

Deutsche Bank AG, London Branch
Winchester House
1 Great Winchester Street
London EC2N 2DB

6 March 2014

Intermediate Capital Group plc
£500,000,000
Euro Medium Term Note Programme
Guaranteed by
Intermediate Capital Investments Limited
Intermediate Capital Managers Limited
and
Intermediate Investments LLP
Issue of EUR 50,000,000 4.282 per cent. Notes due March 2019
Series No: 1
Tranche No: 1
(the "Notes")

Dear Sir / Madam,

We hereby confirm that the Notes are intended to be held in a manner which would allow Eurosystem eligibility.

Please could you forward this letter to Clearstream Banking, *société anonyme* and Euroclear Bank S.A./N.V.

Yours faithfully,

INTERMEDIATE CAPITAL GROUP PLC

By:

A handwritten signature in blue ink, appearing to be 'A. M.', is written over the 'By:' line.