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.

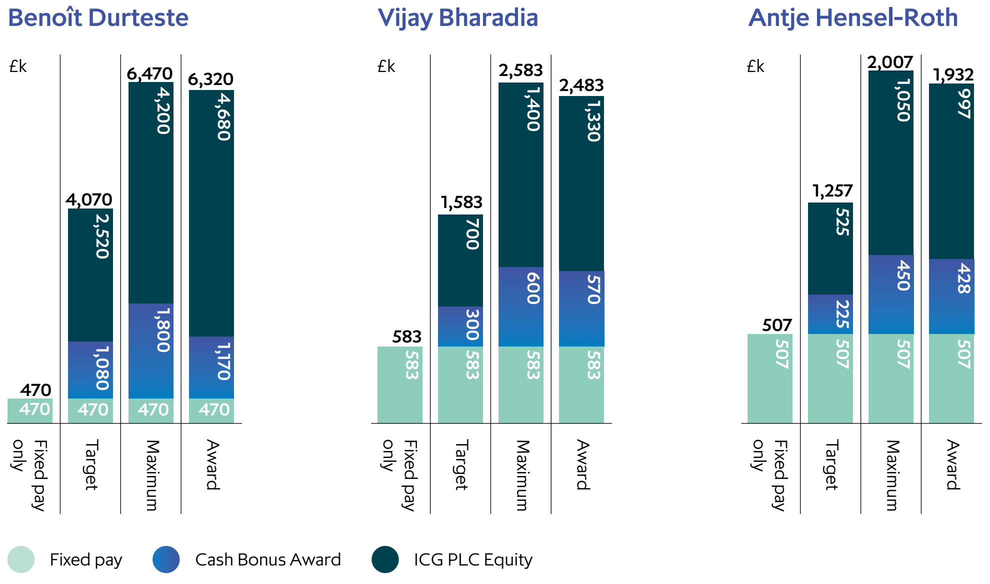
KPI performance outcomes

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)



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

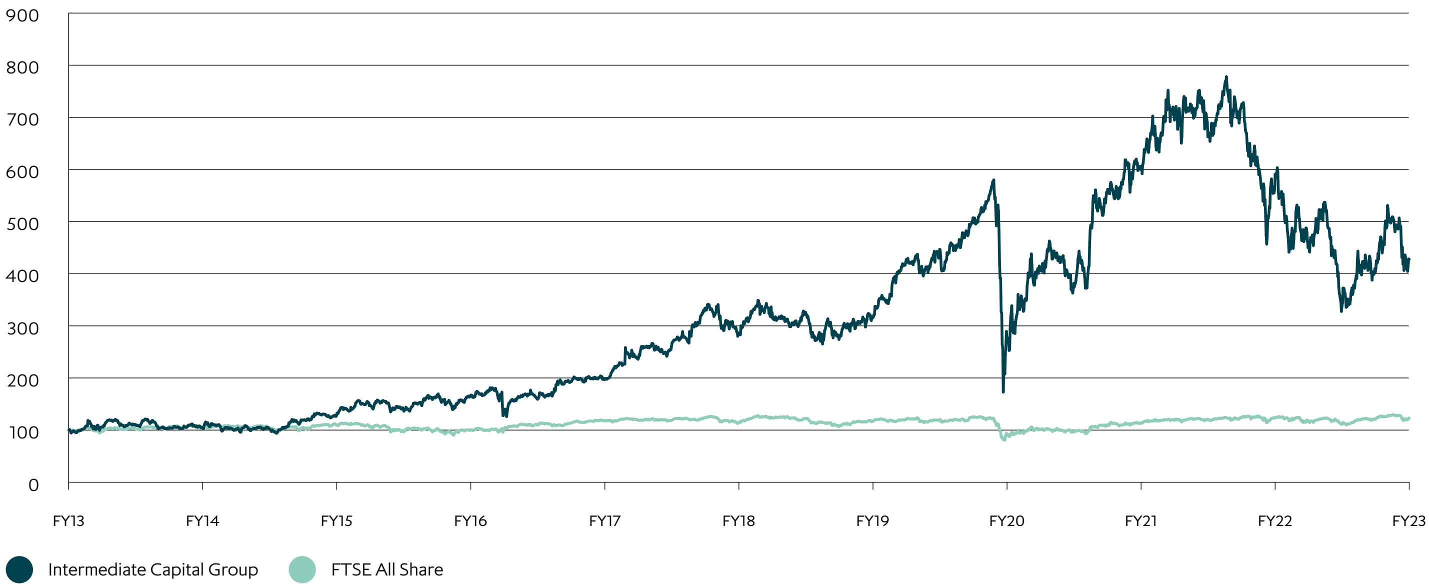
1. Each Executive Director's benefits include medical insurance, life insurance and income protection for the year ended 31 March 2023.
2. This represents the Cash Bonus Award element of the variable remuneration.
3. This represents the ICG PLC Equity Awards made for the year ended 31 March 2023 and 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