



MR A SAMPLE
< DESIGNATION>
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA

CANCELLED

Attendance Card

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

Additional Holders:

ADDITIONAL HOLDER 1
ADDITIONAL HOLDER 2
ADDITIONAL HOLDER 3
ADDITIONAL HOLDER 4

The Chairman of INTERMEDIATE CAPITAL GROUP PLC invites you to attend the Annual General Meeting of the Company to be held at **Juxon House, 100 St Paul's Churchyard, London EC4M 8BU** on **15 July 2015 at 12.00 noon**.

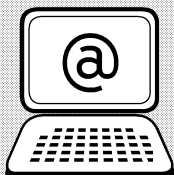
Shareholder Reference Number

C0000000000



Please detach this portion before posting this proxy form.

Form of Proxy - Annual General Meeting to be held on 15 July 2015



Cast your Proxy online...It's fast, easy and secure!

www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 913047

SRN: C0000000000

PIN: 1245



View the Notice of Annual General Meeting and Annual Report online: <http://www.icgplc.com/shareholders/shareholders.aspx>

Register at www.investorcentre.co.uk - elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 13 July 2015 at 12.00 noon.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting if they are unable to attend the meeting but would like to vote. If such an appointment is made, delete the words "the Chairman of the meeting OR" and please insert the name of your chosen proxy holder in the space provided (see reverse). If no name is entered, the return of this form duly signed will authorise the Chairman of the meeting to act as your proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0870 707 1064 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to instruct your proxy to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0870 707 1064 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- In the case of joint holders of a share, any one holder may sign or electronically register the proxy, but the vote of the senior who votes whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the share. In any event the names of all joint holders should be stated on the proxy form.
- Any alterations made to this form should be initialled.
- To be valid, the completed form must be deposited (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or a copy certified in accordance with the Powers of Attorney Act 1971 or in some other manner approved by the directors) at the Company's registrars Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not later than 12.00 noon on 13 July 2015. The completion and return of this form will not preclude a member from attending the meeting or any adjournment thereof and voting in person.
- In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of a duly authorised officer or attorney, stating their capacity (e.g. director, secretary).

CANCELLED

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instructions that does not comply with these conditions.

All Named Holders

MR A SAMPLE
< Designation>
Additional Holder 1
Additional Holder 2
Additional Holder 3
Additional Holder 4



Poll Card To be completed **only** at the AGM if a Poll is called.

Ordinary Resolutions		For	Against	Vote Withheld
1.	To receive the financial statements and reports of the directors and auditors for the financial year ended 31 March 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	To approve the directors' remuneration report as set out in the annual report and accounts for the financial year ended 31 March 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	To declare a final dividend of 15.1 pence per ordinary share for the financial year ended 31 March 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	To reappoint Deloitte LLP as auditors of the Company to hold office as the Company's auditors until the conclusion of the Company's next annual general meeting in 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	To authorise the directors to set the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	To re-appoint Justin Dowley as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	To re-appoint Kevin Parry as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	To re-appoint Peter Gibbs as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	To re-appoint Kim Wahl as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	To re-appoint Kathryn Purves as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

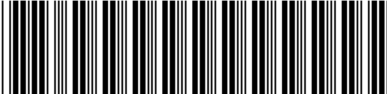
Special Resolutions		For	Against	Vote Withheld
11.	To re-appoint Christophe Evain as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	To re-appoint Philip Keller as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	To re-appoint Benoît Durteste as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	To grant the Directors authority to allot shares pursuant to section 551 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15.	Subject to the passing of resolution 14, to authorise the Directors to allot equity securities and to sell ordinary shares pursuant to sections 570 (1) and 573 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16.	To authorise the Company to make market purchases of its ordinary shares pursuant to section 701 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17.	To approve that a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18.	To declare a special dividend of 81.6 pence per ordinary share payable to holders of ordinary shares as at 5.00pm on 22 July 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19.	Subject to the passing of resolution 18, that every 7 existing ordinary shares be consolidated into 6 new ordinary shares of 23 1/3 pence each in the capital of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20.	To reduce the amount standing to the credit of the Company's share premium account.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature
In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

	*
--	---



C0000000000



I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of INTERMEDIATE CAPITAL GROUP PLC to be held at **Juxon House, 100 St Paul's Churchyard, London EC4M 8BU on 15 July 2015 at 12.00 noon**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Resolutions		For	Against	Vote Withheld
1.	To receive the financial statements and reports of the directors and auditors for the financial year ended 31 March 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	To approve the directors' remuneration report as set out in the annual report and accounts for the financial year ended 31 March 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	To declare a final dividend of 15.1 pence per ordinary share for the financial year ended 31 March 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	To reappoint Deloitte LLP as auditors of the Company to hold office as the Company's auditors until the conclusion of the Company's next annual general meeting in 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	To authorise the directors to set the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	To re-appoint Justin Dowley as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	To re-appoint Kevin Parry as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	To re-appoint Peter Gibbs as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	To re-appoint Kim Wahl as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	To re-appoint Kathryn Purves as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions		For	Against	Vote Withheld
11.	To re-appoint Christophe Evain as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	To re-appoint Philip Keller as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	To re-appoint Benoît Durteste as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	To grant the Directors authority to allot shares pursuant to section 551 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15.	Subject to the passing of resolution 14, to authorise the Directors to allot equity securities and to sell ordinary shares pursuant to sections 570 (1) and 573 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16.	To authorise the Company to make market purchases of its ordinary shares pursuant to section 701 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17.	To approve that a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18.	To declare a special dividend of 81.6 pence per ordinary share payable to holders of ordinary shares as at 5.00pm on 22 July 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19.	Subject to the passing of resolution 18, that every 7 existing ordinary shares be consolidated into 6 new ordinary shares of 23 1/3 pence each in the capital of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20.	To reduce the amount standing to the credit of the Company's share premium account.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date



In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

