investor Relations providing updates to each regular meeting and the Company Secretary providing a summary of governance-related input received from shareholders at the time of the Group's AGM.

Broad and diverse experience

William Rucker
Chairman
Joined Board: 2023

William joined the Board on 31 January 2023.

William is Chair of Lazard in the UK, an investment bank focused on asset management and financial advisory businesses. He joined Lazard in 1987 from Arthur Andersen where he qualified as a Chartered Accountant.

William has extensive experience in the financial services sector as well as wide-ranging governance experience having served on, and been Chair of, the boards of a number of significant listed companies, charities and other bodies.

Other directorships
Marston's plc (Chair)
Lazard UK (Chair)

Benoît Durteste
Chief Executive Officer and Chief Investment Officer
Joined Board: 2012 (Chief Executive Officer since 2017)

Benoît Durteste has been ICG's Chief Executive Officer and Chief Investment Officer since 2017. He is an experienced investor with a strong understanding of the markets in which the Group operates. During his time on the Board he has been a strong contributor to the Group's strategic development, including leading its European investment business. He contributes a thorough understanding of financial markets and the Group's investment portfolio to Board proceedings. Benoît joined ICG in September 2002 with previous experience at Swiss Re, GE Capital Private Equity and BNP Paribas Levfin.

Other directorships
ICG entities and Chairman of the BVCA Alternative Lending Committee.

Vijay Bharadia
Chief Finance and Operating Officer
Joined Board: 2019

Vijay Bharadia is stepping down from the Board in July 2023. Vijay has extensive experience as a Chief Financial Officer in the alternative asset management sector. Prior to joining ICG he spent 10 years as International Chief Financial Officer for Blackstone with responsibility for financial, tax and regulatory reporting across Europe and Asia, as well as holding a wider operational and governance brief. Prior to that, he worked at Bank of America Merrill Lynch in a variety of roles, latterly as Co-Chief Financial Officer for EMEA Equities. Vijay was appointed as ICG's Chief Finance and Operating Officer and joined the Board in 2019.

Vijay will be succeeded by David Bicarregui who joined the Group on 2 April 2023.

Other directorships
ICG entities and Crown Estate Commissioner.

Antje Hensel-Roth
Chief People and External Affairs Officer
Joined Board: 2020

Antje Hensel-Roth has a wealth of experience in human capital management; prior to joining ICG she was Global Co-Head of the Investment Management Practice at Russell Reynolds Associates, during which time she acted as an adviser to the global alternative investment community. Since joining ICG in 2018, she has been a strong contributor to the strategic direction of the Group and has led a comprehensive drive for excellence in leadership, talent management and diversity and inclusion.

Antje is responsible for leading strategic human capital with a particular focus on business diversification strategies; she also leads communications and external affairs.

Other directorships
National Opera Studio.

Board Committees

- A Audit Committee
- N Nominations and Governance Committee
- Re Remuneration Committee
- RI Risk Committee
- Committee Chair
- I Independent

Virginia Holmes

Non Executive Director

Joined Board: 2017

Virginia Holmes brings to the Board an extensive knowledge of the financial services industry, including both investment management and banking. Her executive experience includes serving as Chief Executive of AXA Investment Managers in the UK and more than a decade with the Barclays Bank Group.

She is an experienced director of a number of UK PLCs (including serving on remuneration committees), who enhances the corporate governance understanding of the Board and aids it in considering its relationships with stakeholders, as well as bringing an extensive knowledge of the pensions sector.

Other directorships

Syncona Ltd , European Opportunities Trust PLC and Murray International Trust PLC.

Rosemary Leith

Non Executive Director

Joined Board: 2021

Rosemary Leith brings to the Board her deep expertise from 25 years in finance, principal investment, start-up creation and growth in Europe and North America. Rosemary is SID, Remuneration Committee Chair and a member of the Audit Committee of YouGov Plc, and was previously a Non-Executive Director of HSBC (UK) with responsibility for Digital. She is a Trustee of the National Gallery (London) and a Fellow at Harvard University's Berkman Center for Internet & Society. She has extensive experience in the technology and digital fields, including as a co-founding Director of the World Wide Web Foundation, and advises and invests in several technology businesses.

Other directorships

YouGov plc, World Wide Web Foundation, National Gallery and Bolon Management Limited.

Matthew Lester

Non Executive Director

Joined Board: 2021

Matthew Lester is a senior finance leader with extensive public company experience, having previously served as Group Chief Financial Officer of both Royal Mail plc and ICAP plc. Matthew serves as Chairman of Kier Group plc. He also previously served as a Non-Executive Director of both Man Group plc and Barclays Bank plc. He contributes a keen knowledge of finance matters to the Board. He succeeded Rusty Nelligan as Chair of the Audit Committee on 1 July 2022.

Other directorships

Kier Group plc.

Michael 'Rusty' Nelligan

Non Executive Director

Joined Board: 2016

Rusty Nelligan was a partner with PwC, retiring in 2016. As lead client partner for global companies in financial services and pharmaceutical life sciences, he was responsible for direction, development and delivery of services for independent audits, assurance and advisory projects relating to corporate governance, internal controls, risk management, regulatory compliance, acquisitions and financial reporting. Rusty was employed by PwC in the US from 1974, in Europe from 1994, and is a US Certified Public Accountant. His extensive experience of working closely with major international financial and corporate institutions on matters of corporate governance, financial reporting and internal controls has proven a valuable addition to the Board and Company's development in a growth environment. He stood down as Chair of the Audit Committee on 1 July 2022 but continues to serve on the Board and the Committee.

Other directorships

None.

Amy Schioldager
Non Executive Director
Joined Board: 2018

Amy Schioldager was a senior executive at BlackRock where she was a member of the global executive committee and Head of Beta Strategies. She brings extensive knowledge of international investment markets and a track record of global expansion. She is based in the US, a region that is a key growth area for the Group. She was the Founder of BlackRock's Women's Initiative and Vice Chair of BlackRock's Corporate Governance Committee and brings valuable expertise to the Board in these areas. Amy acts as the Non Executive Director responsible for Employee Engagement, bringing forth employee views to the Board.

Other directorships
Boardspan, Inc. and Corebridge Financial, Inc.

Andrew Sykes
Non Executive Director
Joined Board: 2018 (Interim Chairman from March 2022 to January 2023)

Andrew Sykes has a wealth of financial services and non executive experience. He was previously Chairman of Smith & Williamson Holdings Ltd, and Chairman of SVG Capital plc. Andrew spent 26 years of his executive career at Schroders PLC. He is an experienced director of UK listed companies with a deep knowledge of the financial services sector and of corporate governance requirements, which, together with his background as a senior executive in the asset management sector, has proven to be invaluable in helping oversee the Group's continued growth.

Other directorships
BBGI Global Infrastructure SA; Governor of Winchester College and member of Nuffield College Investment Committee.

Stephen Welton
Non Executive Director
Joined Board: 2017

Stephen Welton has over 25 years' experience in the development capital and private equity industry as well as angel investing. He was the Founder of the Business Growth Fund (BGF), the UK's largest growth capital investor, and Chief Executive from its launch in 2011 until July 2020. He previously spent over 10 years at CCMP Capital. He started his career in banking and has also worked as the Chairman and Chief Executive Officer of various growth companies. His recent Executive Chairman role of BGF and deep investment experience mean that he is well placed to contribute to the Board on matters relating to strategy and business development.

Other directorships
Non- Executive Chairman Business Growth Fund plc (BGF) - stepping down in June 2023.

David Bicarregui
CFO Designate
Expected to join the Board: July 2023

David Bicarregui joined the Group with effect from 2 April 2023 and will stand for shareholder election to the Board in July 2023. David Bicarregui brings to the Board significant experience in finance and operational leadership, transformation and business growth. Prior to joining ICG, David spent 25 years with Goldman Sachs where he held various senior roles. Until 2022, he was Chief Financial Officer of Goldman Sachs International Bank and prior to that, Global-ex North America Treasurer. During his tenure, David led the growth of Goldman Sachs International Bank to become the largest of the firm's banks outside of North America.

Other directorships
Vice Chair, Board of Governors, St George's Weybridge.

Board Committees

- A Audit Committee
- N Nominations and Governance Committee
- Re Remuneration Committee
- Ri Risk Committee
- Committee Chair
- I Independent

Corporate governance framework

Board of Directors

Comprises the Chairman, Executive and Non Executive Directors (NEDs)

Has the authority to conduct the business of the Company in accordance with the Company's constitutional documents

Runs the Group for the long-term benefit of shareholders and other stakeholders

Read more on page 78 →

Executive Directors

Day-to-day authority (delegated from the Board) for the management of the Group and its business

General responsibility for:
The Group's resources
Executing the approved strategy
Financial and operational control
Managing the business worldwide

Read more on page 125 →

Audit Committee

Read more on page 84 →

Composed of NEDs

Oversees external and internal audit and the Group's financial reporting and disclosure

Committee liaises with:
CFOO
Head of Finance
Head of Investor Relations
Head of Internal Audit

Risk Committee

Read more on page 90 →

Composed of NEDs

Oversees the Group's risk management framework and system of internal controls

Committee liaises with:
Head of Risk
Global Head of Compliance
General Counsel and Company Secretary
Head of Internal Audit

Remuneration Committee

Read more on page 97 →

Composed of NEDs

Determines the Group's Remuneration Policy

Reviews the remuneration of senior management

Committee liaises with:
CPEAO
Human Resources
General Counsel and Company Secretary

Nominations and Governance Committee

Read more on page 94 →

Composed of NEDs

Evaluates the Board's composition, performance and succession planning

Oversees the Group's culture and diversity and inclusion initiatives

Considers candidates for Board positions

Committee liaises with:
CPEAO
Human Resources
General Counsel and Company Secretary

Board roles

Chairman

- William Rucker, who is responsible for:
  - Organising the business of the Board
  - Ensuring its effectiveness and setting its agenda
  - Effective communication with the Group's shareholders and other stakeholders

Read more in the Chairman's letter to shareholders on page 75

Non Executive Directors

- Virginia Holmes, Rosemary Leith, Matthew Lester, Rusty Nelligan, Amy Schioldager, Andrew Sykes and Stephen Welton act as NEDs of the Company
- All NEDs are independent
- Responsible for providing independent oversight of, and challenge to, the Executive Directors

Read more on the Directors' profiles on pages 78 to 80

Chief Executive Officer (CEO)

- Benoît Durteste, who oversees the Group and is accountable to the Board for the Group's overall performance

Chief Finance and Operating Officer (CFOO)

- Vijay Bharadia, who leads and manages the Group's financial affairs and the operating platform of the Group. Vijay will be stepping down in July 2023 and will be succeeded by David Bicarregui

Chief People and External Affairs Officer (CPEAO)

- Antje Hensel-Roth, who has responsibility for strategic human capital management, communications and external affairs

Senior Independent Director

- Andrew Sykes, who acts as a sounding board for the Chairman and, where necessary, acts as an intermediary for shareholders or other Directors if they feel issues raised have not been appropriately dealt with by the Chairman

Key Board support roles

Company Secretary

- Responsible for advising on legal, governance and listing matters at Board level and across the Group
- Provides advice and support to the Board and its Committees
- Manages the Group's relationships with shareholder bodies
- Each Committee's Secretary provides advice and support within the specialist remit of that Committee; they are responsible for ensuring that the Committee members receive relevant information and that appropriate matters are discussed

Committee Secretaries

- Nominations and Governance Committee: Company Secretary
- Remuneration Committee: Company Secretary
- Audit Committee: Head of Finance
- Risk Committee: Head of Risk

Financial year ended 31 March 2023 Board and Committee meeting attendance

Director	Board	Audit[2]	Risk[2]	Remuneration[2]	Nominations[2]
William Rucker[1]	1/1	–	–	1/1	1/1
Andrew Sykes	6/6	1/1[4]	3/3	5/5	5/5
Benoît Durteste	6/6	–	–	–	–
Vijay Bharadia	6/6	–	–	–	–
Antje Hensel-Roth	6/6	–	–	–	–
Virginia Holmes	6/6	–	3/3	5/5	5/5
Rosemary Leith	6/6	–	3/3	5/5	–
Matthew Lester	6/6	4/4	2/3[3]	–	5/5
Rusty Nelligan	6/6	4/4	3/3	–	–
Kathryn Purves	6/6	4/4	3/3	–	5/5
Amy Schioldager	6/6	4/4	3/3	–	5/5
Stephen Welton	6/6	–	–	5/5	5/5
Secretary	6/6	4/4	3/3	5/5	5/5

1. William Rucker joined the Board on 31 January 2023.
2. Some non-members attended part or all of some or all Committee meetings at the invitation of the Committee Chair.
3. Owing to prior commitments, Matthew Lester was unable to attend one Risk Committee meeting. This meeting had been scheduled prior to his appointment to the Committee.
4. Andrew Sykes rejoined the Audit Committee on 31 January 2023 following his tenure as Interim Chair. There was one Audit Committee meeting between 31 January 2023 and 31 March 2023.

Board Development and Evaluation

A series of detailed induction meetings in the period before my first Board meeting allowed me to fully contribute to Board proceedings from the start of my tenure.

William Rucker

Induction programme

A detailed and bespoke induction is conducted for every new Board member in order to give them a well-rounded view of the business and the markets they operate in. This takes place via a series of structured meetings over a two- to three-month period when the relevant Director is new to the Board.

Ongoing training and development

A regular programme has been established to ensure that all Board members remain up to date on both business specific and general industry matters. This is primarily done through the delivery of formal Board presentations from business unit heads – there is a detailed dive into one investment team's area at each Board meeting, while either the Board or its Committees receive detailed and operationally focused reviews from other areas. The Group's control functions also provide training on legislative and regulatory developments, and the training programme is supplemented by presentations from external advisers on matters such as takeover defence, ESG considerations and external market perceptions of the company. In addition, the Group monitors other external training undertaken by the NEDs, often from leading global advisory companies.

The Executive Directors attend Board training and have also undertaken courses on Compliance and operational matters such as anti-money laundering, anti-bribery and corruption and information security. Each also receives formal and ad hoc updates on statutory and regulatory developments, and leads presentations and other training sessions for other employees.

Board evaluation

The Board reviews its own performance annually, making an assessment of the effectiveness and performance of the Board as a whole, its Committees and each Director. Once every three years, this exercise is conducted as a formal external review led by independent experts.

The results of the most recent internal review were disclosed in full in the Annual Report for the year ending 31 March 2022, and during the year the Board has continued to progress the areas of refinement identified. The last external review was conducted in the spring of 2020, and as such a new external review was due this spring. However, in the light of the appointment of William Rucker as Chair only becoming effective on 31 January, and the retirements of Kathryn Purves and Vijay Bharadia from the Board being announced, it was concluded that it would be more beneficial for the Board to undertake this review later in the financial year once the new Chair is better embedded.

Audit Committee Report

Matthew Lester
Chair of the Audit Committee

AREAS OF FOCUS

Governance

- Committee governance
- Best practice developments
- People and business changes

Financial reporting

- Content and integrity of annual and other periodic financial reporting
- Application of Alternative Performance Measures and reconciliations to IFRS reported financials
- Annual Report presentation: fair, balanced and understandable
- Accounting policies
- Key accounting judgements and estimates
- Going concern and viability

External audit

- Appointment and remuneration of external auditors
- Independence and objectivity
- Audit scope, quality and effectiveness
- Audit firm and leadership rotation and tender process

Internal controls and internal audit

- Financial operations: leadership, effectiveness
- Framework of internal controls over financial reporting
- Material controls underlying overall risk management, in conjunction with the Risk Committee
- Scope, planning, activities and resources of Internal Audit

Committee members

- Rosemary Leith
- Matthew Lester (Chair)
- Rusty Nelligan
- Kathryn Purves (until 1 April 2023)
- Amy Schioldager
- Andrew Sykes (from 30 January 2023)

The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities relative to the integrity of financial reporting and effectiveness of internal controls. We oversee the Group's financial reporting and related elements of its accounting, disclosures, internal controls and regulatory compliance, in addition to the internal and external auditing processes.

Dear shareholders

I am pleased to present the Committee's report for the year ended 31 March 2023. Separate sections on Committee governance, Review of the year, External audit, Internal controls and Internal audit follow.

I would like to thank my predecessor, Rusty Nelligan, for his service as Chair of the Committee over the last six years. He has overseen significant enhancements to the system of internal controls, ensuring this matured appropriately to reflect the underlying business activities, and the successful transition of the external audit to EY.

My focus, as incoming Chair, is the effective oversight of the system of internal controls over financial reporting. The Committee works closely with the Risk Committee to assess any potential deficiencies identified by management, internal and external audit, the remediation of any issues and considers whether disclosure is required in accordance with the Corporate Governance Code.

The Group has grown significantly, and this backdrop, together with the nature of the underlying activities, has resulted in a complex operating environment which includes a number of manual processes. The financial reporting and audit risks which result are well understood, and the Committee is actively monitoring the changes being implemented by management to mitigate and manage these. The Committee notes that, while those changes will mitigate the risks arising, these risks cannot be completely eliminated, as we have seen this year. I would like to acknowledge the work done by management to further enhance the control environment, which continues to be materially effective, and look forward to working closely with the business as it continues to streamline and systematise in support of growth. I will report on progress in future years.

For the year ended 31 March 2023 a particular consideration of the Committee is the valuation of assets. In the light of considerable mark-downs in public markets during this period we have challenged management to demonstrate the effectiveness of controls over valuation and satisfied ourselves that those valuations are fair.

The Audit Committee has continued to coordinate with the Risk Committee and the Remuneration Committee with the aim of effectively covering pertinent topics in the most suitable forum.

The Committee plays a vital role in assisting the Board in its oversight responsibilities for the integrity of financial reporting, effectiveness of internal controls, and assessment of quality of the assurance functions. I would therefore be pleased to discuss the Committee's work with any shareholder.

Matthew Lester
Chair of the Audit Committee
24 May 2023

Committee governance

On behalf of the Board, the Committee encourages and seeks to safeguard high standards of integrity and conduct in financial reporting and internal control.

Our work focuses on the evaluation of significant estimates and judgements underlying the financial statements and the overall fairness and clarity of reported financial information.

Roles and responsibilities

The Committee meets regularly, at least four times a year. It is responsible for:

- Reviewing the annual and interim accounts before they are presented to the Board, in particular addressing any significant issues arising from the audit; accounting policies and clarity of disclosures; compliance with applicable accounting and legal standards; and information used in making significant judgements, including fair values, going concern and viability
- Monitoring the integrity of the financial statements of the Group, including its annual and half-yearly reports, trading updates and any other formal announcements relating to its financial performance, and advising the Board whether it considers the Annual Report to be fair, balanced and understandable
- Selecting and recommending the appointment and reappointment of the external auditor, including tenders where necessary; and negotiating and agreeing audit fees and scope of work
- Reviewing the performance of the external auditor in respect of scope of work, reporting, and quality of audit and overall service
- Reviewing independence, including key-partner rotation, and remuneration of the external auditor and the relationship between audit and non-audit work
- Approving the appointment or termination of the Head of Internal Audit; approving the internal audit charter; and monitoring the effectiveness of the internal audit function in the context of the Group's overall risk management framework
- Reviewing and assessing the annual internal audit plan and resources, receiving and evaluating internal audit reports, and monitoring management's responsiveness to internal audit findings and recommendations

In carrying out its duties, the Committee is authorised by the Board to obtain any information it needs from any Director or employee of the Group.

Composition

The Committee consists of independent NEDs only. The current members are Matthew Lester (Chair of the Committee), Rosemary Leith, Rusty Nelligan, Kathryn Purves (until 1 April 2023), Amy Schioldager and Andrew Sykes. Biographical details can be found on pages 78.

The Committee members have a wide range of business and financial experience, including accounting and auditing, risk management, asset management and investment, regulation and compliance, M&A, tax and international business practices. These skills ensure the Committee has the relevant sector competence to enable it to fulfil its terms of reference in a robust and independent manner. In particular, Matthew Lester has considerable experience as a CFO, Chair and Audit and Risk Committee Chair. The Board considers that he has recent and relevant financial experience.

The Executive Directors and Chairman of the Board are not members of the Committee but regularly attend meetings at the invitation of the Chair of the Committee, together with EY, the Group's external auditor, the Head of Internal Audit, the Head of Finance and the Head of Risk.

The Committee meets separately with the external auditors and Head of Internal Audit without management present at least twice a year to ensure that they are receiving full cooperation from management, obtaining all the information they require, and are able to raise matters directly with the Audit Committee if they consider it is desirable to do so.

In addition, the Chair of the Committee meets with the external auditors, Head of Internal Audit, Executive Directors, and other members of financial and operational management separately, and as appropriate, throughout the year.

Terms of reference

The Committee's terms of reference are approved and reviewed by the Board on a regular basis, most recently in May 2023. The terms of reference are available on the Group's website www.icgam.com, or by contacting the Company Secretary.

Effectiveness

The operations of the Committee were reviewed as part of the internal Board evaluation led by the Chairman in March 2022; the Committee was found to be operating effectively. For more details of this exercise, please see page 83.

Summary of meetings in the year

The Committee held four meetings during the year. The Committee members attending each of the meetings can be found on page 82.

Review of the year

The agenda of the Committee comprises recurring, seasonal and other business. Over the course of the year, the Committee considered and discussed the following significant matters:

The matter and its significance	Work undertaken	Comments and conclusion
Performance measures Alternative performance measures can add insight to the IFRS reporting and help to give shareholders a fuller understanding of the performance of the business See KPIs on page 18 and the Finance review on page 54	The Group uses a number of alternative performance measures, including but not limited to: • Cash and debt position • Cash generated from operating activities • Gearing • Balance sheet investment portfolio • Net investment return • FMC operating margin A full list can be found in the glossary on page 207. Strategic KPIs that are alternative performance measures are detailed on page 18. We discussed the use of alternative performance measures with the Executive Directors and the external auditor and reviewed their continued appropriateness and consistency with prior years.	We were satisfied that alternative performance measures, which are widely used in the asset management industry, can provide insight into performance from the perspective of our shareholders and other stakeholders. A review of the alternative performance measures was undertaken and we were satisfied that they did not detract from IFRS measures and were: sufficiently defined; consistently applied; and, where relevant, reconciled to IFRS measures.
Consolidation of investments in structured entities The Group holds investments in a number of structured entities which it manages. Judgement is required in assessing whether these entities are controlled by the Group and therefore need to be consolidated into the Group's financial statements See note 28 and the Auditor's Report on page 133	We challenged the information analysed by management to assess which third-party funds, carried interest partnerships, and portfolio companies are either controlled by the Group or over which the Group exercises significant influence.	We concluded that the Group controlled 63 warehouse-related entities, 19 funds and two carried interest partnerships. The Group exercised significant influence over six other entities during the financial year. Accordingly, the controlled entities have been consolidated into the Group's financial statements. This has had the impact of grossing up the balance sheet for IFRS compared to APM, with total assets increased by £5.2bn (2022: £4.8bn) and total liabilities increased by £5.1bn (2022: £4.8bn). The Committee concluded that the accounting policies and disclosures were appropriate and had been updated properly. Based on our inquiries of the Executive Directors and external auditors, we concluded policies are being properly applied in areas such as assessing control and significant influence. We concluded that the areas of judgement (see page 151) are properly explained. We gained comfort from the Executive Directors and the external auditors that the Group complied with its reporting requirements.

The matter and its significance	Work undertaken	Comments and conclusion
Investment valuation Investments in funds managed by the Group, in warehoused assets, in senior and subordinated notes of CLO vehicles and in disposal groups held for sale represent 84.2% of our total assets under IFRS. As the assets are mainly unquoted and illiquid, considerable professional judgement is required in determining their valuation See notes 5 and 10 to the financial statements and the Auditor's Report on page 133	The Committee received reports summarising the conclusions of the Group's Valuation Committee (GVC) and challenged the judgements made. The Committee paid particular attention to the valuations requiring considerable professional judgement, with direct input from the Chief Investment Officer on market conditions and relevant sector and company insights. Management determined that the most appropriate valuation methodology was applied to ensure that the investments were valued in accordance with the Group's accounting policies, which remain unchanged, and International Private Equity and Venture Capital Valuation or other relevant guidelines where applicable. The Committee inquired into the progress of ongoing asset realisations after the year end as an indicator of the reliability of the valuation process. In addition to the Executive Directors' procedures and the work of the external auditors, internal audit periodically reviews the valuation process and provides the appropriate assurance to the Committee of the Executive Directors' compliance with the Group's valuation policies, process and procedures.	The Committee reviewed the conclusions of the GVC, carefully considering the impact of the current economic environment on the judgement required. We reviewed the methodologies used to value the Group's investments and concluded that the valuations had been performed in line with the accounting policies. In our review of the financial statements we were satisfied that sufficient disclosures had been provided on the estimates and judgements made in determining the value of the portfolio.
Revenue recognition Revenue recognition involves certain estimates and judgements, particularly in respect of the timing of recognising performance fees, which are subject to performance conditions See note 3 to the financial statements and the Auditor's Report on page 133	We reviewed the revenue recognition of management fees, performance fees and investment income to confirm that the treatments were consistent with the Group's accounting policies.	The Committee concluded that revenue has been properly recognised in the financial statements.

In addition to the significant matters addressed above, the Committee also considered the impact of an operational error reported by management which led to understatements of revenue and cash and overstatements of trade receivables and financial assets in the prior year. The Committee carefully reviewed the nature and quantum of the errors and took external advice. The Committee was satisfied that the impact was not material to users of the accounts and consequently these immaterial items, where relevant, were reported in the current year. In addition, the Committee maintained a rolling agenda of items for its review including auditor independence and external audit effectiveness, internal audit, capital strategy, risk and treasury management capabilities, financial and management reporting (including any changes to the Group's accounting policies), accounting developments, relevant people changes, the going concern concept of accounting (see pages 127 and 151), the viability statement (see page 73), the Auditor's Report (see page 133), the Auditor's management letter and the fair, balanced and understandable assessment of the Annual Report. No issues of significance arose.

External audit

The Group complies with the UK Corporate Governance Code, the FRC Guidance on Audit Committees and the EU Regulation on Audit Reform. In addition, we comply with all aspects of the Competition and Markets Authority Statutory Audit Services Order.

Appointment and rotation

The Group's policy is to submit the external audit to tender every 10 years, as a fair balance between the costs and disruption of a tender and the benefits of a potential fresh pair of eyes and challenge, and for the external audit firm to be rotated at least every 20 years. The next tender must be completed for the financial year ended 31 March 2031.

Execution, quality and effectiveness

The Committee discusses and agrees the scope of the audit prior to its commencement.

The Committee reviews with EY the risks of material misstatement of the financial statements and confirms a shared understanding of these risks. While planning the audit, EY sets out the key tests that they perform on the higher-risk areas, and the Committee provides input on areas that it wants to receive particular attention.

The Committee Chair meets the lead audit partner regularly during the year and more frequently at the public reporting periods, to review Group developments and audit progress. The Committee also discusses with EY, prior to recommendation of the financial statements to the Board, the audit findings, including audit differences, and observations on internal controls, operations and resources. This includes discussions in private sessions without the Executive Directors present.

In assessing the quality and effectiveness of the external audit, the Committee considers the audit team's demonstrated competence, experience, diligence, objectivity, professional scepticism, current knowledge and its relationship with the Executive Directors and senior management. In particular, the Committee assesses the depth of review and level of challenge provided by the external auditors over the significant judgements and estimates made by management.

The Committee observed healthy debate initiated by EY, and received high-quality reports with detailed information on the scope and results of their work, including challenge to management judgements, estimates and assumptions. The Committee gained valuable insight from EY on the nature of operations underlying the Group's production of financial information, and received a current assessment of internal controls over financial reporting, to the extent observed as a by-product of their audit of the consolidated financial statements.

The overall assessment of audit quality includes an annual evaluation of the independence and objectivity of the external auditor and the effectiveness of the audit process, taking into consideration relevant professional and regulatory requirements. This assessment is based in part on results of observation, inquiry and challenge, throughout the year, as well as periodic reflection and input collected separately from Committee members, Executive Directors and other relevant senior management. The annual evaluation of EY was undertaken by the Committee in September 2022.

In addition to the annual evaluation and regular review of reports and the working practices of the EY audit team, the Committee undertakes an ongoing assessment of external audit quality and effectiveness including, but not limited to, the following:

- The content of EY's annual Transparency Report which sets out their commitment to audit quality and governance
- Insights arising from the Audit Quality Review team (AQRt) of the Financial Reporting Council's annual audit of a sample of EY's audits. Following discussion with EY, insofar as any issues might be applicable, the Committee determines that EY has proper and adequate procedures in place for the audit
- The formal terms of engagement with the auditor, and the audit fee. The Committee determined that the Group audit fee of £1.9m (2022: £1.8m) appropriately reflected the scope and complexity of the work undertaken by EY

On the basis of this review and our ongoing interactions and observations, the Committee remains confident in EY's work and the Committee are satisfied that the audit is probing, challenging and effective and that the approach provides a reliable audit opinion with a reasonable expectation of detecting material errors, irregularities and fraud.

Non-audit services

The Board has an established policy setting out what non-audit services can be purchased from the firm appointed as external auditors. A copy of the policy can be found on the Group's website, www.icgam.com. The Committee monitors non-audit services provided to the Group by EY to ensure there is no impairment to their independence or objectivity.

During the year, the Group paid £0.4m (2022: £0.2m) to EY for the provision of corporate non-audit services. Of the fees, £0.3m (2022: £0.2m) is in respect of services in their capacity as auditor. The ratio of non-audit services to 70% of audit fees on a three-year rolling basis was 0.15:1 (2022: 0.13:1). A detailed analysis of fees paid by the Group to EY is shown in note 12 on page 169.

The Committee is satisfied that the services provided do not impair the independence of the external auditors.

Internal controls

Risk management and internal control matters are the responsibility of the Group's Risk Committee. Its report is set out on page 90.

The Group has an established control framework, designed to manage but not eliminate risks and provide reasonable but not absolute assurance against material losses or misstatements.

Effectiveness of controls

The Committee reviews the effectiveness of the financial control environment, including controls over our financial reporting and the preparation of financial information included in the Annual Report, taking into consideration the reports from internal audit, any areas where there has been a reported breach of an internal control and input from external sources, in particular the auditors. The Committee works closely with the Risk Committee to review the system of internal controls (see page 92).

The Committee reviews the operation of the finance function to ensure it is sufficiently resourced and has the appropriate processes and controls over financial reporting to fulfil its duties.

Internal audit

The Group has an internal audit function led by an experienced Head of Internal Audit, reporting to the Chair of the Audit Committee. The Head of Internal Audit has access to external service providers with specialised skills, to augment internal resources as needed.

Approach

In conformity with the Financial Services Code (Guidance on effective internal audit in the financial services sector), a risk-based planning process is performed annually. This includes consideration of business objectives and a focus on those risks identified as being most likely to impact delivery of the Group's strategy.

The resulting plan is reviewed and approved by the Committee, with regular updates provided. This is kept under constant review, with any significant changes recommended to the Committee for approval.

The Group has a number of regulated entities that have specific requirements for internal audit activities. These requirements are taken into account in the planning process and, as appropriate, relevant reports on audit scope and findings are shared with the Boards of the regulated subsidiaries.

Execution

The Committee considered and approved the updated internal audit strategy and plan for fiscal years 2023 and 2024. Updates on delivery of this plan, together with related status of remedial actions, are reported at each meeting of the Committee.

During the year, in accordance with the plan, 20 risk-based reviews were completed, responded to by management and reviewed by the Committee. We pay particular attention to identified themes across the business, relative importance and relationship of findings, recommended and agreed remedial actions, and compliance with timescales for resolution and follow-up.

The Committee is satisfied that delivery of the approved internal audit strategy and plan is providing timely and appropriate assurance on the controls in place to feasibly manage the principal risks to the Group.

Effectiveness and independence

The Committee monitors the effectiveness of Internal Audit within the context of the function's charter and stakeholder expectations. The Committee will periodically request an independent part to perform and external quality assessment of Internal Audit.

In the current period, the Committee concluded that the Internal Audit function is operating effectively, at the present level of operations. We continue to monitor resourcing in view of regulatory development and business growth.

The Committee also reviewed the independence of the Internal Audit function and concluded that it remained so.

Risk Committee Report

Rosemary Leith
Chair of the Risk Committee

AREAS OF FOCUS

Principal and emerging risks

- Identification and management of principal risks
- Risk appetite and tolerances
- Identification and monitoring of emerging risks

Governance

- Committee governance
- Oversight of risk and compliance policies
- Best practice and governance code developments

Risk management framework

- Effectiveness of risk management systems
- The operational resilience of the Group and asssessment of the Group's control environment
- Risk function resourcing

Regulatory risks

- Impact and implementation of regulatory change
- ICARA
- Compliance function resourcing

Committee members

- Rosemary Leith (Chair since 1 April 2023)
- Kathryn Purves (Chair and member until 1 April 2023)
- Rusty Nelligan
- Virginia Holmes
- Amy Schioldager
- Matthew Lester

The role of the Committee is to support the Board in identifying and managing risk, complying with regulations, and promoting good conduct.

Dear shareholders

I am pleased to present the Risk Committee Report for the year ended 31 March 2023.

The Committee's role and primary focus is to support the Group's Board in providing oversight and challenge of risk management processes and the internal control framework to ensure that we meet the expectations of our shareholders, regulators, and clients.

I would like to express my gratitude to Kathryn Purves for her service as Chair of the Risk Committee. Under her stewardship, the Group has implemented significant enhancements to the Risk Management Framework (RMF) and system of internal controls, ensuring that these matured in line with the growth of the business. Over her nine-year tenure, Kathryn also oversaw and helped the Group effectively navigate the evolving regulatory landscape.

In recent months, the Committee has worked closely with management to support the Group to identify and mitigate emerging risks arising from the macroeconomic environment, given the currently elevated interest rate and inflation environment. The Group has proven expertise in navigating complex and uncertain market conditions and our business model provides a high degree of stability. As a result, ICG and its portfolio companies are well positioned to navigate and take advantage of opportunities that arise in the current macroeconomic environment. Notwithstanding the short-term uncertainty, we do not see a materially increased risk to our operations, strategy, or investor demand in the longer term.

The extension of the conflict in Ukraine into its second year continues to impact the geopolitical environment. Our thoughts remain with people of Ukraine and with our colleagues and investors affected by the crisis. We are alert to the considerable uncertainty surrounding the ongoing conflict, and the scope for unpredictable geopolitical outcomes. We continue to monitor developments and potential ramifications for ICG. To date the implications for ICG have been minimal as the business does not have any material financial or operational exposure at the Group level or within the funds we manage, directly or indirectly, to Russia or Ukraine.

As a Committee we have closely monitored global regulatory developments to understand and anticipate potential implications for the Group and the wider alternative asset management sector. During the period ICG implemented the UK FCA's new prudential regime (the Investment Firms Prudential Regulatory Regime) and continues to evolve our approach to ESG in line with the developing sustainability regulations. The Committee continues to monitor future regulatory developments, including UK initiatives to reposition UK financial regulation.

Through continued transformation, the Group continues to enhance internal processes and controls to position the business for future growth. We are working closely with senior management to oversee the ongoing improvement and refinement of our internal controls in order that they remain relevant, robust, adaptable, and scalable.

This has been a period of transition and there have been a number of key people changes over the past 12 months. Risk and Compliance have been aligned under the leadership of Greg O'Connor to support the growth of the second line of defence and Group's evolution into a larger business. William Rucker has been appointed as the Chair of the Company Board. I have been appointed as Chair of the Risk Committee, replacing Kathryn Purves.

Looking ahead to the next financial year, it is anticipated that the Committee will continue to monitor the impacts and associated risks arising from the regulatory landscape, global climate change and sustainability, with a particular focus on consideration of emerging risks. The Group will continue to refine its cyber risk framework to ensure that ICG maintains robust procedures and controls that effectively mitigate cyber-related risks. There will also continue to be a focus on strengthening the wider risk and control environment.

ESG remains an important focus for the Committee as a source of risk; it also presents opportunities to strengthen resilience and market competitiveness of our investee companies. The Group recognises that divergent views on ESG among our Fund investors could affect our ability to raise funds from such stakeholders. ESG will be formally integrated into the RMF over the course of next year to position the Group to meet evolving regulatory requirements, and to successfully manage ESG-related expectations across the varied interests of our existing and prospective investors.

Finally, the Group is attentive to the challenges arising from the global turbulence and the impacts on our local communities. ICG recently completed a "Million Meals" initiative through which it supported six charities in the cities in which ICG has major operations worldwide to provide free meals to individuals and families in need due to the cost-of-living crisis. The Committee will continue to ensure that we are adopting a proactive response to the challenges, risks, and opportunities for the Group and our wider stakeholders.

I would be pleased to discuss the Committee's work with any shareholder.

Rosemary Leith
Chair of the Risk Committee
24 May 2023

Governance of risk

The Committee is mandated by the Board to encourage, and seek to safeguard, high standards of risk management and effective internal controls across the Group.

Roles and responsibilities

The Committee meets regularly and is responsible for providing oversight and challenge on:

- The Group's risk appetite, material risk exposures and the impact of these on the levels and allocation of capital
- Changes to the risk appetite framework and quantitative risk limits, ensuring its ongoing integrity and suitability to support the Board's strategic objectives
- The design, structure and implementation of the Group's risk management framework and its suitability to identify and manage current risks and react to forward-looking issues and the changing nature of risks
- Risk reports on the effectiveness of the Group's risk management framework and system of internal controls, including notification of material potential or actual breaches of risk limits and internal control processes and the remedial action taken or proposed
- Risks in relation to major investments, major product developments and other corporate transactions
- Regulatory compliance across the Group, which includes reviewing and approving the Group's compliance policies and monitoring compliance with those policies
- The remit of the risk management and compliance functions, ensuring they have adequate resources and appropriate access to information to enable them to perform their functions effectively

The Committee also reviews and recommends:

- The Internal Capital and Risk Assessment (ICARA) at least annually, to the Board
- The extent of Directors' and Officers' insurance coverage, to the Board
- The prosecution, defence or settlement of litigation or alternative dispute resolution for material potential liabilities, to the Board
- The effectiveness of the Group's risk management and internal controls systems, to the Board
- Alignment of the Remuneration Policy with risk appetite, and adjustments to any employee's remuneration for events that have been detrimental to the Group or events that have exceeded the Board's risk appetite, to the Remuneration Committee
- All material statements to be included in the Annual Report, half year report, prospectuses and circulars concerning risk management, to the Audit Committee

Composition

The current members are Rosemary Leith (Chair of the Committee), Virginia Holmes, Rusty Nelligan, Amy Schioldager, and Matthew Lester. Biographical details can be found on pages 78 to 80. The Committee members have a wide range of business and financial experience, including risk management, fund management and investment, regulation and compliance, M&A, tax, and international business practices. These skills enable the Committee to fulfil its terms of reference in a robust and independent manner.

Rosemary replaced Kathryn Purves on her retirement as Chair of the Committee at year end. Rosemary joined the Company as a NED in February 2021 and has been an active member of the Committee since.

The Executive Directors of the Board are not members of the Committee but attend meetings at the invitation of the Chair of the Committee. The Head of Risk, Group Head of Compliance and Risk, Head of Internal Audit, and the Company Secretary attend all the meetings.

Terms of reference

The Committee's terms of reference are approved and reviewed by the Board on a regular basis, most recently in May 2023.

The terms of reference are available on the Group's website, www.icgam.com, or by contacting the Company Secretary.

Effectiveness

The operations of the Committee were reviewed as part of the internal Board evaluation led by the Chairman in March 2022; the Committee was found to be operating effectively. For more details of this exercise, please see page 83.

Monitoring the effectiveness of controls

The Risk Committee is provided with several risk reports, which it uses to continually review the Group's risk management framework and works closely with the Audit Committee to review the system of internal controls. The reports enable the Committees to develop a cumulative assessment and understanding of the effectiveness with which internal controls are being managed and risks are being mitigated by management across the Group.

As part of their review the Committees consider whether the processes in place, including the risk and control self-assessment process, are sufficient to identify all material controls, defined as those critical to the management of the principal risks of the business. Additional reporting on the effectiveness of material controls is provided to the Audit Committee on an annual basis to support the review of the effectiveness of controls in managing the principal risks. No system of controls can be infallible. The Risk Committee and the Audit Committee review breaches as appropriate and consider these in reporting to the Board.

The Board, on recommendation from the Risk and Audit Committees, and considering the work of Internal Audit overseen by the Audit Committee, confirms that the Group's risk management and internal control systems are operating effectively, and material controls operated effectively throughout the year.

Summary of meetings in the year

The Committee held four meetings during the year. In the ordinary course of business, the Committee receives a report from the Head of Risk providing an assessment of each principal risk versus appetite, key risk events, key emerging risks, actions taken or being taken to manage the risks, and ongoing activity to enhance and develop the Group's RMF; and from the Group Head of Compliance and Risk on global compliance and implementation of relevant regulatory developments.

Over the course of the year the Committee considered and discussed the following significant matters:

- The Committee continued to closely monitor a number of significant regulatory change and oversight programmes to ensure successful execution, notably the evolution of regulatory responsibilities under the Investment Firm Prudential Regime (IFPR), which came into effect on 1 January 2022. The Committee held a dedicated ICARA session to understand more fully the requirements of the regime in order that we could effectively challenge the assumptions used in preparation of the 2022 ICARA process
- The Committee carried out a detailed review of the Group's 2022 ICARA and was satisfied that the operational risk and financial stress scenarios were appropriately calibrated and also stressed the particular vulnerabilities of the Group. They were further satisfied that the Group would meet internal and regulatory requirements for capital and liquidity in such scenarios. The ICARA will support the Committee in understanding changes to the risk profile of the Group and the capital position over the course of the year ahead
- The Committee welcomed an update from the Group's Global Head of Compliance and Risk regarding the control process the Group uses to identify, manage, and evidence conflicts of interest in relation to secondary transaction activity in continuation funds or other sales between ICG-managed funds. The Committee was satisfied that the conflicts that may arise are managed appropriately
- The Group's Cyber Security Lead presented the annual Information Technology and Cyber update to the Committee, which covered the cyber security standards, security protection tools, ongoing detection, and monitoring of threats, and testing of cyber response and recovery procedures
- The Committee reviewed an assessment of the operational and regulatory implications related to the potential expansion of the Group's wealth channel. The Committee recognises that finding new markets, distribution channels and investors for ICG funds is key for profitable growth and looks forward to receiving more detailed assessments of the Group's readiness to carefully capitalise this potential opportunity
- The Committee received an update on the Group's outsourced service providers and considered further resourcing plans to support the future growth of the business
- The Committee acknowledged the continued efforts to enhance the Group's annual Material Controls Assessment, and Fraud Risk Assessment and discussed with the Head of Risk the positive work undertaken to increase the scope and assurance coverage of these important risk processes. The Committee considers that these activities will ensure the ongoing improvement of the Group's control environment

Other matters considered

In addition to the significant matters addressed above, the Committee maintained a rolling agenda of items for its review, including the adequacy of resourcing in the Compliance and Risk functions, updates on key policies and a review of the annual Whistleblowing report and the Money Laundering Officer's report. The Committee meets privately with both the Head of Risk and the Global Head of Compliance and Risk on an annual basis.

Internal Audit, Risk and Compliance monitoring

Internal Audit, Risk and Compliance work closely together to ensure appropriate coverage of the Group's activities.

The Committee supported the Audit Committee in its oversight of the internal audit programme (see page 89), which is risk-based. It is designed to permit changes to the programme in the light of changed circumstances. In conjunction with the Audit Committee, the Committee reviews and approves the programme of compliance monitoring to be undertaken during the following fiscal year and at each of its subsequent meetings reviews the status and output of compliance monitoring undertaken relative to the planned programme.

Where there is a perceived overlap of responsibilities between the Audit and Risk Committees, the respective Committee Chairs will have the discretion to agree the most appropriate Committee to fulfil any obligation. During the year the Committee ensured that appropriate monitoring was undertaken in accordance with the approved programme for the year. No significant matters of concern were identified.

Nominations and Governance Committee Report

William Rucker
Chair of the Nominations and Governance Committee

AREAS OF FOCUS

Culture, diversity and inclusion
- Employee engagement and development
- Gender diversity considerations

Succession planning
- NED, Executive and senior management succession planning
- Talent development

Director skills and experience
- Director induction
- Director training

Appointments
- New Chairman, New CFO
- Board composition

Committee members
- William Rucker (Chair since 31 January 2023)
- Virginia Holmes
- Matthew Lester
- Andrew Sykes (Chair until 31 January 2023)
- Stephen Welton

The role of the Committee is to oversee the membership of the Board to ensure a balance of skills, diversity and experience among the Directors, and to oversee senior management succession planning and the governance practices and processes of the Group.

Dear shareholders

I am pleased to present the Nominations and Governance Committee report for the financial year ending 31 March 2023.

Good governance requires the appropriate balance of skills, diversity of thought and experience, independence and knowledge, making the work of the Nominations and Governance Committee a key part of our oversight and effectiveness.

The Committee's main focus during the year was in respect of my appointment as Chair of the Board; please see the letter from Andrew Sykes on the facing page in respect of this exercise.

Shortly after my appointment, the Committee met to discuss the composition of the Board and concluded that the Board remains well balanced and of an appropriate size and diverse skillset. The Committee noted the strong contribution to the Board of all Directors, regardless of their tenure. It was agreed that one or more further NED appointments should be made to replace Kathryn Purves following her retirement, to ensure adequate long-term succession planning and to enhance the diversity of the Board while maintaining its current skillset. We have commenced a process to search for appropriate candidates. The Committee also carried out its search with Russell Reynolds for the replacement of Vijay Bharadia as CFO on the basis of maintaining an appropriate spread of skills and experience on the Board and, after a thorough search, David Bicarregui was welcomed to the Group on 2 April 2023 and is working closely with Vijay in preparation for his handover in July 2023. The Committee has continued to monitor feedback received from employees gained through focus group sessions led by Amy Schioldager, the NED responsible for liaising with employees in order to gain insight into the culture of the Company. Employee views are always important to Committee and Board discussions, and I look forward to hearing more insight from her as we work together in the coming years.

During the year, the Committee also heard from management on the results of a detailed exercise on executive succession planning for key individuals and ensuring development and training opportunities for our key talent. NEDs have worked closely with the Chief People and External Affairs Officer with a focus on developing and growing our employees, particular emphasis has been placed on enhancing bench strength across the organisation, including the development of targeted development programmes for leadership, newly promoted individuals and emerging future leaders. ICG is a people business and developing our talent is crucial in helping to deliver the Group's strategic objectives.

The output from both internal and external Board evaluations is always front of mind for the Committee as we continue to evaluate the skills, composition and cohesion of our Board in the context of our business and strategy. We will bear the results of the forthcoming evaluation in mind as we continue to plan for long-term succession for our Board.

I would be pleased to respond to any shareholder questions about the Committee's work either at the AGM or otherwise.

William Rucker
Chair of the Nominations and Governance Committee
24 May 2023

Dear shareholders

Throughout the year being reported on, I acted as Chair of the Board and the Committee until the commencement of William Rucker's tenure as Chair on 31 January 2023. The primary activity of the Committee during this period was to conduct a search for a long term Chair of the Company following the unanticipated retirement of Lord Davies of Abersoch in January 2022.

This search was conducted with regard to a range of skillset, experience and diversity criteria, and taking into account the profiles of the existing Board members. The search, conducted with support from Russell Reynolds Associates, was thorough and robust. Members of the Committee and Executive Directors met with a number of candidates; after an extensive process, we were unanimously satisfied that William Rucker was the best possible candidate for the role given his extensive financial services industry expertise and his significant experience on boards of other listed companies.

I would like to thank my fellow Committee and Board members for their contribution to this process, including Kathryn Purves who acted as Senior Independent Director on an interim basis until 31 January 2023.

I would be happy to discuss the matters set out above with any shareholder.

Andrew Sykes
Senior Independent Director
24 May 2023

Committee governance

The Committee is responsible for:

- Identifying, and nominating for the Board's approval, candidates to fill any Board vacancy
- Succession planning, including the progressive refreshing of the Board, and developing executive talent below Executive Director level
- Ensuring that all appointments to the Board are made on objective criteria and that candidates have sufficient time to devote to their prospective responsibilities
- Appointing a NED as the Whistleblowing Champion
- Appointing a NED as the Employee Engagement Champion
- Appointing a NED as the ESG Champion
- Considering the composition of the Board to ensure that the balance of its membership between Executive Directors and NEDs is appropriate
- Overseeing diversity and inclusion, culture, employee engagement and other governance-related matters within the Group
- Annually assessing the continued fitness and proprietary of the Senior Management Function (SMF) holders, including the NEDs, together with reviewing the Group's responsibilities map which describes the management and governance arrangements, as required under the Senior Managers and Certification Regime (SM&CR)
- Ensuring the Group is managed to high standards of corporate governance

Composition

The Nominations and Governance Committee consists of NEDs: William Rucker (Chair of the Committee), Andrew Sykes, Virginia Holmes, Matthew Lester and Stephen Welton. Biographical details can be found on pages 78 to 80.

The Company Secretary acts as Secretary to the Committee.

Kathryn Purves served as a member of the Committee until her retirement from the Board on 1 April 2023.

Appointments of Executive Directors and NEDs are made as necessary as a result of discussions by the Committee and are subject to full Board approval and election or re-election at a General Meeting of the shareholders.

Terms of reference

The Committee's terms of reference are approved and reviewed by the Board on a regular basis, most recently in May 2023.

The terms of reference are available on the Group's website, www.icgam.com, or by contacting the Company Secretary.

Effectiveness

The operations of the Committee were reviewed as part of the internal Board evaluation led by the Chairman in March 2022; the Committee was found to be operating effectively. For more details of this exercise, please see page 83.

Summary of meetings in the year

The Committee held five meetings during the year. Over the course of the year the Committee considered and discussed the following significant matters:

- The search for, and appointment of, William Rucker as Chair of the Company. The Committee set parameters for a search (having discussed desired skills and experience and the importance of diversity to the Board), reviewed long-lists and short-lists of candidates provided by Russell Reynolds Associates, conducted interviews with a number of candidates and approved the offer of the role to Mr Rucker.
- The search with Russell Reynolds for, and recruitment of, David Bicarregui to succeed Vijay Bharadia, who will retire from the Board and his role as CFOO in July 2023. The Committee's search was focused on ensuring the ongoing balance of skillsets and experience on the Board.
- Whether it may be appropriate to appoint further NEDs to the Board to supplement the existing skillsets of the Board and to assist with long-term succession planning. It was concluded that in the current year no further appointments were needed, but this should be reviewed in the coming months by the Committee under the leadership of the new Chair.
- The appointment of Rosemary Leith as Chair of the Risk Committee following the retirement of Kathryn Purves from the Board.
- A detailed review of succession planning in respect of senior executive positions, including each Executive Director and other key leadership personnel within the organisation.
- The employee engagement NED, Amy Schioldager, provided insights on the culture of the Group and other feedback from the ongoing informal engagement programme to a joint session of the Committee and the Board. This was based on her engagement during the year with several groups and included the views of a wide range of employees drawn from a number of the different geographies in which the Group is active. She regularly met employees virtually or in person in groups of 10-12 and sought their views on a range of issues; more details are provided on page 22.

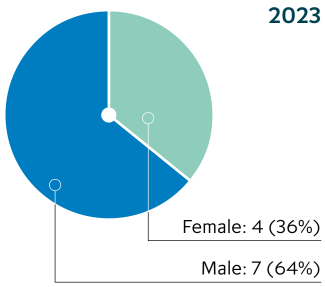
Other matters considered

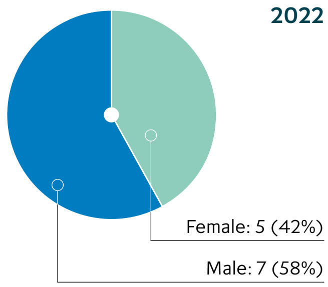
The Committee also conducted a review of the size and composition of the Board and its Committees, the skillset of all Directors, their ongoing training and development and the independence of NEDs. No points of concern were raised.

Diversity is very important to our Board. For the financial year ending 31 March 2023, we were compliant in respect of all Listing Rule requirements for board diversity – the percentage of female Board members was above 40%, we had a female SID (until Kathryn Purves stepped down as SID on 31 January 2023) and one Director from an ethnic minority background. At the date of publication, as a result of changes to the Board (namely the departure of Kathryn Purves in April 2023 and the retirement of Vijay Bharadia in July 2023), we are focusing efforts on hiring further Directors to increase diversity on the Board. The Committee monitors the diversity of the Group with a specific focus on senior management roles and their direct reports (see page 28). We are aware of the Listing Rules requirements for gender diversity in senior board roles and are factoring this in to our considerations.

Board gender diversity

2023 figures are as at publication date - throughout the year ended 31 March 2023 female Board representation was above 40%, see page 82 for more details.





Number of senior positions on the board at current date: Male: 4; Female: 0

Reporting table on ethnicity representation

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)
White British or other White (Including minority-white groups)	9	82%	3
Asian/Asian British	1	9%	1
Not specified/ prefer not to say	1	9%	

Non Executive Director area of expertise

Name	Asset Management	Investment	UK Corporate Governance	International	Risk Management	Financial
William Rucker (Chair)	●	●	●			●
Virginia Holmes	●	●	●	●		
Rusty Nelligan				●	●	●
Amy Schioldager	●	●		●	●	
Andrew Sykes (SID)	●	●	●		●	●
Stephen Welton	●	●			●	●
Rosemary Leith		●	●	●	●	
Matthew Lester	●	●	●		●	●

Remuneration Committee Report

AREAS OF FOCUS

Remuneration policy

- Continuous assessment of the effectiveness of the Group's remuneration policy
- Consideration of shareholder and representative shareholder bodies' feedback
- Consideration of business requirements and competitive landscape

Key performance indicators

- Setting of KPIs for the Executive Directors
- Monitoring performance against those KPIs

Governance, stakeholders and shareholders

- Consideration of feedback from shareholders
- Adherence to regulatory requirements

Executive remuneration

- Determination of Executive Directors' awards
- Review of awards payable to all material risk takers

Oversight of awards

- Determination of variable pay awards from the Annual Award Pool (AAP)
- Review of market data on award levels

Committee members

- Virginia Holmes (Chair)
- William Rucker
- Andrew Sykes
- Rosemary Leith
- Stephen Welton

Contents:

The role of the Committee is to support the Board in developing and implementing the remuneration policy, ensuring alignment with shareholders and company strategy, identifying and managing risk, complying with regulations, and promoting good conduct.

Dear shareholders

I am pleased to present the Committee's Report (the Report) for the year ended 31 March 2023.

The Report comprises three parts:

- This introductory statement, which explains the key decisions made by the Committee during, and in respect of FY23;
- The Annual Report on Remuneration for FY23. This details the performance and remuneration outcomes, and the governance process, together with my introductory statement and the 'at a glance section'. It is subject to the usual advisory vote at the AGM; and
- The Directors' Remuneration Policy (the Policy), including details of proposed modifications to the Policy. The Policy is subject to the usual triennial shareholder vote at the AGM.

Directors' Remuneration Policy and shareholder consultation

Our Directors' Remuneration Policy was last approved by shareholders in 2020, with 94.43% of votes in favour. Last year's Directors' Remuneration Report received overwhelming backing, with 98.34% of votes cast in favour. We are pleased that these results indicate strong and continued support from our shareholders for the Policy and its implementation. The Committee has undertaken a thorough review of the Policy in preparation for the triennial vote at the AGM this year.

We consulted widely with shareholders on a number of possible changes to the Policy and its implementation. These included a proposal to introduce a 'Super Stretch' performance level, above maximum, in the financial performance metrics used in the variable pay plan. This was intended to help drive outstanding levels of performance and return to shareholders, and to assist in recruitment and retention of talent. It was to be accompanied by a higher variable pay maximum above the current maximum levels.

The Committee also consulted on a proposal to re-position the base salary of the CEO/CIO (currently £410k) over a two-year period, as it is far adrift from benchmark levels (which are typically £750k-£800k). The need to re-position base salary has also been highlighted by our recent recruitment of a new CFO, where, to attract the preferred candidate, it was necessary to offer a base salary that is 46% higher than the current CEO/CIO base salary. Modest changes were also proposed to the base salaries of the other Executive Directors for FY24, to recognise the breadth of their roles and market levels of base salary.

We are grateful for the time and attention shareholders gave to the consultation. Some shareholders were fully supportive of all the proposals. Others felt that, whilst they understood the Committee's rationale, a higher variable pay maximum (even with the additional Super Stretch performance requirement), was difficult in the current economic and cost -of- living context. However, the majority supported the re-positioning of the CEO/CIO's base salary, given its substantial discount both to market benchmark levels and internal comparators.

Following the consultation process, the Committee carefully considered the feedback received, and in light of it, has decided not to proceed with the proposal to introduce the Super Stretch performance level or the accompanying increase in the higher variable pay maximum. We shall continue to monitor the effectiveness of the Policy going forward in enabling ICG to compete effectively for talent and support the business strategy. We may need to reconsider the question of variable remuneration levels for outstanding performance in future Policy periods.

The Committee decided that it should proceed with a phased re-positioning of the CEO/CIO's base salary, as it has become so far removed from market norms for CEOs in listed companies of ICG's size and scope, and this change was supported by the majority of respondents to the consultation. The original proposal was to re-position the base salary from the current level of £410k, to £750k in two steps: to £600k (46%) for FY24 and to £750k (25%) for FY25. We have decided to re-position more gradually, staging the increases over three years rather than two, and spreading these more evenly than in the original proposal. The proposed increases are now in the following three steps: to £500k (21.95%) for FY24; to £615k (23%) for FY25; and, to £750k (21.95%) for FY26. We had also proposed to move the base salary of the CPEAO (currently £442k) to £500k in FY24, to recognise the breadth of this role. However, we have also decided to spread this over two years, and to set the increase to £467,500 for FY24 (i.e. 5.77%), below the average increase for the wider workforce (6.52%), with the balance to £500,000 in FY25.

For the CFO role and CPEAO role, the Committee proposes to express the total variable pay maximum as a multiple of base salary rather than a monetary amount, from FY24 onwards. This approach is the norm for other listed companies. These multiples will be 4x base salary for the CFO role and 3.5x base salary for the CPEAO role. These are the same as the effective multiple that applied for the CFOO role, and slightly less than the effective multiple that applied to the CPEAO role, when the Policy was last approved by shareholders in 2020.

For the CEO/CIO, the Committee proposes to retain the current variable pay maximum of £6m for the Policy period FY24-26, but to transition to express this as a multiple of base salary from the start of FY26 once the phased base salary increases, described above, have been completed. The planned increases will take the base salary to £750k for FY26. The total variable pay maximum for the CEO/CIO would be 8x base salary (i.e. £6m) for FY26 and will then be reviewed as part of the next Policy review.

The Committee will continue to defer a high percentage (at least 70%) of total variable pay into ICG shares, vesting in thirds after 3, 4 and 5 years from the date when the variable pay is awarded.

Pension levels for current and future Executive Directors are already set no higher than the level for the majority of our UK employees (12.5% of base salary).

Further details of these Policy changes can be found on page 118.

Corporate Governance Code remuneration requirements

Our remuneration policies and practices comply with the remuneration requirements of the Corporate Governance Code, including in the following areas:

Strategic rationale and remuneration levels

Remuneration policy and practice within ICG are designed to support the strategy of the business, with a clear emphasis on sustainable, profitable growth. The variable pay structure for Executive Directors is simple, with a single performance scorecard containing clear financial and non-financial KPIs. This remains unchanged under the proposal for our Policy update. The scorecard drives a single variable pay award of which at least 70% is deferred into ICG shares, vesting over a 5-year period to promote long-term alignment. Executive directors also have in-service and post-exit shareholding requirements. The policy aligns to our company culture of recognising and rewarding performance and delivering outstanding annual and long-term value for stakeholders.

Each Executive Director has a target and maximum variable pay level, providing clear remuneration levels based on performance. The quantum of total remuneration at 'threshold', 'target' and 'stretch' performance levels is set appropriately and proportionately to ensure that the quantum of total remuneration at each level corresponds with performance. Payment of variable pay is also subject to maintaining robust risk and compliance controls, reinforced by malus and clawback provisions, with key 'triggers' as set out in the Directors' Remuneration Policy. The Committee also considers, prior to each year's award, whether discretion should be exercised to take account of wider performance or other relevant factors.

Engagement with shareholders and the workforce

The Committee closely monitors shareholder guidance and feedback on remuneration. Shareholder voting on AGM remuneration resolutions is reviewed annually, and major shareholders are directly consulted each year if they have indicated any disagreement with ICG's remuneration policy or practices. During annual engagement meetings, major shareholders have the opportunity to provide feedback to the Board and Remuneration Committee on ICG's remuneration approach.

There are a number of existing channels of communication with employees regarding ICG's remuneration policies, including executive remuneration and its alignment with wider company pay policy. Our company-wide employee engagement surveys, which during this financial year were conducted in June and November, enable colleagues, on a confidential basis, to provide feedback on a full range of employment issues, including remuneration. The NED responsible for employee engagement also holds a number of formal and informal sessions with employees during the year in individual and group forums across various locations. During these sessions employees are invited to provide feedback and comments on any issues of importance to them, including remuneration policies.

The Committee also receives regular feedback on how employees perceive the Group's remuneration policies and practices, and how these have influenced recruitment, retention and motivation of colleagues. This information is used by the Committee in its monitoring and development of remuneration policies.

Variable pay: a focus on long-term performance and leadership

Our remuneration approach encourages and reflects sustained, long-term performance, which aligns our executives to the interests of our shareholders. We make a single variable pay award each year to Executive Directors, based on a balanced scorecard of key performance indicators (KPIs) and funded from our capped Group variable pay pool (the Annual Award Pool – 'AAP').

The AAP is funded from the cash profits which the Group realises from its fund management business and its investments. It is capped at 30% of realised profits, annualised over a five-year period. Furthermore, for Executive Directors, at least 70% of the variable pay award is deferred over five years into shares, with vesting in three equal tranches after the third, fourth and fifth anniversaries of award. Prior to setting the targets for FY23, the Committee again completed an extensive review of the quantitative KPIs and refined the deliverables for the qualitative KPIs to ensure both were appropriately stretching and linked to strategic priorities. The KPIs were tested robustly and continue to be fully aligned with shareholders' goals and our Group's Strategic Objectives of growing AUM, investing selectively, and managing portfolios to maximise value.

The KPIs reflect the Group's long-term strategic goals and near-term operational priorities against the backdrop of the Group's continued evolution and the excellent progress in scale and diversification, as well as leadership on Diversity, Equity & Inclusion and Sustainability. They also reflect our position in the alternative investment industry as a leader of sustainable, inclusive business practices.

Each Executive Director has a target variable pay level and a maximum cap, the latter payable for outstanding performance only, relative to the annual targets set in the context of the evolution of the firm and its market environment. The Committee also liaises closely with both the Audit and Risk Committees to ensure that risk and audit matters are taken into account in determining the remuneration levels for the Executive Directors.

Business performance and remuneration for FY23

Against the backdrop of a complex and dynamic economic landscape and growing geopolitical and economic uncertainty, we are proud that business performance in the year ended 31 March 2023 continues to be very strong. ICG raised $10.2bn in new funds (which means that the three-year stretch KPI target was exceeded by $500m). The FMC (Fund Management Company) operating margin was 57.5%, which is an outstanding result given the investments the Group continues to make as it delivers on its growth strategy and the pressures of a high-inflation environment. Pre-Incentive Cash Profit (PICP) showed commensurately strong results for this year, at £531.8m.

We have a long-standing policy of awarding variable pay across the workforce of not more than 30% of PICP, measured on a five-year rolling basis. The Committee has determined that £109.9m should be awarded to eligible employees under the AAP for the year ended 31 March 2023, compared with £115.9m in the prior year. This is the result of continued strong individual and corporate performance and also takes into account an increase in bonus-eligible staff of 10.1% year-on-year. The awards are in the form of cash bonuses, deferred ICG share awards, and Deal Vintage Bonus (DVB) awards. DVB awards are a long-term incentive rewarding certain investment staff, excluding Executive Directors, for intra-year capital deployment.

The Committee has allocated 22.6% of PICP to the AAP on a five-year cumulative rolling percentage basis, which is 7.4 percentage points below the maximum 30% permitted under the Policy. This Policy provides a focus on long-term performance and only takes account of cash profits, thus aligning with shareholders' interests fully. It also allows us to even out some of the potential volatility in remuneration, where appropriate, and this, as well as the use of our Business Growth Pool (BGP), provides capacity to continue to develop the business through market cycles.

In addition to the AAP, and in accordance with the Policy, the Committee allocated £10.7m to the BGP to fund incentive awards during the year for teams developing new investment strategies which have not yet completed a fundraise. These include our Life Sciences, Infrastructure Equity Asia, Real Estate Opportunistic Equity for both Europe and Asia and US Mid-Market strategies. This pool excludes Executive Directors. This year's BGP award compares with £6.7m awarded in the prior year.

Executive Director variable remuneration for FY23

The total remuneration for the year for each Executive Director is shown in the table on page 107.

The variable pay awards reflect the very strong and continued performance across the Executive Director KPIs, as detailed in full in this Report. The targets and stretch levels for each KPI were set at a demanding level – especially in the more challenging fundraising and investment environment in FY23. The KPIs were weighted 65% on financial performance and 35% on non-financial criteria reflecting an increase in the weighting on financial performance for the CFOO and CPEAO which has previously been 60%. The total variable pay award for the CEO/CIO was determined in line with the performance achieved relative to the KPIs and target ranges that were set. The Committee exercised its discretion to make slightly lower awards to the CFOO and CPEAO than strictly formulaic KPI calculations would indicate. This reflects the nature of these roles and their scope to influence Group financial results and other KPIs relative to that of the CEO/CIO. Consequently, the Committee made variable pay awards of £5,850,000, £1,900,000 and £1,425,000 respectively to the CEO/CIO, CFOO and CPEAO this year.

80% of the CEO's variable pay award and 70% of the CFOO's and CPEAO's variable pay awards were deferred into ICG PLC shares vesting in equal tranches on the third, fourth and fifth anniversaries of award.

Board Changes

We were delighted to welcome William Rucker to the Board as Chair in January 2023. The annual fee for the role was set at £375k, in line with the median for comparable, listed financial services companies in the UK.

As previously announced, Vijay Bharadia will step down from the Board and his role of CFOO at the FY23 AGM. His 12-month notice period commenced on the date of the announcement (21 February 2023). He receives contractual payment in lieu of notice paid in monthly instalments for the remainder of his 12-month period, subject to mitigation. Although he is continuing to perform the Board CFOO role during the period from 1 April 2023 to the AGM in July, he will not receive variable pay in respect of this period. As a good leaver, he retains the deferred variable pay awards he earned in respect of performance in previous years. These will vest on the normal vesting dates (in thirds after 3, 4 and 5 years from grant), subject to a non-compete agreement. He is also required to retain his in-employment shareholding requirement of 2x base salary for two years post-employment. Further details of his leaving arrangements are provided in this Report.

I would like to take this opportunity to thank Vijay Bharadia for his valuable service over the past four years and we are looking forward to welcoming David Bicarregui as his successor. David has joined ICG in April and will stand for election to the Board at the AGM. To secure his appointment, the Committee agreed to a base salary of £600k, which is lower than his previous salary. David's maximum variable pay will be 4x base salary, which is the same effective multiple that applied to Vijay Bharadia when the Policy was last approved by shareholders in 2020 and is in line with the market, median total variable pay multiple for listed companies of our size.

Total Shareholder Return (TSR)

ICG has continued to deliver strong TSR performance. For the ten years to 31 March 2023, TSR was 327.3% versus 23.0% for the FTSE All Share Index.

Conclusion

Our Policy provides a clear, simple and predictable remuneration model, which helps drive and sustain the achievement of our corporate strategy as well as a prudent approach to risk. We believe that the updated Policy proposal recognising shareholder feedback, represents a natural continuation of these principles, taking into account the evolving landscape of alternative asset management and ICG's very strong position within it.

I hope you will provide your support for the proposed Directors' Remuneration Policy, and for the Directors' Remuneration Report for FY23.On behalf of the Remuneration Committee, I would like to thank all of our shareholders for their continued support.

Virginia Holmes
Chair of the Remuneration Committee

24 May 2023

Remuneration at a glance

Executive Remuneration Framework and Policy Summary for FY23

Purpose and link to strategy	Operation	Maximum opportunity	Outcomes for FY23
Base Salary Adequate to recruit and retain Executive Directors to deliver the strategic objectives of the Group	Normally reviewed annually with any changes generally applying from the start of the financial year	In considering increases, the Committee assesses the range of salary increases applying across the Group, and local market levels	For FY24, the CEO's salary is increased by 21.95% to £500,000 as explained in the introduction to this Report. The CPEAO's salary is increased by 5.77% to £467,500, which is below the average for the wider workforce of 6.52% . The current CFOO's salary remains unchanged as he is stepping down from the Board in July.
Benefits Adequate to recruit and retain Executive Directors to deliver the strategic objectives of the Group	Benefits currently receivable by Executive Directors include life assurance, private medical insurance and income protection	Provision and level of benefits are competitive and appropriate in the context of the local market	There have been no changes to the Executive Directors' benefits provision this year
Pension Adequate to recruit and retain Executive Directors to deliver the strategic objectives of the Group	All Executive Directors are entitled to a pension allowance payable each month at the same time as their salary	A pension allowance of no more than the level available to the majority of the Group's workforce in the relevant location is provided	The Executive Directors' pension allowances are set no higher than the majority of the Group's workforce with the CEO and CPEAO at 12.5% and the current CFOO at 10%; there have been no changes this year
Total variable pay award Adequate to recruit and retain Executive Directors to deliver the strategic objectives of the Group	The total variable pay award consists of the Cash Bonus Award and ICG PLC Equity Award (see below)	Max variable pay awards to Executive Directors are £6m for the CEO/CIO, £2m for the CFOO and £1.5m for the CPEAO	Variable pay awards for the CEO, CFOO and CPEAO were £5.85m, £1.9m and £1.425m respectively. 80% of the CEO's award and 70% of the awards for the other Executive Directors were deferred into shares, vesting over 5 years
ICG PLC Equity Award Rewards achievement of business KPIs, cash profits and employing sound risk and business management and aligns the interests of Executive Directors with those of shareholders	At least 70% of an Executive Director's total variable pay award shall be delivered in ICG PLC Equity Shares normally vest by one third in each of the third, fourth and fifth years following the year of grant	See details above in relation to the overall annual variable award	80% of the CEO's variable pay award and 70% of the CFOO's and CPEAO's variable pay awards were deferred into ICG PLC shares

Business performance

Profit Before Tax

£251.0m

(2022: £565.4m)

Third-Party Assets under Management[1]

$77.0bn

(2022: $68.5bn)

Ordinary Dividend per Share

77.5p

(2022: 76.0p)

Five-year AAP overview

We have a long-standing policy of awarding variable pay across the workforce of not more than 30% of PICP measured on a five-year rolling basis. The Committee has determined that £109.9m should be awarded to eligible employees under the AAP for the year ended 31 March 2023, compared with £115.9m in the prior year.

	FY19	FY20	FY21	FY22	FY23	Cumulative
Percentage of PICP over five years rolling	23.6%	22.2%	23.6%	24.4%	**22.6%**	22.6%
Spend on incentives (£m)	78.0	70.8	87.2	115.9	**109.9**	461.8
Number of employees	336	408	470	525	**582**	

1. During the year the Group updated its AUM measurement policy, see page 54.

KPI performance outcomes

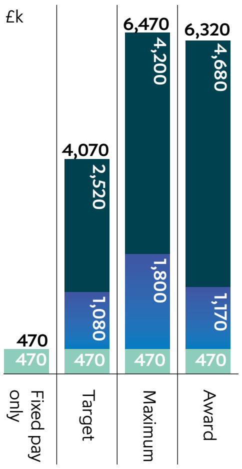
KPI	Link to strategic objectives	Threshold	Target	Stretch	FY23 Outcome
Quantitative KPIs					
Fundraising (three-year annualised)	1	$12.4bn	$13.2bn	$14.0bn	$14.5bn
Realised Portfolio Returns	2 3	4%	5.2%	7%	18.7%
FMC Operating Margin	1 2 3	45%	47%	50%	57.5%
Net Gearing	N/A		<0.75x		0.50x
Qualitative KPIs (% of max)					
Strategic Development	1 2 3				95%
Culture, DE&I and Sustainability	1 2 3				95%
Operating Platform & Risk Management	1 2 3				85%

Strategic alignment: 1 Grow AUM 2 Invest selectively 3 Manage portfolios to maximise value

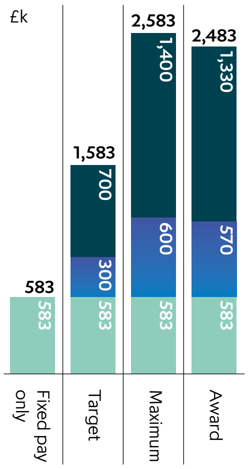
Read more about performance on page 104.

Total remuneration (actual vs target)

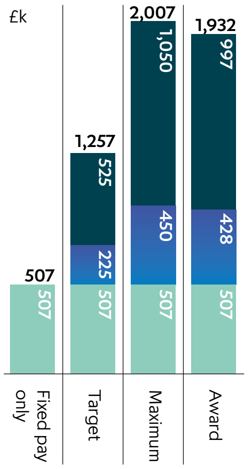
Benoît Durteste



Vijay Bharadia



Antje Hensel-Roth



Fixed pay Cash Bonus Award ICG PLC Equity

Executive Director performance

Awards in respect of annual performance[1]

KPI	Link to strategic objectives	Threshold	Target	Stretch	FY23 Outcome	CEO weighting	CFOO weighting	CPEAO weighting
Quantitative KPIs								
Fundraising (Three-year annualised)	1	$12.4bn	$13.2bn	$14.0bn	**$14.5bn**	**27.5%**	**20.0%**	**27.5%**
Realised portfolio returns	2 3	4%	5.2%	7%	**18.7%**	**15.0%**	**10.0%**	**10.0%**
FMC operating margin	1 2 3	45%	47%	50%	**57.5%**	**20.0%**	**27.5%**	**25.0%**
Net gearing[2]	N/A		<0.75x		**0.50x**	**2.5%**	**7.5%**	**2.5%**
Qualitative KPIs					**% of max**			
Strategic development	1 2 3				**95.0%**	**15.0%**	**10.0%**	**15.0%**
Culture, DE&I and Sustainability	1 2 3				**95.0%**	**12.5%**	**12.5%**	**12.5%**
Operating platform and risk management	1 2 3				**85.0%**	**7.5%**	**12.5%**	**7.5%**

Strategic objectives

1. Grow AUM
2. Invest selectively
3. Manage portfolios to maximise value

1. The on-target variable pay levels are 60% of maximum for the CEO and 50% of maximum for the CFOO and CPEAO. 25% of maximum is payable for threshold performance, and 100% of maximum for performance at stretch level or above.
2. The Board did not set threshold and stretch targets for net gearing but a target of <0.75x, which was met.

Executive Director Performance continued

At the outset of FY23, the Committee set stretching targets across all KPIs, commensurate with the continued growth and success of ICG and taking into account deteriorating market conditions. The Committee also reviewed the weightings between financial and non-financial KPIs and brought these in line for each Executive Director at a 65% weighting towards financial and a 35% weighting towards non-financial KPIs (previously, that split had been 60% to 40% for the CFOO and CPEAO). Individual KPIs within the two sections have been weighted differently to take account of the differences in executive roles.

Market conditions notwithstanding, ICG has delivered another very strong year, distinguishing itself further as a leader and high performer across market cycles. Stretch targets for the financial KPIs have been exceeded and performance against non-financial KPIs, which lay the foundations for sustainable success over the long-term, has been similarly strong.

Financial KPIs:

1. Fundraising

How performance is measured

Given the increased guidance to the market in June 2021 of US$40bn to be raised over four years with a minimum of US$7bn in any given year and our exceptional record fundraising in FY22, we increased the targets for our fundraising KPI as follows:

- The threshold target was raised from $6bn to $12.4bn annualised over three years
- The on-target was raised from $8bn to $13.2bn annualised over three years
- The stretch target was raised by ~20% from $11.5bn to $14bn annualised over three years

Performance achieved this year

ICG has exceeded its annualised target of $13.2bn by 9.6%, reaching $14.5bn annualised over three years and $10.3bn intra-year. This exceeds the KPI stretch target by $500mn / 3.6%.

We note that this very strong performance has been achieved against the backdrop of this being the lowest market fundraising year in Europe since 2015, with private equity down 37% year-on-year (source: Preqin/Evercore). The denominator effect, LPs' risk-off considerations in light of macro-economic and geo-political uncertainties, and a high saturation of funds competing for capital are well documented. Amid these challenges, ICG's multi-year strategy and client diversification continues to pay off, with particular success in the US, the Middle East and Asia.

2. Realised Portfolio Returns

How performance is measured

Realised Portfolio Returns measure the realised weighted investment returns in aggregate relative to the weighted average performance hurdle, which differs depending on the underlying investment strategy. As there is no recognised benchmark for the full suite of ICG's investment strategies, the Committee has opted for this measure as a clear expression of performance relative to the targets we agree with our clients for each investment strategy.

Despite the more difficult market context this year, the Committee retained the previous target levels for threshold, target and stretch.

Performance achieved this year

Investment performance, which forms the basis of future fund raising, growth of fee income and therefore FMC profitability, continues to be exceptional, putting ICG in a strong position for continued success. This has been tested and confirmed during this year's fundraising environment, and ICG's success despite the external headwinds is a strong reflection of its investment excellence – this year, Realised Portfolio Returns reached 18.7%.

3. Operating Margin

How performance is measured

Given that ICG's fundraising cycle had always planned for FY23 to be a year during which there would be naturally fewer funds in the market with fees on committed capital and thus lower fee flow; compounded by economic uncertainty, and significant inflation, the Committee adjusted the FY23 FMC Operating Margin KPI thresholds as follows vs FY22:

- Threshold from 47% to 45% (which was still higher than FY21 at 43%);
- On-target from 49% to 47% (which was still higher than FY21 at 45%); and
- Stretch from 51% to 50% (equal to FY21).

We consider these to be highly stretching, both relative to the wider UK market and our global competitors with a similar asset class mix and fee base as well as given the continued need to invest in what remains a high-growth business.

Performance achieved this year

Based on strong fundraising, significant revenue growth and a disciplined approach to cost management, the outperformance target was significantly exceeded with an FMC operating margin of 57.5% . We note that this includes catch-up fees which are not expected to repeat next year to the same extent.

4. Net Gearing

How performance is measured and performance achieved this year

In light of shareholder guidance changing to a gearing target of <1x, the Committee has retained this KPI at <0.75x. The net gearing as at the end of FY23 is 0.50x, demonstrating prudent balance sheet management.

Non-Financial KPIs:

5. Strategic Development

How performance is measured

Key elements of ICG's strategic evolution as a market-leading alternative investment firm include the refinement of our positioning through selective diversification and growth; enhancing our presence in key geographies and distribution channels; and furthering our bench strength in terms of capabilities across all areas of the firm. This year, the Committee has set an additional focus on managing deteriorating market conditions.

Performance achieved this year

ICG has performed very well in upholding fundraising, growing new markets and clients, deploying selectively, exiting transactions very successfully thus enhancing its reputation for delivering for LPs, as well as continuing to future-proof its business infrastructure.

To further enhance our geographical footprint, two new investment teams were recruited in Asia focusing on Infrastructure Equity and Real Estate Equity respectively; the firm's Northern European coverage through establishing presence on the ground in Copenhagen; and, in the US, continuing to drive for growth in investment impact, assets and clients, underlined by the opening of a new, ambitious New York office.

Bench strength continues to be a critical component of strategic planning. Succession planning is very strong, with exceptional progress made on external hires who are settling well into their new roles, as well as, increasingly, internal step-up candidates coming into their own. We have seen particularly strong succession outcomes in the European Corporate team, Strategic Equity, SDP, Real Estate and MCR. Comprehensive talent development programmes are now strongly embedded. Pro-active engagement with external talent continues across all business units, with a view to selectively taking advantage of changing market conditions.

6. Culture, DE&I and Sustainability

How performance is measured

ICG's culture, inclusive environment and commitment to sustainability form the key building blocks of our success. We set stretching targets to cement our position as a DE&I leader within the alternative investment industry and uphold the significant progress made on diversity, including having at least 30% of senior leadership roles held by women; further enhancing an environment in which inclusion thrives through: employee engagement programmes; driving an impactful CSR agenda; and further establishing ICG as a leader in sustainability within our industry and progressing towards our net zero goal.

Performance achieved this year

Culture

ICG is moving to a more inclusive leadership model, away from narrow committee structures and towards somewhat larger, more representative groups sharing a vision, ideas and challenge as well as to create more cultural cohesion amongst senior leaders.

Engagement continues to be strong: our internal communication platform has a high 85% participation rate across the firm; several staff roundtables were held with NEDs to share views with the board; and two engagement pulse surveys were conducted over the year, showing continuously good scores, in particular in terms of Leadership, Inclusion and Recognition.

Opportunities to participate financially in the success of the firm have been very well received: the participation rate for our Sharesave plan is 63% and our fund co-investment programme is open to all permanent employees, with high take-up.

DE&I

ICG was delighted to be ranked #1 globally in Honordex, measuring DE&I efforts, initiatives and outcomes in the Private Equity industry, as well as ranked as a global leader in each sub-category. DE&I reporting, including our Sustainability & People Report, continues to be positively reviewed and the extent of our disclosures has contributed to high external rankings.

Our external visibility on DE&I initiatives continues to increase, positioning the firm as a thought leader across the industry.

In the UK, senior women in global leadership roles currently account for 32% of total, thus continuing to fulfil the goals set under the Women in Finance Charter; and our ethnic diversity outstrips the underlying UK population[1].

Employee networks play an integral part in the success of integrating DE&I fully and deeply in the firm. They are very well supported, visibly showcased and events are numerous and well-attended. This is complemented by a top-down approach which holds leaders at all levels to account culturally, financially and in career terms for their DE&I efforts and outcomes.

Hiring across all business units is approaching balance: women constituted 46% of global new joiners and 52% of new joiners in the UK, where the majority of our corporate functions are based. 33% of new hires in the UK identified as an ethnic minority.

Sustainability

Very strong progress has been made in further cementing ICG's position as a Sustainability leader, and we were delighted to further upscale and enhance the team under excellent leadership.

Progress towards net zero:

15% of relevant investments, by invested capital, and 28% by number, have set Science Based Targets (SBTs) within the first year across all five strategies in scope. There is a strong pipeline of submitted SBTs expected in FY24 as result of the work done this year.

99% of raised capital in scope of Sustainable Finance Disclosure Regulation (SFDR), since March 2021, has been in products that promote environmental and/or social characteristics (Article 8). Additionally, all relevant fund bridge financing, i.e. that for Europe VIII and Real Estate Debt VI, was linked to Sustainability KPIs, leading to a benefit in margin reductions of 5bps and 2bps respectively.

1. Our UK population make-up by the end of FY23 was 66% white, 23% BAME and 11% not specified; whereas the UK population according to ONS 2021 is 81% white, 13.8% Asian and Black, and 5.2% other.

Executive Director Performance continued

Report quality and thought leadership:
ICG's third TCFD report was published and recognised as a leading example by the BVCA & KPMG TCFD guidance for the Private Equity sector. ICG continued to take part in Carbon Disclosure Project Climate Change Assessment, regaining its A- leadership score, and S&P Corporate Sustainability Assessment, increasing its score from 59 to 65 which resulted in ICG's inclusion in the DJSI Europe Index for the first time. Our 2022 Sustainability & People report published to positive reactions, drawing on established sustainability/ESG reporting standards (GRI, SASB).

ICG maintained its leadership role in industry initiatives such as co-chairing the iCI Carbon Footprinting and Private Credit working groups and and joined the Taskforce on Nature-related Financial Disclosures (TNFD) Forum, which is developing and delivering a risk management and disclosure framework for organisations to report and act on evolving nature-related risks.

Charity
The Committee was especially pleased with the firm's commitment to developing and expanding the support provided by ICG and its staff individually for a range of charities in the countries where the firm operates.

ICG successfully implemented its new charity framework focusing on education for talented, disadvantaged young people as well as on enhancing access to the investment industry for underprivileged groups. These programmes were implemented in partnership with The Access Project and UpReach in the UK, as well as SEO in the UK, France and the US. This was complemented by grass-roots efforts for local charities in local offices, individual donation matching and other ad-hoc donations such as to the Earthquake appeal.

In addition, through its #MillionMeals initiative, ICG provided free meals to individuals and families in need in the UK, continental Europe, the US and Singapore.

More than a third of all staff globally volunteered their time, with commitments ranging from one-off events in foodbanks to year-long, regular tutoring of underprivileged students.

In total, donations of £2.5mn were made to these efforts.

7. Operating Platform and Risk Management

How performance is measured

One of the critical performance indicators for our successful growth is continuously refining our operating platform as a driver for scale and excellence whilst ensuring that we maintain very high standards for our risk management and control environment.

Performance achieved this year

Efficiency and Scalability
To future-proof and scale our operational infrastructure efficiently, ICG has set up a hub in India through an outsourcing provider. First staff members, who will operate as members of our international teams, have joined, supporting a range of corporate functions.

Improvements in fund operations continue, with a particular focus on enhancing client service. This has included establishing a new, dedicated client onboarding function as well as upskilling and consolidating middle office and operations management.

Risk Management
Control functions were further enhanced in line with the firm's growth and complexity, and a Combined Assurance map was implemented to enable an assessment of governance, risk management and control processes provided by ICG's three lines of defence. The Compliance and Risk functions were combined under one leadership, with internal promotions into both the Head of Compliance and Risk and the Head of Risk roles.

No material control breakdowns during FY23 were noted by Risk, Compliance or Internal Audit.

Executive Director remuneration:

In considering the awards to be made to the Executive Directors, the Committee took into account overall performance as a leadership team as well as their individual contributions to the overall performance in relation to the quantitative and qualitative objectives.

Having considered his delivery across the range of KPIs, the Committee made a total variable pay award to Benoît Durteste of £5,850,000, comprising an annual Cash Bonus Award of £1,170,000 and a deferred PLC Equity Award of £4,680,000, reflecting his performance relative to the KPIs and targets set in his dual role as CEO and CIO of the Group.

For Vijay Bharadia, the Committee made a total variable pay award of £1,900,000. This comprises an annual Cash Bonus Award of £570,000 and a deferred PLC Equity Award of £1,330,000. For Antje Hensel-Roth, the Committee determined that an award of £1,425,000 was appropriate, comprising an annual Cash Bonus Award of £427,500 and a deferred PLC Equity Award of £997,500. These were slightly below the strictly formulaic calculation resulting from the performance relative to the KPIs and targets set.

Single total figure of remuneration table (audited)

The following table shows a single total figure of remuneration in respect of qualifying services for the financial year ended 31 March 2023 for each Executive Director who served during the year, together with comparative figures for the previous financial year:

Executive Directors	Salaries £000	Benefits[1] £000	Pension allowance £000	Fixed remuneration £000	Short-term incentives, available as cash[2] £000	Total emoluments £000	Short-term incentives, deferred[3] £000	Total variable remuneration £000	Total remuneration £000	Long-term Incentives[4,5] vested from prior years (legacy awards) £000	Single total figure of remuneration £000
Benoît Durteste											
2023	**410.0**	**14.8**	**45.3**	**470.1**	**1,170.0**	**1,640.1**	**4,680.0**	**5,850.0**	**6,320.1**	**947.5**	**7,267.6**
2022	394.0	23.8	43.8	461.6	1,176.0	1,637.6	4,704.0	5,880.0	6,341.6	1,509.4	7,851.0
Vijay Bharadia											
2023	**520.0**	**16.6**	**45.9**	**582.5**	**570.0**	**1,152.5**	**1,330.0**	**1,900.0**	**2,482.5**	**–**	**2,482.5**
2022	500.0	18.6	44.4	563.0	552.0	1,115.0	1,288.0	1,840.0	2,403.0	–	2,403.0
Antje Hensel-Roth											
2023	**442.0**	**15.8**	**48.8**	**506.6**	**427.5**	**934.1**	**997.5**	**1,425.0**	**1,931.6**	**–**	**1,931.6**
2022	425.0	16.7	47.2	488.9	405.0	893.9	945.0	1,350.0	1,838.9	–	1,838.9

See page 113 for details of payments to NEDs

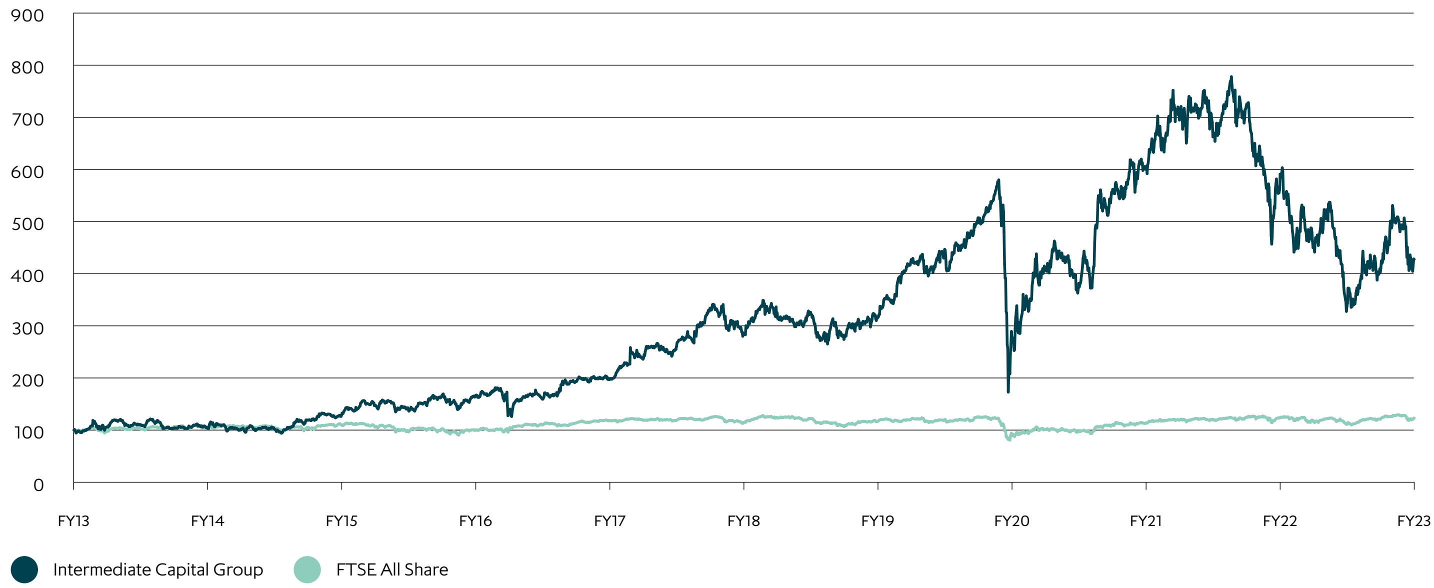
1. Each Executive Director's benefits include medical insurance, life insurance and income protection for the year ended 31 March 2023.
2. This represents the Cash Bonus Award element of the variable remuneration.
3. This represents the ICG PLC Equity Awards made for the year ended 31 March 2023 and deferred over five years vesting in years three, four and five following award.
4. The long-term incentive amounts are legacy award payments received during the year in respect of Deal Vintage Bonus and shadow carry. These awards were made in prior years and are no longer available to Executive Directors. FY12, FY14 and FY17 Deal Vintage Bonus awards were distributed in FY23.
5. Share price movements do not have any impact on the value of long-term incentives vesting during the current year (legacy awards).

Performance graph of Total Shareholder Return (ten years)

The graph below shows a comparison between the Group's total shareholder return performance and the total shareholder return for the FTSE All Share index. The graph compares the value at 31 March 2013 of £100 invested in Intermediate Capital Group plc with the FTSE All Share Index over the subsequent ten years. This index has been chosen to give a comparison with the average returns that shareholders could have received by investing in a range of other UK listed companies.

The TSR for the Company during this period has been 327.3%, compared to 23.0% for the Index.

Total shareholder return



Total remuneration of the Chief Executive Officer

The table below details the total remuneration of the CEO for the past ten years. The amounts are presented on the basis of the Single Total Figure of Remuneration Table (see page 107) and include some deferred compensation awarded in previous years but reported in the year received.

£000	Financial year	Total remuneration	Percentage of maximum opportunity of short-term incentives awarded	Percentage of maximum opportunity of long-term incentives awarded
Benoît Durteste	2023	7,268	97.5%	N/A
	2022	7,851	98%	N/A
	2021	7,530	95%	N/A
	2020	5,886	84%	N/A
	2019	9,526	87%	N/A
	2018[1]	3,412	77%	N/A
Christophe Evain	2018[1]	183	0%	N/A
	2017	6,888	102%	160%
	2016	4,295	76%	98%
	2015	5,103	80%	98%
	2014	4,797	97%	20%

1. The amounts above have been pro-rated to reflect the transition of the CEO role from Christophe Evain to Benoît Durteste on 25 July 2017.

A comparison of the change of pay of the CEO and the other Directors to that of all employees of the Group is shown on page 110.

Relative importance of spend on pay

The table below illustrates the relative importance of spend on pay compared with other disbursements from profit (namely distributions to shareholders) for the financial year under review and the previous financial year.

	Year ended 31 March 2022	Year ended 31 March 2023	Percentage change
Ordinary dividend paid (£m)	165.7	236.4	42.7%
Permanent headcount at year end	525	582	10.9%
Employee costs (£m)	**262.1**	**256.7**	**(2.0)%**

Directors' interests in shares (audited)

The Directors and their connected persons held the following interests in shares of the Company:

		As at 31 March 2023			
Directors	Shares held outright as at 31 March 2022	Shares held outright as at 31 March 2023	Unvested ICG PLC Equity Award/DSA interests	Unvested or unexercised SAYE options	Shareholding requirement met?
Benoît Durteste	1,141,580	1,367,310	1,318,526	Nil	Yes
Vijay Bharadia	29,744	39,170	237,125	Nil	Yes
Antje Hensel-Roth	2,434	10,071	116,881	1,468	Build-up period
William Rucker	Nil	7,000	N/A	N/A	N/A
Virginia Holmes	10,000	10,000	N/A	N/A	N/A
Rosemary Leith	1,705	1,705	N/A	N/A	N/A
Matthew Lester	4,863	4,863	N/A	N/A	N/A
Rusty Nelligan	150,000	180,000	N/A	N/A	N/A
Kathryn Purves	10,737	20,737	N/A	N/A	N/A
Amy Schioldager	20,000	30,000	N/A	N/A	N/A
Andrew Sykes	15,000	20,000	N/A	N/A	N/A
Stephen Welton	60,000	60,000	N/A	N/A	N/A

Under the Directors' Remuneration policy, the CEO is required to hold shares amounting to 300% of his annual salary and the other Executive Directors are each required to hold shares amounting to 200% of their annual salary, at the share price prevailing on 31 March 2023 with a build-up period for new Executive Directors. Antje Hensel-Roth is still within this build-up period. There are no set shareholding requirements for NEDs, although all are encouraged to purchase a holding to align themselves with shareholders.

As at 24 May 2023, there were no changes in the Directors' share interests from the figures set out in the tables above.

Total pension entitlements (audited)

No Executive Director had a prospective entitlement to a defined benefit pension by reason of qualifying services.

Executive Directors' co-investment in third-party funds

Fund investors expect the CEO/CIO to co-invest in funds to demonstrate his alignment, and as such he has made significant personal commitments from his own resources to 23 of the Group's closed-end strategies. At times, other Executive Directors may also make co-investments from their own resources to demonstrate alignment.

Carried interest on third-party funds

Certain professionals (including the Executive Directors) are expected to invest in carried interest arrangements under which a portion of the carried interest in respect of certain managed funds is available for allocation to investment professionals. Those investment professionals who participate in such arrangements pay full market value for the interests at the time of acquisition. Carried interest on third-party funds is an investment required by third-party fund clients to drive alignment and is not remuneration for services provided to the Group.

The current standard framework with third-party fund investors, which reflects industry standards in the UK and globally, meant that Executive Director carried interest commitments in the year ended 31 March 2023 have ranged between 10% and 15% per relevant fund. Further details of the funds managed by the Group (including an indication of those funds which have carried interest arrangements required by fund investors) can be found on page 215.

Scheme interests awarded during the financial year (audited)

The following table provides the details of scheme interests awarded to the Executive Directors during the year ended 31 March 2023:

Director	Award	Award date	Face value at grant (£000)	Number of shares awarded
Benoît Durteste	ICG PLC Equity Awards	26 May 2022	4,704.0	329,688
Vijay Bharadia	ICG PLC Equity Awards	26 May 2022	1,288.0	90,271
Antje Hensel-Roth	ICG PLC Equity Awards	26 May 2022	945.0	66,232

On 26 May 2022, ICG PLC Equity awards were granted to Executive Directors who had served in the year ended 31 March 2022 in relation to their performance in that year. 80% of the variable pay awarded to Benoît Durteste and 70% of the variable pay awarded to Vijay Bharadia and Antje Hensel-Roth in respect of that year was granted in the form of ICG PLC Equity. Awards vest in tranches of one third at the end of the third, fourth and fifth years following the year of grant. As awards are made on the basis of PICP generated and performance achieved, there are no further performance conditions. The share price on the date of award of ICG PLC Equity Awards was £14.268. This was the middle market quotation for the five dealing days prior to 26 May 2022.

CEO pay ratio

The table below compares the CEO's single total remuneration figure for FY23 to the remuneration of the Group's UK workforce as at 31 March 2023.

	Method	25th percentile pay ratio	Median pay ratio	75th percentile pay ratio
2023	Option A	56:1	34:1	20:1
2022	Option A	66:1	42:1	21:1
2021	Option A	74:1	46:1	24:1

Our ratio is lower than many FTSE companies due to a consistent remuneration approach. The median pay ratio has decreased from 42:1 to 34:1.

Consistent with our calculation methodology in prior years, employee pay is calculated on the basis of the CEO single figure, which is 'Option A' under the reporting requirements. Of the three possible methodologies which companies can adopt (Options A, B or C) we have chosen Option A which we consider the most robust. Option A requires the Group to calculate the pay and benefits of all its UK employees for the relevant financial year in order to identify the total remuneration at the 25th percentile, at the median and at the 75th percentile. Employee pay data are based on full-time equivalent pay for UK employees as at 31 March 2023, in line with the CEO single figure methodology. In calculating these ratios, we have annualised any part-time employees or new joiners to a full-time equivalent (where relevant).

Remuneration for quartile employees	Employee at 25th percentile	Median Employee	Employee at 75th percentile
Salary	75,000	110,000	157,000
Total pay and benefits	129,951	213,185	358,138

Percentage change in remuneration of Directors

The table below details how changes to the Directors' pay compare with the change in the average pay across all employees of the Group. Each figure is a percentage change of the values between the previous financial year and the financial year under review. The total permanent workforce has been selected as the comparator for salaries and fees and short-term incentives. The comparison of the increase in taxable benefits has been made for UK permanent employees only as their remuneration packages are most directly comparable to that of the Chief Executive.

	FY21			FY22			**FY23**		
Percentage change	Salaries/ fees	Taxable benefits	Short-term incentives	Salaries/ fees	Taxable benefits[1]	Short-term incentives[2]	**Salaries/ fees[1]**	**Taxable benefits[2]**	**Short-term incentives[3]**
Benoît Durteste	0.0%	1.7%	22.9%	0.0%	-9.5%	3.2%	**4.1%**	**20.4%**	**-0.5%**
Vijay Bharadia	0.0%	52.3%	23.0%	0.0%	26.7%	15.0%	**4.0%**	**6.3%**	**3.3%**
Antje Hensel-Roth	N/A	N/A	N/A	0.0%	26.7%	22.7%	**4.0%**	**6.3%**	**5.6%**
William Rucker	N/A	N/A	N/A	N/A	N/A	N/A	**N/A**	**N/A**	**N/A**
Andrew Sykes	0.0%	N/A	N/A	0.0%	N/A	N/A	**119.6%**	**N/A**	**N/A**
Virginia Holmes	0.0%	N/A	N/A	4.1%	N/A	N/A	**5.9%**	**N/A**	**N/A**
Rosemary Leith	N/A	N/A	N/A	N/A	N/A	N/A	**12.7%**	**N/A**	**N/A**
Matthew Lester	N/A	N/A	N/A	N/A	N/A	N/A	**15.2%**	**N/A**	**N/A**
Rusty Nelligan	0.0%	N/A	N/A	4.1%	N/A	N/A	**-4.7%**	**N/A**	**N/A**
Kathryn Purves	0.0%	N/A	N/A	4.1%	N/A	N/A	**18.2%**	**N/A**	**N/A**
Amy Schioldager	0.0%	N/A	N/A	0.0%	N/A	N/A	**2.8%**	**N/A**	**N/A**
Stephen Welton	0.0%	N/A	N/A	0.0%	N/A	N/A	**1.9%**	**N/A**	**N/A**
All employees	1.6%	27.4%	4.1%	4.3%	5.6%	18.8%	**6.5%**	**12.5%**	**3.9%**

1. The year-on-year increase in fees for the NEDs reflects the various movements in roles, in addition to any increase in underlying fee rates. Further details can be found in the Fees paid to NEDs table on page 113.
2. Excludes taxable business expenses for the Directors and all employees. The significant increase in taxable benefits for Benoît Durteste is due to an increase in medical insurance premiums largely as a result of a change in the GBP/EUR conversion of this premium.
3. The increases in short-term incentives for employees arise from demographic changes in the employee population including a number of senior hires over the last couple of years and improved performance. This demographic change means that employees are more likely to receive more substantial short-term incentives compared to a more junior population.

Gender pay

We are required by law to publish data on the following:

- Gender pay gap (mean and median)
- Gender bonus gap (mean and median)
- Proportion of men and women in each quartile of the Group's pay structure
- Proportion of men and women receiving bonuses

The gender pay gap is a UK comparison across the pay of all men and all women regardless of their level or role. This is different from an equal pay gap, an individual measure comparing the pay of a man and a woman in the same or a similar role. The Group has equal pay for equal work regardless of gender.

Both the pay and bonus gaps have decreased marginally during the financial year. The mean pay gap is now 34.4% and the mean bonus gap is 74.3%.

There has been an increase in women in all parts of the Group and promotions as a percentage of the overall population have been marginally higher for women. However, we note that given our relatively small headcount, small year-on-year changes in headcount at senior levels can have a significant impact on our gender pay gap.

We also note that the vast majority of these high-paying awards are highly deferred in the form of DSA, PLC Equity Awards and DVB. Therefore, our year-on-year gender pay gap comparison can change significantly as a function of long-term incentives granted several years ago and only being paid out now. As a result, whilst the underlying make-up of the firm continues to evolve towards greater balance, this is not necessarily reflected in the gender pay gap.

	2019	2020	2021	2022	**2023**
Mean pay gap	28.9%	26.2%	30.9%	35.7%	**34.4%**
Mean bonus gap	78.3%	66.6%	68.8%	77.2%	**74.3%**

The Group is pleased with the overall progress which continues to be made and continues to be committed to addressing our gender balance with a number of initiatives which are now well established. It continues to increase talent diversity and foster a culture of inclusivity:

- ICG was delighted to be ranked #1 globally in Honordex, measuring DE&I efforts, initiatives and outcomes in the Private Equity industry, as well as being ranked as a global leader in each sub-category
- In 2018, the Group committed to the Women in Finance Charter with a goal of having 30% of senior roles in the UK filled by women. Through our extensive work on diversity, we have reached and continue to exceed this target already and are pleased to report that 32% of our UK senior roles are currently filled by women
- Recruitment: improving hiring diversity through extending the reach of our search and selection activities; pressing for balanced candidate short lists for all roles; maximising diversity on our interview panels to moderate bias; continuously developing the interviewing skills of our staff; creating opportunities for returnships for women who had previously taken a break from the industry, especially in investment and client teams
- Development: supporting individuals in their career progression through extensive mentoring and training; as well as holding managers accountable for the development and progression of their teams through dedicated KPIs
- Retention: creating a culture of inclusion driven from both the top down and the bottom up, through formal initiatives and informal networks; continuously developing our market-leading offering in terms of parental benefits, mental and physical wellbeing, and career sustainability

Benchmarking

Remuneration awards are benchmarked against the following peers in the major jurisdictions where the Group operates:

- Listed and unlisted alternative asset managers
- Listed and unlisted asset managers
- Investment banks
- Listed financial service companies
- Other organisations as appropriate for the individual role

The Group carries out an extensive annual exercise to benchmark proposed salaries, bonuses and deferred awards for all employees globally.

Our Executive Directors are benchmarked against equivalent individuals at a range of relevant public and private companies globally. While it is extremely challenging to obtain publicly available data on many private companies, we are able to gain insight into this area by commissioning bespoke research by leading external compensation and recruitment consultants and other independent providers of compensation data.

Due to the unique nature of the Group's business as a UK-listed alternative asset manager, which competes for talent against other alternative asset managers which are not listed in the UK or indeed at all, it is imperative to obtain a wide range of benchmark data.

Hence, while we do consider other UK-listed financial services companies in our benchmarking, they can be a less relevant comparator.

Fees paid to NEDs (audited)

In the financial year under review, NEDs' fees were as follows:

Non Executive Directors	Date appointed	Board membership fees £000	Board and Committee Chair fees £000	Senior Independent Director fee £000	Audit Committee £000	Remuneration Committee £000	Risk Committee £000	Total for year ended 2022 £000	**Total for year ended 2023 £000**
William Rucker[1]	January 2023		63.9					N/A	**63.9**
Andrew Sykes[2]	March 2018	13.1	270.0	2.6	2.4	2.4		132.3	**290.5**
Virginia Holmes	March 2017	76.5	30.0				14.0	113.8	**120.5**
Rusty Nelligan[3]	September 2016	76.5	7.5		10.5		14.0	113.8	**108.5**
Rosemary Leith	February 2021	76.5			9.4	14.0	14.0	101.1	**113.9**
Matthew Lester[3]	April 2021	76.5	22.5		3.5		14.0	101.1	**116.5**
Kathryn Purves[4]	October 2014	76.5	30.0	14.0	14.0			113.8	**134.5**
Amy Schioldager[5]	January 2018	76.5	20.5		14.0		14.0	121.6	**125.0**
Stephen Welton	September 2017	76.5				14.0		88.8	**90.5**

1. The Board Chair does not receive a fee in respect of his membership of the Remuneration Committee. William Rucker joined as Board Chair effective 31 January 2023.
2. Andrew Sykes was appointed as Interim Board Chair effective from 5 March 2022. For the period during which he was Interim Board Chair, Andrew Sykes received the same fee rate as the outgoing Board Chair at the time in lieu of the fees he previously received as a Non-Executive Director and SID. From 31 January 2023 and following the appointment of William Rucker, Andrew returned to his previous role as a Non-Executive and SID and his fees returned to this relevant rate from this date.
3. Matthew Lester became Chair of the Audit Committee on 1 July 2022, at which point Rusty Nelligan stepped down to become a member of the Audit Committee. The fees in the table above reflect this change.
4. Kathryn Purves took on the responsibilities of the SID for the period Andrew Sykes was interim Board Chair, and received the relevant fees for this responsibility. This was effective from 23 March 2022. From 31 January 2023, Kathryn's fees returned to the previous rate.
5. This fee relates to Amy Schioldager's role as Board Director of Employee Engagement.
6. For the year ended 31 March 2023, there were £6.4k of taxable expenses paid to the NEDs.

NEDs do not have contracts of service and are not eligible to join the designated Group pension plan or receive payment for loss of office. All NEDs have a three-month notice period, are re-elected annually and were last re-elected in July 2022.

Payments made to past directors (audited)

The following payments (in excess of £500), in respect of DVB awards made whilst they were Executive Directors, were made in the financial year ended 31 March 2023 to former directors. These are deferred awards for performance in previous years and were retained on leaving service.

Employee	£
Philip Keller	633,671
Christophe Evain	230,250

Statement of implementation of Remuneration Policy in following financial year

The NEDs' fees have been benchmarked against fees of NEDs in comparable companies of similar size and nature. There have been no changes to the Board Chair or NED fees this year.

The salaries for the Executive Directors and fees for the NEDs for the coming year are set out below.

	Annual salaries and fees £000	
Role	Year ended 31 March 2023	**Year ended 31 March 2024**
CEO	410.0	**500.0**
CFOO	520.0	**520.0**
CPEAO	442.0	**467.5**
Board Chair	375.0	**375.0**
Non-Executive Director base fee (other than Board Chair)	76.5	**76.5**
Senior Independent Director	15.5	**15.5**
Remuneration Committee Chair	30.0	**30.0**
Audit Committee Chair	30.0	**30.0**
Risk Committee Chair	30.0	**30.0**
Member of the Audit Committee, Risk Committee or Remuneration Committee	14.0	**14.0**
Board Director for Employee Engagement	20.5	**20.5**

Committee composition is set out on pages 78 to 80 and in the relevant Committee reports on pages 84 to 124.

For the coming year, the AAP will be calculated as described in the Directors' Remuneration Policy. All incentives for qualifying services payable to Executive Directors and other employees of the Group will be funded out of the AAP. The Executive Directors' annual bonus and other incentives will be guided by their achievement of specific objectives.

The Executive Directors' annual variable pay awards will be based on a scorecard of KPIs, with an expected weighting of at least 65% on financial KPIs as for FY24. These KPIs take account of the key business priorities including, for example: fundraising, realised returns on investments and profitability. Part of the variable pay award will be based on strategic and operational KPIs, such as Culture, Diversity and Inclusion and Sustainability.

Statement of voting at Annual General Meeting

The table below sets out the votes cast on the Directors' Remuneration Report at the 2022 Annual General Meeting of the Company and on the Directors' Remuneration Policy when last tabled at the 2020 Annual General Meeting of the Company.

	Votes for	Votes against	Abstentions
Directors' Remuneration Report	96.42%	3.58%	14,014
Remuneration Policy	94.43%	5.57%	242,894

Payments for loss of office (audited)

No payments were made for loss of office in the financial year under review.

Governance of Remuneration

Committee governance

The Committee is authorised by the Board to determine and agree the remuneration of the Board Chair of the Group, the Executive Directors and such other members of the executive management (including all material risk takers).

Roles and responsibilities

The Committee is responsible for:

- Recommending to the Board the Group Remuneration Policy and share incentive schemes to be recommended to shareholders ensuring compliance with applicable laws, regulations and the Group's risk appetite
- Recommending the remuneration terms for any person proposed to join the Board as the Chair or as an Executive Director and, in consultation with the Board Chair, determining the contractual terms of employment of the Executive Directors
- Monitoring the level and structure of remuneration for Executive Directors and certain senior employees taking account of all relevant factors and having regard to views of shareholders and other stakeholders
- Determining targets or KPIs (consistent with the Group's strategy, budget and individuals' personal objectives) for performance-related pay schemes applicable to Executive Directors and determining the outcomes under such schemes
- Determining the remuneration of the Board Chair and, having taken advice from the Board Chair, the Executive Directors
- For all share incentive plans, determining when awards will be made, the aggregate quantum of such awards, the individual awards to certain senior employees and, having taken advice from the Board Chair, the individual awards to Executive Directors
- Making proportionate adjustments to any employee's remuneration for events that have been detrimental to the Group
- Overseeing any payments made on the termination of employment of an Executive Director or certain senior employees
- Approving the aggregate variable pay pool and any Business Growth Pool

Composition

The Committee consists entirely of NEDs. During the year, the members of the Committee were Virginia Holmes (Chair of the Committee), William Rucker, Rosemary Leith, Andrew Sykes and Stephen Welton.

Rosemary Leith (and formerly Kathryn Purves) and Matthew Lester (and formally Rusty Nelligan) are also able to provide relevant feedback to ensure that risk and audit matters are taken into account in determining the remuneration of Directors.

Biographical details can be found on pages 78 to 80

None of the Committee members has any personal financial interests (other than as a shareholder in ICG) which would lead to a conflict of interests or conflicts arising from cross directorships or day-to-day involvement in running the business. The Company therefore complies with the Corporate Governance Code recommendations regarding the composition of the Committee.

The Committee meets at least three times a year and more frequently if necessary. Executive Directors attend the meetings by invitation. The Committee consults the Executive Directors regarding its proposals and also has access to professional advice from outside the Group. The Head of Reward also attends meetings, and the Company Secretary attends as Secretary. No Director is involved in any decisions as to their own remuneration.

A table showing the number of Committee meetings held during the year and the attendance record of individual Directors can be found in the Corporate Governance section (see page 82).

Terms of reference

The Committee's terms of reference are approved and reviewed by the Board on a regular basis, most recently in November 2021.

The terms of reference are available on the Group's website www.icgam.com, or by contacting the Company Secretary.

Effectiveness

The operations of the Committee were reviewed as part of the internal Board evaluation led by the Chairman in March 2022; the Committee was found to be operating effectively. For more details of this exercise, please see page 83.

Advisers to the Committee

During the year, external advice to the Committee was provided by Alvarez and Marsal. Legal advisers (including Allen & Overy and Slaughter & May) have been available to the Committee during the year to 31 March 2023, and PwC and Deloitte are available for advice on certain taxation and other matters. Advisers are selected on the basis of their expertise in the area and with a view to ensuring independence from other advisers to the Group. Therefore, the Committee is confident that independent and objective advice is received from its advisers.

The fees charged for advice to the Committee were £143,444 payable to Alvarez and Marsal. Fees are charged on the basis of time spent.

This Annual Report on Remuneration is approved by the Board and signed on its behalf by

Virginia Holmes
Chair of the Remuneration Committee

24 May 2023

Directors' Remuneration Policy

This section describes the remuneration policy we propose to adopt from the date of the 2023 AGM, subject to shareholder approval at that meeting; it includes a note of the changes to the current policy that has been in operation since the 2020 AGM.

Further explanation of the background to the Policy, and the Committee's extensive consultation with shareholders on proposed changes is provided in the Committee Chair's introductory statement to this Report.

A copy of the previous Directors' Remuneration Policy approved by shareholders at the 2020 AGM is available in the shareholder centre on the ICG website at www.icgam.com.

Annual Award Pool (AAP) and Business Growth Pool (BGP)

A central feature of the Group's overall remuneration policy is the AAP. All incentives awarded across the Group are governed by an overall limit of 30% of Pre-Incentive Cash Profit (PICP) over a five-year period.

This percentage may be exceeded in any single year but must not be exceeded on an average basis over five years. Managing the AAP by reference to a five-year rolling average ensures that variable awards to employees are made in a considered way with a long-term perspective rather than as a reaction to a single year's exceptional performance.

The AAP is funded by PICP, so that:

- Interest income and capital gains are only recognised on a cash basis
- Impairments on investment principal are included
- Fair value movement of derivatives is excluded

The holding period for investments is typically four to eight years and a significant portion of the Group's fund management fees arise from committed closed-end funds and are payable over the life of the fund which can be up to 12 years. This means that the AAP is long-term in nature as it includes realisations from a number of investment vintages. By generating the award pool in this way, we ensure that employees are only rewarded once returns have crystallised.

Allocation of the award pool

The AAP is based on cash profits the Group has already realised from its fund management business and its investments, and it is capped at 30% annualised over a five-year period. The Committee exercises discretion over the actual amount to be awarded in variable compensation each year, based on an assessment of market levels of pay, Group KPIs, and individual performance (subject to the overall cap on the AAP).

In a strong year that has generated high PICP, the Committee may choose not to distribute the full AAP but can instead retain some of it for potential use in future years. In years where PICP is low, the Committee may distribute some of the retained AAP from previous years, if appropriate. The Committee applies a prudent approach to setting the actual size of variable pay pool, within the overall limits described above.

The ongoing appropriateness of the 30% limit for the existing business is kept under review.

Awards to the Executive Directors are funded from this pool, but are subject to specific KPIs, with detailed targets set by the Committee. They are paid as a mix of cash and ICG PLC shares. A significant proportion of the variable pay is made in the form of deferred shares, with at least 70% of the total variable pay for each Executive Director awarded in the form of ICG PLC shares deferred over three, four and five years.

Cash Bonus Awards for the Executive Directors are subject to clawback which applies for two years post award. ICG PLC Equity Awards are subject to both malus until vesting and clawback which applies for two years post-vesting.

Business Growth Pool (BGP)

The BGP, which does not apply to Executive Directors, is capped at 3% of the five-year rolling average PICP and is designed to support the establishment of new investment strategies, commensurate with the overall business strategy. The BGP is used to fund the incentives of relevant teams involved in developing such new strategies, and is ring-fenced and limited in duration to the period when the new investment strategy is being developed. Any awards made from the BGP are overseen by the Committee, and Executive Directors do not participate in any such awards.

Awards falling within the AAP

All cash and share awards are distributed from the AAP. Historically, there have been two different award types to be made over ICG shares: Deferred Share Awards and ICG PLC Equity Awards. We have also introduced a new award type this year, "Growth Incentive Awards", delivered in the form of market value options to a small group of certain eligible employees which are satisfied using shares purchased in the market by our Employee Benefit Trust. Deferred Share Awards and Growth Incentive Awards are not made to Executive Directors.

Certain performance fees (funded by third-party investors) and other fund performance incentives funded by ICG are also included in the overall limits set for the AAP.

Carried interest on third-party funds and similar arrangements in respect of ICG direct investment funds or business acquisitions that do not give rise to a cost or liability to the Group are not remuneration and are outside the AAP.

The following charts show the key elements of our proposed Remuneration Policy to apply for FY24, subject to approval at our 2023 AGM. Full details of the proposed Remuneration Policy are provided in the next section.

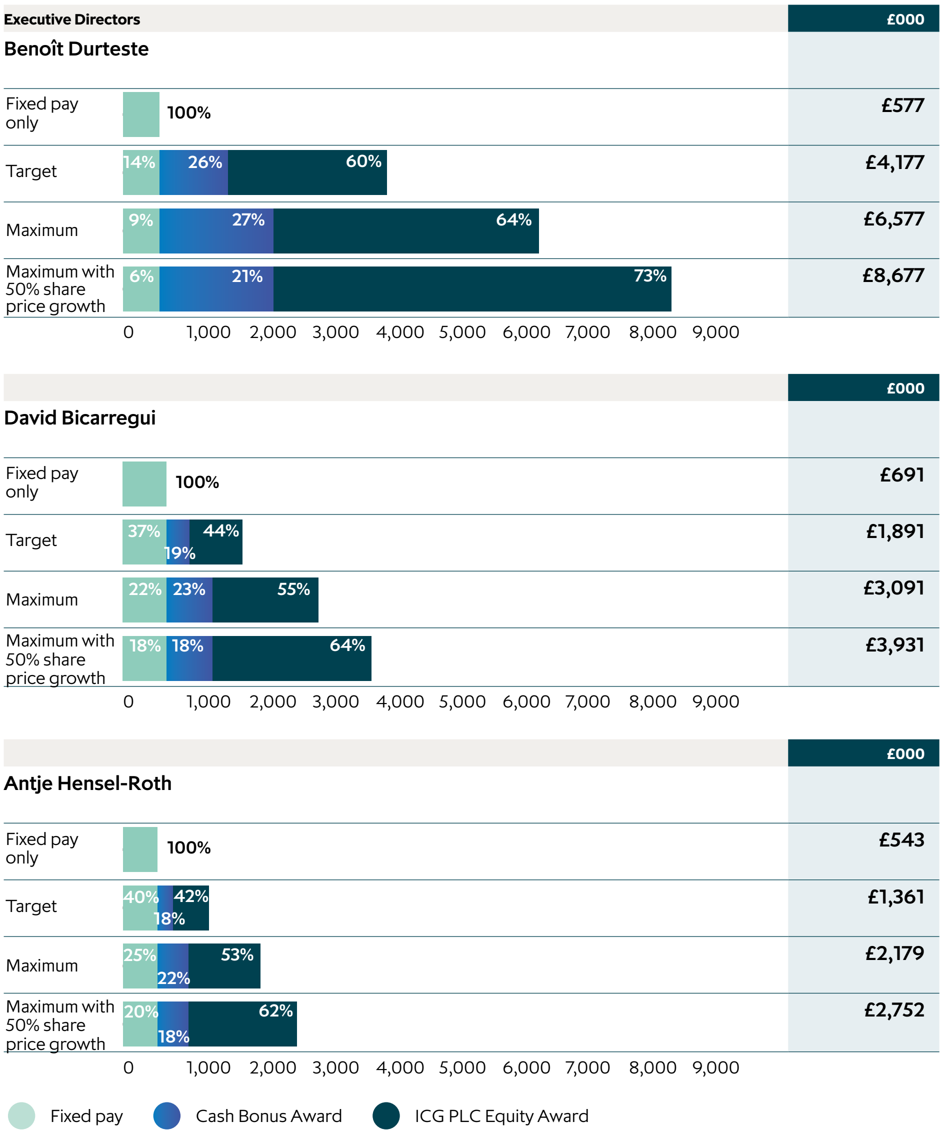


Illustration of application of Directors' Remuneration Policy

The total remuneration which could be awarded to each Executive Director under the proposed remuneration policy to apply from the year ended 31 March 2024 is shown in the charts under three different performance scenarios.

The annual variable award is split between the following elements:

- Cash Bonus Award
- ICG PLC Equity Award

The value of on-target variable remuneration for each Executive Director is based on the level which the Committee has agreed should be receivable to the extent to which the Group achieves its targets.

Following David Bicarregui's proposed appointment as an Executive Director at the AGM in July 2023, we have included the illustration of the application of the Directors' Remuneration Policy on his remuneration in the charts. Should any further Executive Directors be appointed during the period of the next policy, an illustrative chart will be published in the subsequent Annual Report.

It remains possible that remuneration earned over more than one financial year will be disclosed in future years' single figure table for the CEO, emanating from previous awards of Deal Vintage Bonus (DVB), (formerly known as Balance Sheet Carry (BSC)) or Shadow Carry. Since the adoption of the Remuneration Policy in 2017, Executive Directors have not been eligible to participate in these plans.

The charts above incorporate the following assumptions:

Fixed pay – Includes base salary (for the financial year ended 31 March 2024, benefits and a pension allowance of 12.5% for Benoît Durteste, David Bicarregui and Antje Hensel-Roth. The benefits figure is based on the 2023 single figure total for Benoît Durteste (excluding any future grant of SAYE options) and assuming a similar level of coverage for all Executive Directors in future years.

Target – Fixed pay plus the value that would arise from the incentives for achieving on-target performance (with an assumed deferral of 80% for Benoît Durteste and 70% for the other Executive Directors). The Target level of total variable pay for Benoît Durteste is unchanged from the current policy and practice, at £3.6m. The Target total variable pay for David Bicarregui is 2x base salary (or £1.2m) and the Target total variable pay for Antje Hensel-Roth is 1.75x base salary (or £818,125).

Maximum – Fixed pay plus the value that would arise from the incentives for achieving maximum performance with an assumed deferral of 80% for Benoît Durteste and 70% for the other Executive Directors). The Maximum level of total variable pay for Benoît Durteste is unchanged from the current policy and practice, at £6m (this will transition to a multiple of 8x salary from FY26 onwards). The Maximum total variable pay for David Bicarregui is 4x base salary (or £2.4m) and the Maximum total variable pay for Antje Hensel-Roth is 3.5x base salary (or £1,636,250).

Maximum with 50% share price growth – Maximum remuneration increased for the assumption that the share components of the package (ICG PLC Equity Award) increase in value by 50% from the share price at grant.

Directors' Remuneration policy table

The table below outlines each element of the remuneration policy for the Directors of the Company.

<table>
<tr><th>Purpose and link to strategy</th><th>Operation</th><th>Maximum opportunity</th><th>Performance conditions</th><th>Changes from previous Policy</th></tr>
<tr><td>1. Base salary
• Adequate to recruit and retain Executive Directors to deliver the strategic objectives of the Group
• Designed to be sufficient to ensure that Executive Directors do not become dependent on their variable remuneration
• Reflects local competitive market levels</td><td>• Paid monthly
• Normally reviewed annually with any changes generally applying from the start of the financial year</td><td>• In considering increases, the Committee considers the range of salary increases applying across the Group, and local market levels
• Any increase in salary for an Executive Director will not normally exceed the average salary increase across the Group unless there are exceptional reasons such as, but not limited to, a change in the role or responsibilities of the Executive Director</td><td>• None</td><td>• The salary for the CEO/CIO will be increased in the following three steps: £500k for FY24; £615k for FY25; and £750k for FY26.
• The salary for the new CFO has been set at £600k for FY24.
• The salary for the CPEAO will be increased in the following two steps: £467.5k for FY24; and £500k for FY25.</td></tr>
<tr><td>2. Benefits
• Adequate to recruit and retain Executive Directors to deliver the strategic objectives of the Group
• Reflects local competitive market levels</td><td>• Benefits currently receivable by Executive Directors include life assurance, private medical insurance and income protection
• Additional benefits (such as relocation assistance) may be offered in line with market practice if considered appropriate by the Committee</td><td>• Provision and level of benefits are competitive and appropriate in the context of the local market
• The maximum opportunity will depend on the type of benefit and cost of its provision, which will vary according to the market and individual circumstances</td><td>• None</td><td>• None</td></tr>
<tr><td>3. Pension
• Adequate to recruit and retain Executive Directors to deliver the strategic objectives of the Group Purpose and link to strategy</td><td>• All Executive Directors are entitled to a pension allowance payable each month at the same time as their salary</td><td>• A pension allowance of no more than the level available to the majority of the Group's workforce in the relevant location is provided. The current level for majority of the UK workforce is up to 12.5% of base salary</td><td>• None</td><td>• The pension for the new CFO will be 12.5% of base salary (i.e. equal to the current level for the majority of the UK workforce).</td></tr>
</table>

Purpose and link to strategy	Operation	Maximum opportunity	Performance conditions	Changes from previous Policy
4. Total variable pay award • The Total Variable Pay Award is split between Cash Bonus Award (4a) and ICG PLC Equity Award (4b) (see below)	• The total variable pay award consists of the Cash Bonus Award and ICG PLC Equity Award	• An Executive Director's annual variable award is drawn from the AAP which is determined as described on page 111 • Total variable pay awards to Executive Directors are subject to a cap, payable for outstanding performance only. This is £6m for the CEO/ CIO (from FY26 onwards, this will be 8x base salary), 4x base salary for the CFO and 3.5x base salary for the CPEAO. • Target variable awards to Executive Directors are £3.6m for the CEO/ CIO, 2x base salary for the CFO and 1.75x base salary for the CPEAO	• An Executive Director's annual variable award is drawn from the AAP, and so is directly funded by reference to the Group's cash profit for the relevant financial year • Executive Director's annual variable award entitlement is determined by reference to performance against performance objectives, which are derived from the Group's KPIs	• For the CFO and CPEAO, we will from FY24, express the total variable pay maximum as a multiple of base salary rather than a monetary amount.These multiples will be 4x base salary for the CFOO role and 3.5x base for the CPEAO role. • For the CEO, we will retain the current variable pay maximum of £6m for the Policy period FY2024-26, but transition to express this as a multiple of base salary from the start of FY26 once the phased salary increases, described above, have been completed. The planned increases will take the salary to £750k for FY26. The total variable pay maximum for the CEO will be 8x base salary (ie. £6m) for that year. This will then be reviewed for the next Policy.

Directors' Remuneration policy table continued

Purpose and link to strategy	Operation	Maximum opportunity	Performance conditions	Changes from previous Policy
4a. Cash Bonus Award • Rewards achievement of business KPIs, cash profits and employing sound risk and business management	• Awards are made after the end of the financial year • The maximum amount of an Executive Director's Total Variable Pay Award that can be paid as a Cash Bonus Award is 30% • Cash Bonus Awards are subject to clawback which applies for three years post award. Forfeiture of compensation may be triggered by, amongst other things, a misstatement of the accounts, fraud, regulatory breaches and serious breaches of contract	• See details above in relation to the overall annual variable award	• See details above in relation to the overall annual variable award	• See details above in relation to the overall annual variable award

Purpose and link to strategy	Operation	Maximum opportunity	Performance conditions	Changes from previous Policy
4b. ICG PLC Equity Award • Rewards achievement of business KPIs, cash profits and employing sound risk and business management • Aligns the interests of Executive Directors with those of shareholders	• Awards are made over shares in the Company after the end of the financial year • At least 70% of an Executive Director's Total Variable Pay Award shall be delivered in ICG PLC Equity • Shares normally vest by one third in each of the third, fourth and fifth years following the year of grant unless the Executive leaves for cause or to join a competitor, in which case the awards lapse. The Committee has discretion to vary the date of vesting if necessary or desirable for regulatory or legislative reasons • In the event of a change in control (other than an internal reorganisation) shares vest in full • Dividend equivalents accrue to participants during the vesting period and are paid at the vesting date • PLC Equity Awards made are subject to both malus, until vesting, and clawback which will apply for up to seven years post grant. Forfeiture of compensation may be triggered by, amongst other things, a misstatement of the accounts, fraud, regulatory breaches and serious breaches of contract	• See details above in relation to the overall annual variable award	• See details above in relation to the overall annual variable award	• See details above in relation to the overall annual variable award
5. Shareholding requirement • To align the interests of the Group's Executive Directors with those of shareholders. • To further enhance long-term alignment with shareholders, a post-cessation shareholding requirement has been introduced	• Executive Directors are required to build ownership of a number of ordinary shares in the Group, normally over five years from appointment, with a market value equal to a multiple of the Director's annual base salary. This multiple is three times for the CEO and two times for the other Executive Directors • Executive Directors are normally required to maintain this level (or the level so far accrued at cessation, if lower) of holding for two years after they cease to be employed	• N/A	• N/A	• None

Directors' Remuneration policy table continued

Purpose and link to strategy	Operation	Maximum opportunity	Performance conditions	Changes from previous Policy
6. The Intermediate Capital Group PLC SAYE Plan 2014 • Provides an opportunity for all employees to participate in the success of the Group	• All UK employees are offered the opportunity to save a regular amount each month over 36 months and may receive an uplift at the end of the saving contract (subject to HMRC legislation) • At maturity, employees can exercise their option to acquire and purchase shares in ICG PLC at the discounted price set at the award date or receive the accumulated cash	• Employees may save the maximum permitted by legislation each month	• The Plan is not subject to any performance conditions, as this is not permitted by the relevant legislation	• N/A
7. Fees paid to Non Executive Directors • To facilitate the recruitment of Non Executive Directors who will oversee the development of strategy and monitor the Executive Directors' stewardship of the business	• Fees are payable to Non Executive Directors for their services in positions upon the Board and various Committees • Fees for the Board Chair are determined and reviewed annually by the Committee and fees for Non Executive Directors are determined by the Board Chair and the Executive Directors • The Committee refers to objective research on up-to-date, relevant benchmark information for similar companies • Non Executive Directors are reimbursed for expenses, such as travel and subsistence costs, incurred in connection with their duties. Any tax costs associated with these benefits are paid by the Group	• Non Executive Directors cannot participate in any of the Group's variable pay plans or share schemes and are not eligible to join the designated Group pension plan • Fees are set and reviewed in line with market rates. Supllementary fees may be paid to reflect additional time commitments required of Non Executive Directors. Aggregate annual fees do not exceed the limit set out in the Articles of Association • Any benefits receivable by Non Executive Directors will be in line with market practice	• None of the Non Executive Directors' remuneration is subject to performance conditions	• N/A

Performance measures and targets

The AAP is determined based on the Group's financial performance. The Group's PICP provides a link between income generation for shareholders and employee compensation (see page 101).

Once the AAP has been calculated, it is then allocated based on business performance and an individual's performance as determined by the annual appraisal process.

Executive Directors have performance objectives set and KPIs are set by the Committee. Details of these KPIs are set out on page 103. Further management information is provided to the Committee on performance to ensure that financial results are put into the context of wider performance factors, compliance and risk appetite.

Co-investment and carried interest in third-party funds

Executive Directors and investment professionals in the Group may be required to invest in third-party funds through co-investment and carried interest. Where this applies, the relevant employee pays full market value for these interests at the time of acquisition, and takes the investment risk. These are personal investments that are expected by third-party fund clients, to drive financial alignment with third-party fund performance, rather than remuneration provided by ICG for services to the Group.

Committee discretion

The Committee, consistent with market practice, retains discretion over a number of areas relating to the operation of the Policy. These include, but are not limited to, the following:

- the timing of awards or payments
- the size of awards (within the limits set out in the Policy table)
- the choice of weighting and assessment of performance metrics
- in exceptional circumstances, determining that a share-based award shall be settled (in full or in part) in cash
- the treatment of awards in the event of a change of control or restructuring
- determination of good leaver status, and treatment of awards for such leavers
- whether, and to what extent, malus and/or clawback should apply
- adjustments required in exceptional circumstances such as rights issues, corporate restructuring, or special dividends
- adjustments to performance criteria where there are exceptional events
- the size of annual salary increases, subject to the principles set out in the Policy table. In exceptional circumstances, the Committee may apply salary increases that are different from those set out in the table.

Service contracts and policy on payments for loss of office

Executive Directors

The Group's policy is for Executive Directors to have ongoing contracts which are deemed appropriate for the nature of the Group's business. Service contracts are held, and are available for inspection, at the Group's registered office. The details of the service contracts for Executive Directors serving during the year and the treatment of deferred share awards to Executive Directors are shown below.

Executive Director	Date of service contract	Last re-elected	Re-election frequency	Notice period	Non-compete provisions	Compensation on termination by the Company without notice or cause
Benoît Durteste	21 May 2012	July 2022	Annual	12 months	Restraint period of 12 months	The salary for any unexpired period of notice plus the cost to the Group (excluding National Insurance contributions) of providing insurance benefits for the same period. The Group may also make payments, where necessary, to mitigate any potential claims, and to compensate for legal fees or outplacement costs incurred
Vijay Bharadia	20 May 2019	July 2022	Annual	12 months	Restraint period of 9 months	
Antje Hensel-Roth	16 April 2020	July 2022	Annual	12 months	Restraint period of 9 months	

Deferred share award	Status	Death, disability, long-term ill health	Redundancy	Cause or competing	Any other reason
PLC Equity Award	Unvested	Retain with early vesting	Retain	Forfeit, subject to discretion	Retain, subject to discretion
Deferred Share Award	Unvested	Retain with early vesting	Retain	Forfeit, subject to discretion	Retain, subject to discretion

Exercise of discretion

The discretion available to the Committee under the variable pay plans is intended to provide the Committee with flexibility to deal fairly with every eventuality. In exercising its discretion, the Committee will take into account the circumstances in which the individual has left the Group, their performance and the impact that this has had on the Group's overall performance. The Committee reserves discretion to make a variable pay award to an Executive Director in respect of the final year of service, taking into account the circumstances of the individual's termination of office, the portion of the year served, and performance for the financial year concerned.

Approach to recruitment remuneration

The Group operates in a highly specialised and competitive market, and hence competition for talent is intense. The Committee's approach to recruitment remuneration is to pay what is appropriate to attract candidates to a role.

New Executive Directors are offered a remuneration package similar to that of existing employees in the same role. All Executive Directors are offered an appropriate annual salary, benefits and pension allowance and all participate in the Annual Award Pool and are subject to an overall cap on variable reward.

However, it may be necessary to offer a new Executive Director a remuneration package that differs from that currently provided to the Executive Directors in order to attract the best recruit. This could include a higher base salary and relocation and/or housing benefits and higher total variable pay, but not more than the CEO/CIO base salary multiple level set out in the policy table, unless there are exceptional circumstances.

Replacement of forfeited compensation such as deferred bonuses and long-term incentives is permitted.

This is subject to, as far as possible, the timing, delivery mechanism (i.e. shares or cash) and amounts paid out being set to reflect any former arrangement.

As far as possible, the value of any replacement awards will reflect the expected value of the forfeited awards.

In the event of an internal promotion to the Board, the Committee reserves the right to allow any pre-existing awards or arrangements to be retained until their normal maturity date, notwithstanding that these may not be consistent with the approved policy.

Statement of consideration of shareholder views

The Committee is responsible for the overall remuneration policy for all the Group's employees and ensures that the remuneration arrangements should take into account the long-term interests of shareholders, clients and other stakeholders.

The Group recognises the importance of communication with its shareholders, particularly through interim and annual reports and the AGM.

The CEO, CFOO and the Chairmen of the Board and each of its Committees will be available to answer shareholders' questions at the AGM. The CEO and the CFOO meet institutional shareholders on a regular basis, and the Board Chair periodically contacts the Group's major shareholders and offers to meet with them. The Board is kept fully informed of the views and concerns of the major shareholders and relevant NEDs attend meetings with major shareholders and shareholder advisory groups when requested to do so.

Statement of consideration of employment conditions elsewhere in the Group and employee views

The Committee considers the employment conditions and the remuneration structures in place for all employees of the Group when setting the Directors' Remuneration Policy.

The Committee also reviews the remuneration arrangements of senior investment and marketing employees and senior management and control function employees and oversees the remuneration structure and market positioning for other roles. The overall and average salary increase across the Group is approved by the Committee each year. The Board has established a process which is used to seek the opinions of employees when setting the Directors' Remuneration Policy by seeking feedback through a designated NED.

In addition employees' views are represented at Committee meetings through the Chief People and External Affairs Officer, who is also an Executive Director, and the Head of Reward.

Directors' Report

The Directors present their Annual Report and the audited financial statements for the financial year ended 31 March 2023. The risks to which the Group is subject, and the policies in respect of such risks, are set out on pages 66 to 72 and are incorporated into this report by reference. The Corporate Governance section set out on pages 75 to 124 is incorporated into this report by reference. The Strategic Report section set out on pages 2 to 74 is also incorporated by reference.

Throughout the financial year ended 31 March 2023 the Group was in compliance with the provisions of the 2018 UK Corporate Governance Code issued by the Financial Reporting Council. A copy of the Code (the Code) is available on the Financial Reporting Council's website: www.frc.org.uk. The Governance section of this report (page 75) sets out how we have applied the Code's principles and provisions throughout the year.

Significant shareholdings

As at 19 May 2023 the Company had been notified or otherwise become aware of the following interests pursuant to the Disclosure Rules and the Transparency Rules representing 3% or more of the issued share capital of the Company.

Institution	Number of shares	Percentage of voting rights
BlackRock Inc	24,777,479	8.41%
Aviva Investors	20,074,565	6.82%
abrdn Plc	13,917,347	4.73%
The Vanguard Group Inc	13,156,962	4.47%
Ameriprise/Threadneedle	11,758,785	4.00%
Franklin Resources Inc	11,747,190	3.99%
J.P. Morgan Asset Management	9,978,802	3.39%
Legal & General Investment Management	9,695,973	3.29%

Directors

The profiles of the Directors currently serving are shown on pages 78 to 80; those details are incorporated into this report by reference. All of the Directors served throughout the year. Kathryn Purves also served on the Board until 1 April 2023.

The composition of each of the Committees of the Board and the Chair of each Committee are detailed in the report of each Committee, found on pages 84 to 124.

Directors' interests

The interests of Directors who held office at 31 March 2023 and their connected persons, as defined by the Companies Act 2006, are disclosed in the report of the Remuneration Committee on page 109.

During the financial year ended 31 March 2023, the Directors had no options over or other interests in the shares of any subsidiary company.

The roles of the Chairman and Chief Executive

In accordance with the Code, the Board has adopted a formal division of responsibilities between the Chairman and the CEO, so as to establish a clear division of responsibilities between the running of the Board and the executive responsibility for the running of the Company's business.

The Chairman, William Rucker, was considered independent at the date of his appointment as Chairman.

The Board has delegated the following responsibilities to the Executive Directors:

- The development and recommendation of strategic plans for consideration by the Board
- Delivery of objectives and priorities determined by the Board
- Implementation of the strategies and policies of the Group as determined by the Board
- Monitoring of operating and financial results against plans and budgets
- Monitoring the quality of the investment process
- Developing and maintaining risk management systems

Disclosure documents

The terms of reference of each of the Board Committees, together with the Directors' service agreements, the terms and conditions of appointment of NEDs and Directors' deeds of indemnity, are available for inspection at the Company's registered office during normal business hours.

Committee proceedings

Each Committee has access to such external advice as it may consider appropriate. The terms of reference of each Committee are considered regularly by the respective Committee and referred to the Board for approval.

Delegation to Executive Directors

The Company has three Executive Directors, each of whom has a specific area of responsibility.

Benoît Durteste is Chief Executive Officer and, in addition to his strategic and operational remit, oversees the Group's Investment Committees in his role as the Chief Investment Officer.

Vijay Bharadia is Chief Financial and Operating Officer and is responsible for compliance, finance, treasury, tax, investor relations, legal, operations and IT, and risk. Vijay's responsibilities will pass to David Bicarregui when Vijay steps down in July 2023.

Antje Hensel-Roth is Chief People and External Affairs Officer and is responsible for human resources, communications and external affairs.

Board process

Each Board member receives a comprehensive Board pack at least five days prior to each meeting which incorporates a formal agenda together with supporting papers for items to be discussed at the meeting. Further information is obtained by the Board from the Executive Directors and other relevant members of senior management, as the Board, particularly its NEDs, consider appropriate.

A similar process is followed for each Committee.

Advice for Directors

All Directors have access to the advice and services of the Company Secretary and the Secretaries to each of the Committees on which they serve and may take independent professional advice at the Group's expense in the furtherance of their duties. The appointment or removal of the Company Secretary would be a matter for the Board.

Meetings with the Chairman

Time is allocated at the end of each Board meeting for the NEDs to hold meetings in the absence of Executive Directors. As appropriate (and at least once per year), the NEDs will also hold sessions in the absence of the Chairman.

In accordance with the Code, any shareholder concerns not resolved through the usual mechanisms for investor communication can be conveyed to the Senior Independent Director (SID). The SID acts as a sounding board for the Chairman and also leads the annual appraisal of the Chairman.

Directors' indemnity

The Group has entered into standard contractual indemnities with each of the Directors. The Group also provides Directors' and Officers' insurance for the Directors.

Conflicts of interest

Directors have a statutory duty to avoid conflicts of interest with the Group. The Company's Articles of Association allow the Directors to authorise conflicts of interest and the Board has adopted a policy and effective procedures for managing and, where appropriate, approving potential conflicts of interest. No material conflicts of interest exist.

Internal control

The Board has overall responsibility for the Group's internal control system and monitoring of risk management, the effectiveness of which is reviewed at least annually. Internal controls include giving reasonable, but not absolute, assurance that assets are safeguarded, transactions are authorised and recorded properly, and that material errors and irregularities are prevented or detected within a timely period.

Through the regular meetings of the Board and the schedule of matters reserved to the Board or its duly authorised Committees, the Board aims to maintain full and effective control over appropriate strategic, financial, operational and compliance issues. For further details of the Group's Committees, please see pages 84 to 124 and for further details of the Board, page 78.

The Board has put in place an organisational structure with clearly defined lines of responsibility and delegation of authority.

The Board annually considers and approves a strategic plan and budget. In addition, there are established procedures and processes in place for the making and monitoring of investments and the planning and controlling of expenditure.

The Board also receives regular reports from Executive Directors and other members of senior management on the Group's operational and financial performance, measured against the annual budget, as well as regulatory and compliance matters. For further details of the Group's Executive Directors, please see page 125.

The Group has in place arrangements whereby individuals may raise matters of concern in confidence about possible improprieties in matters of financial reporting or other matters.

The rationale for the system of internal control is to maximise effectiveness for the commercial management of the business and to provide the Board with regular and effective reporting on the identified significant risk factors. The Board is responsible for determining strategies and policies for risk control, and management is responsible for implementing such strategies and policies.

The Board confirms that an ongoing process for identifying, evaluating and managing the Group's significant risks has operated throughout the year and up to the date of the approval of the Directors' Report and financial statements. For further details of the risks relating to the Group, please see page 66 and the report of the Risk Committee on page 90.

Going concern statement

The Group's business activities, together with the factors likely to affect its future development, performance and position, are set out in the Strategic Report on pages 2 to 74. The financial position of the Group, its cashflows, liquidity position, and borrowing facilities are described in the Finance and Operating Review on page 54. In addition, the Directors have taken account of the Group's risk management process described on page 66. The Directors have made an assessment of going concern, taking into account both the Group's current performance and the Group's outlook, using the information available up to the date of issue of these financial statements.

The Group has good visibility on future management fees due to the long-term nature of our funds, underpinned by a strong and well capitalised balance sheet. At 31 March 2023, liquidity, which consists of unencumbered cash and undrawn debt facilities, was £1.1bn (31 March 2022: £1.3bn). This financial position and liquidity profile provide confidence that the Group has sufficient financial resources for the foreseeable future. As a consequence, the Directors believe that the Company and the Group are well positioned to manage its and their businesses and liabilities as they fall due.

The Directors have acknowledged their responsibilities in relation to the financial statements for the year to 31 March 2023. After making the assessment of going concern, the Directors have concluded that the preparation of the financial statements on a going concern basis to 30 November 2024, a 18 month from the date of signing of the financial statements, continues to be appropriate.

Forward-looking statements

This Annual Report includes statements that are, or may be deemed to be, 'forward-looking statements'. These forward-looking statements can be identified by the use of forward-looking expressions, including the terms 'believes', 'estimates', 'anticipates', 'expects', 'intends', 'may', 'will' or 'should' or, in each case, their negative or other variations or similar expressions, or by discussions of strategy, plans, objectives, goals, future events or intentions.

These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Annual Report and include, but are not limited to, the following: statements regarding the intentions, beliefs or current expectations of the Directors, the Company and the Group concerning, among other things, the Group's results of operations, financial condition, liquidity, prospects, growth, strategies and the industries in which the Group operates.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward-looking statements are not guarantees of future performance and the actual results of the Group's operations, financial condition and liquidity, and the development of the countries and the industries in which the Group operates may differ materially from those described in, or suggested by, the forward-looking statements contained in this Annual Report. In addition, even if the results of operations, financial condition and liquidity, and the development of the countries and the industries in which the Group operates, are consistent with the forward-looking statements contained in this Annual Report, those results or developments may not be indicative of results or developments in subsequent periods. Many of these factors are beyond the control of the Directors, the Company and the Group. Should one or more of these risks or uncertainties materialise, or should underlying assumptions on which the forward-looking statements are based prove incorrect, actual results may vary materially from those described in this Annual Report. Except to the extent required by laws and regulations, the Directors, the Company and the Group do not intend, and do not assume any obligation, to update any forward-looking statements set out in this Annual Report.

Change of control agreements

There are no significant agreements to which the Group is a party that take effect, alter or terminate upon a change of control of the Group, other than:

1. The Private Placement arrangements of $64m dated 8 May 2013, $80m and €44m dated 11 May 2015, $167m and €52m dated 29 September 2016, and $225m dated 26 March 2019 and $125m and €44m dated 24 April 2019, where a change of control of the Company gives rise to a prepayment offer, whereby the Company must make an offer to all holders of the Private Placement notes to prepay the entire unpaid principal amount of the Private Placement notes, together with accrued interest thereon.
2. The £550m committed syndicated Revolving Credit Facility agreement entered into on 22 January 2021 contains a change of control provision which provides, upon the occurrence of a change of control of the Company, for a 30-day negotiation period with the syndicate lenders to agree terms and conditions which are acceptable to syndicate lenders and the Company for continuing the facilities. If, at the end of the negotiation period, no such agreement is reached, the facilities agreement gives each lender the right, but not the obligation, upon applicable notice, to cancel their commitments under the facilities agreement and declare their participation in the loans then outstanding repayable immediately, together with accrued interest and all other amounts payable thereon.
3. The employee share schemes, details of which can be found in the report of the Remuneration Committee on note 25, and the SAYE Plan 2004, become exercisable for a limited period following a change of control. Awards and options under the Omnibus Plan and the BSC Plan vest immediately on a change of control.

4. Carried interest arrangements in respect of a number of funds vest fully in favour of the Company and certain of the Group's employees following a change of control event.

There are no agreements between the Group and its Directors or employees providing for compensation for loss of office or employment that occurs because of a takeover bid apart from those described above and the usual payment in lieu of notice.

Information included in the Strategic Report

In accordance with section 414 C (11) of the Companies Act 2006, the following information otherwise required to be set out in the Directors' Report has been included in the Strategic Report: risk management objectives and policies (page 66); engagement with employees (page 22) and engagement with suppliers and other stakeholders (pages 22).

Dividend

The Directors recommend a final net ordinary dividend payment in respect of the ordinary shares of the Company at a rate of 52.2 pence per share (2022: 57.3 pence per share), which when added to the interim net dividend of 25.3 pence per share (2022: 18.7 pence per share) gives a total net dividend for the year of 77.5 pence per share (2022: 76.0 pence per share). The recommendation is subject to the approval of shareholders at the Company's AGM in July 2023.

The amount of ordinary dividend paid in the year was £236.4m (2022: £165.7m).

Distributable reserves

The distributable reserves of the Parent Company at 31 March 2023 were £448.5m (£564.6m at 31 March 2022).

Political contributions

No contributions were made during the current and prior year for political purposes.

Greenhouse gas emissions

All disclosures required by the SECR requirements set out in the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 and the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 have been complied with and are detailed on page 50 which forms part of the Directors' Report disclosures.

Research and development activities

Details of the research and development activities undertaken are set out in note 17.

Disclosures required under Listing Rule 9.8.4

The Group's Employee Benefit Trust (EBT) has lodged standing instructions to waive dividends on shares held by it. Dividend waivers have also been issued for shares held as treasury shares. The total amount of dividends waived during the year ended 31 March 2023 was £6.6m.

Other than this, there are no disclosures required to be made under UK Listing Rule 9.8.4.

Compliance with Listing Rule 9.8.6R

The Group has complied with the requirements of LR 9.8.6R by including climate-related financial disclosures consistent with the TCFD recommendations and recommended disclosures.

Disclosures can be found on the following pages:

Pillar	Disclosure	Page
Governance	a. Describe the Board's oversight of climate-related risks and opportunities b. Describe management's role in assessing and managing climate-related risks and opportunities	31
Strategy	a. Describe the climate-related risks and opportunities the organization has identified over the short, medium, and long term b. Describe the impact of climate-related risks and opportunities on the organization's businesses, strategy, and financial planning climate-related risks c. Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario	34
Risk management	a. Describe the organisation's processes for identifying and assessing climate-related risks b. Describe the organisation's processes for managing climate-related risks c. Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management	39
Metrics and targets	a. Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process b. Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 GHG emissions and the related risks c. Describe the targets used by the organization to manage climate-related risks and opportunities and performance against targets	43

Read more on our TCFD disclosures on pages 30 to 52

Non-UK branches

A subsidiary of the Company, Intermediate Capital Managers Limited, operates a branch in France.

Auditor

EY were the auditor for the financial year ended 31 March 2023. A resolution for the appointment of EY as the auditor was passed at the AGM held on 21 July 2022. Details of auditor's remuneration for audit and non-audit work are disclosed in note 12 to the accounts.

Further details are set out in the Audit Committee report on page 84

Complex supplier arrangements

The Group does not use supplier financing arrangements.

Disclosure of information to the auditor

Each of the persons who is a Director at the date of approval of this report confirms that:

- So far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware
- The Director has taken all reasonable steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to ensure that the Company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Post balance sheet events

Material events since the balance sheet date are described in note 34 and form part of the Directors' Report disclosures.

Approach to discrimination and consideration of disabled employees

The Group is committed to creating an environment where all its employees are treated with dignity and respect at work and which is free from discrimination, victimisation, harassment and bullying. Such conduct is harmful to our employees and our business and we seek to address any form of discrimination, victimisation, harassment or bullying where it occurs in the workplace. All our employees and other third parties working for or with us, without exception, have a duty to comply with our policies to ensure that their colleagues are treated with dignity and respect and wherever possible to prevent discrimination, victimisation, harassment or bullying.

We aim to:

- ensure that all job applicants are treated fairly and judged on criteria relevant to a vacant position
- ensure that all employees are treated in a fair and equitable manner which allows each individual to reach their full potential
- ensure that decisions on recruitment, selection, training, promotion, career management, transfer, terms and conditions of employment and every other aspect of employment are based solely on objective and job-related criteria
- provide the Group with a workforce of the highest ability which reflects the population as a whole
- avoid any type of unlawful discrimination
- ensure all managers actively promote equal opportunities within the Group

We strongly disapprove of and will not tolerate unlawful discrimination, victimisation, harassment, bullying or any other inappropriate behaviour towards our employees by managers, other employees or any third party such as clients, suppliers, visitors, consultants or contractors. All our employees and third parties working for or with the Group are required to make sure they treat everyone fairly and without bias.

The Group treats applicants and employees with disabilities fairly and provides facilities, equipment and training to assist disabled employees to do their jobs. Arrangements are made as necessary to ensure support to job applicants who happen to be disabled and who respond to requests to inform the Group of any requirements.

Should an employee become disabled during their employment, efforts would be made to retain them in their current employment or to explore the opportunities for their retraining or redeployment within the Group.

Financial support is also provided by the Group to support disabled employees who are unable to work, as appropriate to local market conditions.

Diversity policy

The Group has adopted a Group Diversity policy, as can be found on the Group's website, www.icgam.com.

ICG as a group is committed to promoting equality and diversity as well as a culture that actively values differences and recognises that people from different backgrounds and experiences can bring valuable insights to the workplace and enhance the way we work. ICG expects its people to treat each other with dignity and respect, creating an inclusive culture to support equal opportunities.

ICG's firm principle is that each member of its Board and each Committee must have the skills, experience, knowledge and overall suitability that will enable each Director to contribute individually, and as part of the board team, to the effectiveness of the body on which they sit. Subject to that overriding principle, ICG believes that diversity of experience and approach, including background, gender, age and geographic provenance amongst board members is of great value when considering overall board balance in making new appointments to the boards. ICG's priority is to ensure that the board continues to have strong leadership and the right mix of skills to deliver the business strategy. Within this context, the composition of the Board and its Committees will necessarily vary from time to time. Currently 36% of the Board are women, which is a reduction from 42% in FY22 as a result of Kathryn Purves stepping down as a NED in March 2023 after over eight years of service. Her succession is currently being considered.

ICG was pleased to achieve its UK Women in Finance Charter commitment two years early in FY22. In FY23, the Group continues to exceed its commitment and currently 32% of senior employees with global leadership roles in the UK are women. ICG continues to make progress internally through recruitment, development and retention strategies, as well as externally through partnering with other organisations to help make successful and fulfilling careers in the investment industry accessible to a wide range of people irrespective of their ethnicity, gender, sexual orientation or socio-economic background.

Acquisition of shares by EBT

Acquisitions of shares by the ICG Employee Benefit Trust 2015 purchased during the year are as described in note 24 to the financial statements.

Share capital and rights attaching to the Company's shares

As at 31 March 2023 the issued share capital of the Company was 294,332,182 ordinary shares of 26¼p each (including 3,733,333 shares held by the Company as treasury shares).

Certain key matters regarding the Company's share capital are noted below:

- Under the Company's Articles of Association, any share in the Company may be issued with such rights or restrictions, whether in regard to dividend, voting, transfer, return of capital or otherwise as the Company may from time to time by ordinary resolution determine or, in the absence of any such determination, as the Board may determine. All shares currently in issue are ordinary shares of 26¼p each carrying equal rights. The Articles of Association of the Company cannot be amended without shareholder approval
- At a General Meeting of the Company every member present in person or by a duly appointed proxy has one vote on a show of hands and on a poll one vote for each share held
- The ICG Employee Benefit Trust 2015 holds shares which may be used to satisfy options and awards granted under the Company's employee share schemes including its long-term incentive plans. The voting rights of these shares are exercisable by the trustees in accordance with their fiduciary duties
- The notice of any general meeting specifies deadlines for exercising voting rights either by proxy or present in person in relation to resolutions to be passed at a general meeting
- No shareholder is, unless the Board decides otherwise, entitled to attend or vote either personally or by proxy at a general meeting or to exercise any other right conferred by being a shareholder if:
  - They or any person with an interest in shares have been sent a notice under section 793 of the Companies Act 2006 (section 793 notice) (which confers upon public companies the power to require information with respect to interests in their voting shares)
  - They or any interested person have failed to supply the Company with the information requested within 14 days where the shares subject to the notice (the 'default shares') represent at least 0.25% of their class or in any other case 28 days after delivery of the notice. Where the default shares represent 0.25% of their class, unless the Board decides otherwise, no dividend is payable in respect of those default shares and no transfer of any default shares shall be registered. These restrictions end seven days after receipt by the Company of a notice of an approved transfer of the shares or all the information required by the relevant section 793 notice, whichever is the earlier
- The Directors may refuse to register any transfer of any share which is not a fully paid share, although such discretion may not be exercised in a way which the Financial Conduct Authority regards as preventing dealings in the shares of the relevant class or classes from taking place on an open and proper basis. The Directors may likewise refuse to register any transfer of a share in favour of more than four persons jointly
- The Company is not aware of any other restrictions on the transfer of ordinary shares in the Company other than:
  - Certain restrictions that may from time to time be imposed by laws and regulations (for example, insider trading laws or the UK Takeover Code)
  - Pursuant to the Listing Rules of the Financial Conduct Authority whereby certain employees of the Company require approval of the Company to deal in the Company's shares

The Company is not aware of any agreements between shareholders that may result in restrictions on the transfer of securities or voting rights.

At the 2022 AGM the Directors were given the power to allot shares and grant rights to subscribe for, or convert any security into, shares: up to an aggregate nominal amount of £25,423,341 and, in the case of a fully pre-emptive rights issue only, up to a total amount of £50,846,682.

A resolution will be proposed to renew the Company's authority to allot further new shares at the forthcoming AGM. In accordance with applicable institutional guidelines, the proposed new authority will allow the Directors to allot ordinary shares equal to an amount of up to one third of the Company's issued ordinary share capital as at 24 May 2023 plus, in the case of a fully pre-emptive rights issue only, a further amount of up to an additional one third of the Company's issued share capital as at 24 May 2023. The authority for Directors to allot the Company's shares is renewed annually and approval will be sought at the forthcoming AGM for its renewal.

The Directors' authority to effect purchases of the Company's shares on the Company's behalf is conferred by resolution of shareholders. At the 2022 AGM the Company was granted authority to purchase its own shares up to an aggregate value of approximately 10% of the issued ordinary share capital of the Company as at 19 May 2022.

During the year no shares were bought back. The authority to effect purchases of the Company's shares is renewed annually and approval will be sought at the forthcoming AGM for its renewal.

Powers of Directors

Subject to its Articles of Association and relevant statutory law and to such direction as may be given by the Company by special resolution, the business of the Company is managed by the Board, who may exercise all powers of the Company whether relating to the management of the business or not.

The Company's Articles of Association give power to the Board to appoint Directors. The Articles also require any Directors appointed by the Board to submit themselves for election at the first AGM following their appointment and for one third of the Company's Directors to retire by rotation at each AGM. Directors may resign or be removed by an ordinary resolution of shareholders. Notwithstanding the above, the Company has elected, in accordance with the UK Corporate Governance Code, to have all Directors reappointed on an annual basis (other than any who have decided to retire at the relevant AGM).

All Directors are standing for re-election at the upcoming AGM on 21 July 2023, the Chairman is satisfied that, following the conclusion of the Board evaluation described on page 83, each of the other Directors continues to be effective and demonstrates commitment to their role. In the case of the Chairman, the NEDs are satisfied that he continues to be effective and demonstrates commitment to his role.

Results of resolutions proposed at 2022 Annual General Meeting

Resolution	Votes for	Votes against	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	774	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	8,289,091	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	1,414,285	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	44,253	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	774	43,558
6. To reappoint Vijay Bharadia as a Director of the Company.	230,611,056	934,263	2,597
7. To reappoint Benoît Durteste as a Director of the Company.	231,257,022	288,297	2,597
8. To reappoint Virginia Holmes as a Director of the Company.	225,146,513	6,355,868	45,535
9. To reappoint Michael Nelligan as a Director of the Company.	231,397,257	148,062	2,597
10. To reappoint Kathryn Purves as a Director of the Company.	229,712,456	1,829,363	6,097
11. To reappoint Amy Schioldager as a Director of the Company.	231,389,086	156,233	2,597
12. To reappoint Andrew Sykes as a Director of the Company.	227,635,876	2,545,150	1,366,890
13. To reappoint Stephen Welton as a Director of the Company.	229,715,656	1,829,663	2,597
14. To reappoint Antje Hensel-Roth as a Director of the Company.	231,252,984	288,835	6,097
15. To reappoint Rosemary Leith as a Director of the Company.	231,397,557	147,762	2,597
16. To reappoint Matthew Lester as a Director of the Company.	229,473,266	2,072,053	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	9,390,516	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	814,833	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	6,332,261	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	1,384,953	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	21,444,809	43,658

The issued share capital of the Company at the date of the Annual General Meeting was 290,522,471 ordinary shares of 26¼p each (excluding 3,733,333 treasury shares held by the Company).

2023 Annual General Meeting

The AGM of the Company is scheduled to take place at the Head Office of the Company on 20 July 2023 at 10:00am; the exact arrangements for the meeting will be subject to any restrictions on gatherings which may be in force. Details will be contained in the Notice of Meeting, and shareholders will be updated if arrangements change. Any shareholder who wishes to vote by proxy or raise a question to be answered in writing should refer to the Notice of Meeting for instructions on how to do so. Details of the resolutions to be proposed at the AGM along with explanatory notes are set out in the circular to be posted to shareholders in June 2023 convening the meeting. In line with market practice, if votes of more than 20% of those voting are cast against a resolution, the Company will make a statement when announcing the results of the vote to explain any actions it intends to take to understand the reasons behind the vote result.

This Directors' Report is approved by the Board and signed on its behalf by:

Andrew Lewis
Company Secretary

24 May 2023

Directors' responsibilities

The Directors are responsible for preparing the Annual Report and Accounts in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors are required to prepare the Group and Parent Company financial statements in accordance with UK-adopted international accounting standards (UK-adopted IAS) and, as regards the Parent Company financial statements, as applied in accordance with section 408 of the Companies Act 2006. Under company law the Directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the Directors are required to:

- Select suitable accounting policies in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently
- Make judgements and accounting estimates that are reasonable and prudent
- Present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information
- Provide additional disclosures when compliance with the specific requirements of UK-adopted IAS are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group and Company financial position and financial performance
- In respect of the Group and Parent financial statements, state whether UK-adopted IAS have been followed and, as regards the Parent Company financial statements, applied in accordance with the provisions of the Companies Act 2006, subject to any material departures disclosed and explained in the financial statements
- Prepare the financial statements on a going concern basis unless it is appropriate to presume that the Company and/or the Group will not continue in business

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report, Directors' Report, Directors' Remuneration Policy and Corporate Governance statement that comply with that law and those regulations. The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website.

The Directors confirm, to the best of their knowledge:

- That the consolidated financial statements, prepared in accordance with UK-adopted IAS, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole
- That the Annual Report and Accounts, including the Strategic Report, includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face
- That they consider that this Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's and the Group's performance, business model and strategy.

Benoît Durteste
Chief Executive Officer

Vijay Bharadia
Chief Financial and Operating Officer

24 May 2023

Independent auditor's report to the members of Intermediate Capital Group plc

Opinion

In our opinion:

- Intermediate Capital Group plc's financial statements and Parent Company financial statements (the 'financial statements') give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 March 2023 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the Parent Company financial statements have been properly prepared in accordance with UK-adopted international accounting standards as applied in accordance with section 408 of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Intermediate Capital Group plc (the 'Parent Company') and its subsidiaries (together the 'Group') for the year ended 31 March 2023 which comprise:

Group	Parent Company
Consolidated income statement for the year ended 31 March 2023	Parent Company statement of financial position as at 31 March 2023
Consolidated statement of comprehensive income for the year ended 31 March 2023	Parent Company statement of cash flows for the year ended 31 March 2023
Consolidated statement of financial position as at 31 March 2023	Parent Company statement of changes in equity for the year ended 31 March 2023
Consolidated statement of cash flows for the year ended 31 March 2023	
Consolidated statement of changes in equity for the year ended 31 March 2023	
Related notes 1 to 34 to the financial statements, including a summary of significant accounting policies	

The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards and as regards the Parent Company financial statements, as applied in accordance with section 408 of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ('ISAs (UK)') and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion

Independence

We are independent of the Group and Parent Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Group or the Parent Company and we remain independent of the Group and the Parent Company in conducting the audit.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Group and Parent Company's ability to continue to adopt the going concern basis of accounting included:

- obtaining an understanding of management and the Directors' processes for determining the appropriateness of the use of the going concern basis. This included discussions with management, corroborating our understanding with the Audit Committee and obtaining management's going concern assessment covering the period to 30 November 2024, which is eighteen months from the date these financial statements were authorised for issue;
- reviewing the Group's cashflow forecasts, considering if the appropriateness of the assumptions used in the models are appropriate to enable the Directors to make an assessment in respect of going concern, including the availability of existing and forecast cash resources and undrawn facilities;
- evaluating the regulatory capital and liquidity position of the Group, including reviewing the Internal Capital Adequacy and Risk Assessment ('ICARA'). This included verifying credit facilities available to the Group by obtaining third party confirmations;
- reviewing the appropriateness of the stress and reverse stress test scenarios, including assessing the completeness of the severe scenarios that consider the key risks identified by the Group, our understanding of the business and the external market environment. We also evaluated the analysis by testing the clerical accuracy and assessed the conclusions reached in the stress and reverse stress test scenarios;

- assessing the plausibility of available options to mitigate the impact of the key risks by comparing them to our understanding of the Group;
- performing enquires of management and those charged with governance to identify risks or events that may impact the Group's ability to continue as a going concern. We also reviewed the management paper approved by the Board, minutes of meetings of the Board and the Audit Committee and made enquiries of management and the Board; and
- assessed the appropriateness of the going concern disclosures by comparing them with management's assessment for consistency and for compliance with the relevant reporting requirements.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group and Parent Company's ability to continue as a going concern for the period to 30 November 2024.

In relation to the Group and Parent Company's reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Group's ability to continue as a going concern.

Overview of our audit approach

Audit scope	• The Group is managed principally from one location, with core business functions, including finance and operations, located in London. All key accounting records are maintained in the UK. The Group operates international offices in Europe, Asia and North America, which are primarily responsible for deal origination, marketing and investment portfolio monitoring. • The Group comprises 248 consolidated subsidiaries, including 21 consolidated structured entities. • The Group audit team based in London, performed audit procedures on all balances material to the Group and Parent Company financial statements.
Key audit matters	• Valuation of investments in portfolio companies and real estate assets (including those held via fund structures and assets held for sale) • Valuation of investments in Collateralised Loan Obligations ('CLOs'), including debt (senior) and equity (subordinated) tranches and the assets and liabilities held by consolidated CLOs • Calculation and recognition of management and performance fees
Materiality	• Overall Group materiality of £21.3m which represents 5% of normalised profit before tax. Normalised profit before tax is calculated as the sum of the 2023 Fund Management Company's ('FMC') profit before tax and an average of the Investment Company ('IC') profit/loss before tax for the past five financial years. Our basis for calculating materiality has been updated for the current year to reflect stakeholder focus on the FMC and accounts for year-on-year fluctuations within the IC's profit/loss before tax resulting from fluctuations in investment valuation gains/losses.

An overview of the scope of the Parent Company and Group audits

Tailoring the scope

Our assessment of audit risk and our evaluation of materiality determine our audit scope for the Group and Parent Company. Taken together, this enables us to form an opinion on the consolidated financial statements. We take into account size, risk profile, the organisation of the Group and effectiveness of Group-wide controls, changes in the business environment, the potential impact of climate change and other factors such as recent Internal Audit results when assessing the level of work to be performed for the Group.

In assessing the risk of material misstatement to the Group financial statements, and to ensure we had adequate quantitative coverage of significant accounts in the financial statements, we performed direct audit procedures on all items material to the Group and Parent Company financial statements. Our Group testing covered account balances material to the Group including balances of entities within the United Kingdom, Luxembourg, United States of America and Jersey, which represent the principal business units within the Group. The audit scope of these legal entities may not have included testing of all significant accounts of the component but will have contributed to the coverage of significant accounts tested for the Group.

As part of our Group audit procedures, we also perform analytical review procedures, testing of consolidation journals and intercompany eliminations, and foreign currency translation recalculations to respond to any potential risks of material misstatement to the Group financial statements.

Involvement with component teams

All audit work performed for the purposes of the Group audit was undertaken by the Group audit team.

Climate change

Stakeholders are increasingly interested in how climate change will impact the Group. The Group has determined that the most significant future impacts from climate change on their operations will be from the adverse effects of the underlying portfolio investments. This is explained on pages 30-49 in the Task Force for Climate related Financial Disclosures and on page 72 in the Managing Risk section. All of these disclosures form part of the 'Other information', rather than the audited financial statements. Our procedures on these unaudited disclosures therefore consisted solely of considering whether they are materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appear to be materially misstated, in line with our responsibilities on 'Other information'.

In planning and performing our audit we assessed the potential impacts of climate change on the Group's business and any consequential material impact on its financial statements.

The Group has explained in the General Information and basis of preparation section in Note 1 to the financial statements, on pages 150-151, their articulation of how climate change has been reflected in the financial statements, and how they have reflected the impact of climate change in their financial statements.

Our audit effort in considering the impact of climate change on the financial statements was focused on assessing whether the effects of climate risks have been appropriately reflected by management in reaching their judgments and in relation to the assessment of the fair value of investments and the impact on performance fees. As part of this evaluation, we performed our own risk assessment, supported by our climate change internal specialists, to determine the risks of material misstatement in the financial statements from climate change which needed to be considered in our audit.

We also challenged the Directors' considerations of climate change risks in their assessment of going concern and viability and associated disclosures. Where considerations of climate change were relevant to our assessment of going concern, these are described above.

Based on our work, we have not identified the impact of climate change on the financial statements to be a key audit matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in our opinion thereon, and we do not provide a separate opinion on these matters.

Risk

Valuation of investments in portfolio companies and real estate assets (including those held via fund structures and assets held for sale)

In the Consolidated and Parent Company statements of financial position, the Group's investments in portfolio companies (co-investments or alongside funds managed by ICG) of £1,560.1m, (2022: £1,642.5m) are included in Financial assets at fair value. Assets held for sale of £158.6m (2022: £79.2m) are included in Disposal groups held for sale.

Refer to the Audit Committee Report (page 84-89); Accounting policies and Note 5 of the financial statements (page 158-165)

The Group's investment portfolio contains unquoted debt and equity securities, that are held either directly or through funds. These investments are held at fair value through profit and loss or investments held for sale in accordance with International Financial Reporting Standards ('IFRS') 5 — Non-current Assets Held for Sale and Discontinued Operations ('IFRS 5').

The Group adopts a valuation methodology based on the International Private Equity and Venture Capital Valuation Guidelines 2022 ('IPEV guidelines') and Royal Institution of Chartered Surveyors ('RICS') in conformity with IFRS 13 — Fair Value Measurements ('IFRS 13') and IAS 40 – Investment Property ('ISA 40'). The Group predominantly applies either an earnings based valuation technique or discounted cash flow model ('DCF') to value non-real estate investments. For certain real estate strategies, the Group engages external valuers to perform valuations.

Owing to the unquoted and illiquid nature of these investments, the assessment of fair valuation is subjective and requires several significant and complex judgements to be made by management. The exit value will be determined by the market at the time of realisation and therefore despite the valuation policy adopted and judgements made by management, the final sales value may differ materially from the valuation at the year end.

There is the risk that inaccurate judgements made in the assessment of fair value could lead to the incorrect valuation of investments in portfolio companies. In turn, this could materially misstate the financial assets at fair value in the Consolidated and Parent Company Statements of Financial Position, and the Net gains on investments in the Consolidated income statement.

There is also a risk that management may influence the judgements and estimations in respect of the portfolio companies' valuations in order to meet market expectations of the Group.

Our response to the risk

We have:

- Obtained an understanding of management's processes and controls for the valuation of investments in portfolio companies (including co-investments or alongside funds managed by ICG) by performing walkthrough procedures, in which we evaluated the design effectiveness of controls. This included discussing with management the valuation governance structure and protocols around their oversight of the valuation process, including the Group Valuation Committee.
- Compared management's valuation methodologies to IFRS and the relevant IPEV and RICS guidelines. We sought explanations from management where there were judgments applied in their application of the guidelines and assessed their appropriateness.
- With the assistance of our valuations specialists, we formed an independent view on the appropriateness of the key assumptions and inputs used in the valuation of a sample of portfolio company and real estate investments, with reference to relevant industry and market valuation considerations and data points. We derived a range of acceptable fair values through our analysis including taking into account other qualitative risk factors, such as company specific risk factors. We compared these ranges to management's fair values and discussed our results with both management and the Audit Committee.
- On a sample basis, we agreed key inputs in the valuation models to source data, including portfolio company financial information. We also performed procedures on key judgements made by management in the calculation of fair value:
  - performed calculations to assess the appropriateness of discount rates used in DCF valuations, with reference to relevant industry and market data;
  - assessed the suitability of the comparable companies used in the calculation of the earnings multiples;
  - challenged management on the applicability and completeness of adjustments made to earnings multiples by obtaining rationale and supporting evidence for adjustments made;
  - assessed the appropriateness of the portfolio company financial information, including business plans, used in the valuation and any relevant adjustments made by obtaining rationale and supporting evidence; and
  - obtained the external valuation reports, where an external valuer has been engaged, and assessed their competence and objectivity.

We checked the mathematical accuracy of the valuation models on a sample basis. We recalculated the unrealised gains/losses on revaluation of investments impacting the Net gains on investments in the Consolidated income statement.

We have considered the impact of climate change throughout our procedures performed on the valuation of portfolio companies, by challenging whether the valuation methodologies and assumptions used are appropriate.

We challenged management to understand the rationale for any material differences between the exit prices of investments realised during the year and the prior year fair value, to further verify the reasonableness of the current year valuation models and methodology adopted by management.

Key observations communicated to the Audit Committee

All valuations reviewed, were found to be materially carried in accordance with UK-adopted international accounting standards and the IPEV or RICS guidelines respectively.

Based on our procedures performed, we had no material matters to report the Audit Committee.

Risk	Our response to the risk
Valuation of investments in Collateralised Loan Obligations ('CLOs'), including debt (senior) and equity (subordinated) tranches and the assets and liabilities held by consolidated CLOs *In the Consolidated and Parent Company statements of financial position, the Group's investments in CLO debt (senior) (2023: £105.8m, 2022: £105.6m) and equity (subordinated debt) tranches (2023: £7.5m, 2022: £12.2m), and investments held by consolidated CLOs (2023: £4,669.1m, 2022: £4,612.6m) are included in Financial assets at fair value. The liabilities held by consolidated CLOs (2023: £4,572.7m, 2022: £4,364.7m) are included in Financial liabilities at fair value.* *Refer to the Audit Committee Report (page 84-89); Accounting policies and Note 5 of the Financial Statements (page 158-165)* The Group holds investments in CLOs in both the debt and equity tranches. These investments are accounted for at fair value through profit or loss. The Group consolidates the CLOs where it is deemed to have control in accordance with IFRS 10 – Consolidated financial statements ('IFRS 10'). In particular, significant judgements are required where there is limited market activity to provide reliable observable inputs. There is the risk that inaccurate judgements made in the assessment of fair value could lead to the incorrect valuation of investments in CLOs which could materially misstate the Financial assets and Financial Liabilities at fair value in the Consolidated and Parent Company statements of financial position. In turn, this could materially misstate the Net gains on investments account in the Consolidated income statement. There is also a risk that management may influence the judgements and estimations of the investments in CLO debt and equity tranches in order to meet market expectations of the Group.	**Unconsolidated CLOs – Investments in Debt and Equity** We have: • Obtained an understanding of management's processes and controls for the valuation of CLOs by performing walkthrough procedures, in which we evaluated the design effectiveness of controls; • Agreed each tranche size to observable market data (i.e., Fitch Ratings); • Obtained the available observable market data (i.e., Markit) and compared it to management's fair valuations for positions with observable inputs; • Formed an independent range of fair values for a sample of the debt and equity tranches with the assistance of our valuation specialists where observable market data is not available. This included: • projecting cash flows using a cash flow model and market based assumptions such as default rates; • estimating a range of yields based on either recent trade data or comparable CLO securities; • performing independent comparative calculations using the cash flows and yields; and • recalculating the unrealised gain/loss on revaluation of investments impacting the Net gains on investments in the Consolidated income statement; • Assessed the mathematical accuracy of the equity models; and • Considered the impact of climate change throughout the procedures performed on the valuation by challenging whether the valuation methodologies and assumptions used remain appropriate. **Consolidated CLO balances** We have: • Agreed consolidated balances to underlying administrator accounts; • Reviewed the material assets and liabilities associated with each of the consolidated CLOs and tested the underlying balances; • Obtained the available observable market data (i.e., Markit) and compared it to management's fair valuations for a sample of the financial assets and financial liabilities of the consolidated CLOs; • Assessed the mathematical accuracy of the equity models; and • Considered the impact of climate change throughout the procedures performed on the valuation by challenging whether the valuation methodologies and assumptions used remain appropriate.

Key observations communicated to the Audit Committee

The valuation of the CLOs, including debt and equity tranches reviewed by EY, were found to carried materially in accordance with UK-adopted international accounting standards.

Based on our procedures performed we had no material matters to report to the Audit Committee.

Risk	Our response to the risk
Calculation and recognition of management fees and performance fees *In the Consolidated income statement, management fees (2023: £481.6m, 2022: £429.4m), including performance fees (2023: £22.4m, 2022: £57.5m), are included in Fee and other operating income.* *Refer to the Audit Committee Report (page 84-89); Accounting policies and Note 3 of the Financial Statements (page 152)* The Group manages funds across numerous domiciles and investment strategies and receives management fees and performance fees from its performance of investment management services for third-party money it manages. Management fees are calculated based on an agreed percentage of either committed capital, invested capital or net asset value ('NAV'), depending on the contractual agreement of the underlying fund. The calculations are prepared by third-party administrators or ICG. Due to the manual nature of the process, there is a risk that management fees are incorrectly calculated. The accuracy and recognition of revenue is important to the Group's financial statements. Stakeholder expectations may place pressure on management to influence the recognition of revenue. This may result in overstatement or deferral of revenue to assist in meeting current or future revenue targets or expectations. Performance fees are calculated as a contractual percentage of a fund's return, once a specified hurdle rate is expected to be met. These amounts are specified in the underlying contract between the fund and the Group in its capacity as investment manager. Performance fees are only received when a triggering event, such as a realisation or refinancing a fund's investment, occurs. In respect of performance fees, management must apply judgment in accordance with IFRS 15 – Revenue from contracts with customers ('IFRS 15') to determine whether it is highly probable that a significant reversal will not occur in the future. The following are identified as the key risks or judgments in respect of the recognition of performance fees: • inappropriate judgments are made by management in the process, including whether a constraint is applied and in determining the forecast exit dates of underlying investments; • errors are made in performing complex manual calculations within the model; and • inappropriate inputs are used by management in the calculations. The accuracy and recognition of revenue is important to the Group's financial statements. Stakeholder expectations may place pressure on management to influence the recognition of revenue. This may result in overstatement or deferral of revenue to assist in meeting current or future revenue targets or expectations.	We obtained an understanding of management's processes and controls for the calculation and recognition of management fees and performance fees by performing walkthrough procedures, in which we evaluated the design effectiveness of controls. In respect of management fees, for a sample of funds, we: • agreed the fee terms used in the calculation, to the terms as specified in the relevant legal agreements, for example the Investment Management Agreement or Limited Partnership Agreement; • validated key inputs, such as committed capital, invested capital or NAV, to supporting evidence; • tested the arithmetical accuracy of the calculations prepared by ICG or the third-party administrators by performing independent recalculations; • traced management fees received during the year to bank statements; • reconciled the closing management fee debtor in the statement of financial position; and • traced the year end debtor balance to post year end bank statements to assess recoverability. In respect of performance fees, for a sample of funds, we: • agreed contractual terms such as hurdle rates and percentage receivable to underlying legal agreements; • recalculated the waterfall to test management's judgment that the relevant hurdles are expected to be met where performance fees are being accrued; • challenged the reasonableness of forecast exit dates with reference to our work performed over valuations of the investment portfolio and our understanding of the investment life cycle; • tested the arithmetical accuracy of the calculations by performing independent recalculations; • assessed whether each payment of performance fees was a result of a triggering event, such as a realisation or refinancing and verified cash flows to bank statements; and • reconciled the closing performance fee debtor in the statement of financial position. We compared the performance of the underlying funds used in the performance fee calculations to our understanding of the performance of the relevant funds' underlying investments gained through our valuation work. We challenged management to understand the rationale for any differences between the performance fee payments received during the year and the prior year estimates, to further assess the reasonableness of the current year performance fee models and methodology adopted by management. We have performed journal entry testing and have made enquiries of management in order to address the residual risk of management override. We have considered the impact of climate change on performance fees by challenging the impact on the valuations as outlined in the key audit matters above.

Key observations communicated to the Audit Committee

Our audit procedures did not identify any material matters regarding the calculation and recognition of management fees and performance fees. Revenue has been recorded in accordance with UK-adopted international accounting standards.

Based on our procedures performed we had no material matters to report to the Audit Committee.

Our application of materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

Materiality

The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.

We determined materiality for the Group to be £21.3m (2022: £28.3m), which is 5% of normalised profit before tax (2022: 5% of profit before tax). Normalised profit before tax is calculated as the sum of the 2023 FMC profit before tax and an average of the IC profit/loss before tax for the past five financial years. Our basis for calculating materiality has been updated in the current year to reflect fluctuations within the IC's profit/loss before tax resulting from fluctuations in investment valuation gains/losses. We believe that normalised profit before tax provides us with an appropriate basis for materiality due to stakeholder focus on the FMC and its contribution to business performance.

We determined materiality for the Parent Company to be £7.8m (2022: £9.4m), which is 1% (2022: 1%) of net assets.

During the course of our audit, we reassessed initial materiality based on 31 March 2023 normalised profit before tax, and net asset value in relation to the Parent Company, and adjusted our audit procedures accordingly.

Performance materiality

The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.

On the basis of our risk assessments, together with our assessment of the Group's overall control environment, our judgment was that performance materiality was 50% (2022: 50%) of our planning materiality, namely £10.6m (2022: £14.1m). We have set performance materiality at this percentage due to our observations of the control environment and the misstatements identified in the prior year. In determining performance materiality, we considered our risk assessments, together with our assessment of the Group's overall control environment.

Reporting threshold

An amount below which identified misstatements are considered as being clearly trivial.

We agreed with the Audit Committee that we would report to them all uncorrected audit differences in excess of £1.1m (2022: £1.4m), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the Annual Report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements and those reports have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Corporate Governance Statement

We have reviewed the Directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the Group and Parent Company's compliance with the provisions of the UK Corporate Governance Code specified for our review by the Listing Rules.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements or our knowledge obtained during the audit:

- Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 127;
- Directors' explanation as to its assessment of the company's prospects, the period this assessment covers and why the period is appropriate set out on page 73;
- Director's statement on whether it has a reasonable expectation that the Group will be able to continue in operation and meets its liabilities set out on page 127;
- Directors' statement on fair, balanced and understandable set out on page 132;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 66;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems set out on page 92; and;
- The section describing the work of the Audit Committee set out on pages 84-89

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement set out on page 132, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the company and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group and determined that the most significant are those that relate to the reporting framework (UK-adopted international accounting standards, the Companies Act 2006 and UK Corporate Governance Code) and relevant tax compliance regulations. In addition, we concluded that there are certain significant laws and regulations which may have an effect on the determination of the amounts and disclosures in the financial statements, being the Listing Rules of the UK Listing Authority and relevant Financial Conduct Authority ('FCA') rules and regulations.
- We understood how the Group is complying with those frameworks by making enquiries of senior management, including the Chief Financial and Operating Officer, General Counsel and Company Secretary, Global Head of Compliance and Risk, Head of Internal Audit and the Chairman of the Audit Committee. We corroborated our understanding through our review of board and committee meeting minutes, papers provided to the Audit Committee, and correspondence with regulatory bodies.
- We assessed the susceptibility of the Group's financial statements to material misstatement, including how fraud might occur by discussing with the Audit Committee and management to understand where they considered there was susceptibility to fraud. We considered performance targets and their potential influence on efforts made by management to manage or influence the perceptions of analysts. We considered the controls that the Group has established to address risks identified, or that otherwise prevent, deter and detect fraud, including in a hybrid working environment; and how senior management and those charged with governance monitor these controls. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved: inquiries of management, internal audit and those responsible for legal and compliance matters. In addition, we performed journal entry testing, with a focus on manual journals and journals indicating large or unusual transactions based on our understanding of the business; enquiries of senior management, and focused testing, as referred to in the key audit matters section above.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Other matters we are required to address

- Following the recommendation from the Audit Committee, we were appointed by the Parent Company on 21 July 2020 to audit the financial statements for the year ending 31 March 2021 and subsequent financial periods. Our appointment as auditor was approved by shareholders at the Annual General Meeting on 21 July 2020.
- The period of total uninterrupted engagement including previous renewals and reappointments is three years, covering the years ended 31 March 2021 to 31 March 2023.
- The audit opinion is consistent with the additional report to the Audit Committee.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Ernst & Young LLP

Ashley Coups (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London

24 May 2023

Notes:

1. The maintenance and integrity of the Intermediate Capital Group plc website is the responsibility of the Directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.
2. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.