



THIS DOCUMENT IS IMPORTANT. If you are in any doubt as to the action you should take you are recommended to seek advice from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000. The right to elect for new ordinary shares under the terms of this offer is strictly non-transferable.

Intermediate Capital Group PLC

Registered office:
Juxon House
100 St Paul's Churchyard
London
EC4M 8BU
United Kingdom

Do not complete this Mandate if you wish to receive your dividends in cash on the whole of your holding. The terms and conditions of the Scheme are set out in the document accompanying this Mandate and terms used in this Mandate have the same meaning as those set out in that document.

Intermediate Capital Group PLC scrip dividend scheme – application and mandate for future dividends

If you wish to receive your entire Relevant Dividend entitlement in the form of New Ordinary Shares of the Company instead of a cash Relevant Dividend, you should complete and sign this form and forward it to the Registrars, so as to be received no later than 5.00 pm on the relevant Mandate Delivery Deadline. This Mandate will only apply to a Relevant Dividend for which the Mandate Delivery Deadline has not passed; if the Mandate is not received by the relevant Mandate Delivery Deadline, then it will be effective for future Relevant Dividends only. Unless revoked or changed, this Mandate will be effective for all future Relevant Dividends and you will automatically receive New Ordinary Shares instead of cash.

If you wish to receive a proportion of your Relevant Dividend entitlement in the form of New Ordinary Shares instead of in cash, do not sign and return this form. You should contact the Registrars at the address given at the bottom of this form for a separate partial election form, or visit www.computershare.co.uk.

To the Directors of Intermediate Capital Group PLC

I/We, being the registered holder(s) of Ordinary Shares of Intermediate Capital Group PLC wish to elect to receive an allotment of New Ordinary Shares instead of cash Relevant Dividends, on all of the Ordinary Shares comprised from time to time in my/our shareholding in respect of the next Relevant Dividend and all future Relevant Dividends, subject to the offer of a scrip dividend by the Directors and continuing shareholder approval.

I/We accept that the allotment of New Ordinary Shares will be on the terms of the Scheme and the memorandum and articles of association of the Company. This Mandate shall remain effective until I/we revoke it by writing to the Registrars.

I/We declare that I am not/we are not resident in the United States of America, Canada, Australia, Japan, South Africa or in any jurisdiction that requires the Company to comply with any governmental regulatory procedures arising out of the Mandate nor do I/we hold the Ordinary Shares to which this Mandate relates as nominee or trustee for any beneficial holder that is so resident.

Signature (1) Please sign in box below

Signature (2) Please sign in box below

Signature (3) Please sign in box below

Signature (4) Please sign in box below

Date DD / MM / YY

In the case of joint holders **ALL** must sign. In the case of a corporation, this form should be executed under its common seal or be signed by a duly authorised official whose capacity should be stated.

If your holding is of CREST shares, please fill in this box.
(If your holding is of non-CREST shares, please leave this box blank)

CREST participant ID

CREST member account ID

Date

This Mandate is personalised and addressed only to the Shareholder (or the designated shareholding of that Shareholder) appearing on the face of this Mandate. Elections indicated on this form can only be made in respect of the Ordinary Shares to which such identified holdings relate. This Mandate Form is not transferable as between Shareholders or their respective designated holdings. The Company and Computershare Investor Services PLC accept no liability if the incorrect mandate is used or if the Shareholder alters any such form, the pre-printed identifying marks or the instructions on such form in any way.

All enquiries regarding this form should be addressed to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ (Telephone 0870 707 1064).

Computershare Investor Services PLC is authorised and regulated by the Financial Services Authority.

Registered Office: 25 The North Colonnade, Canary Wharf, London E14 5HS.