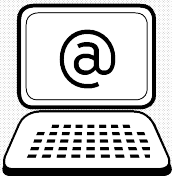


The Chairman of INTERMEDIATE CAPITAL GROUP PLC invites you to attend the Annual General Meeting of the Company to be held at **Juxon House, 100 St Paul's Churchyard, London EC4M 8BU** on **25 July 2019 at 9.00 am.**

Shareholder Reference Number

Please detach this portion before posting this proxy form.

Form of Proxy - Annual General Meeting to be held on 25 July 2019



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: 915847

SRN:

PIN:



View the Notice of Annual General Meeting and Annual Report online: **www.icgam.com**

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 23 July 2019 at 9.00 am.**

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 0370 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 6.00 pm on the day which is two working 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 9.00 am on 23 July 2019. 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 0370 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 9.00 am on 23 July 2019. 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).

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 instruction that does not comply with these conditions.

All Named Holders

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

Ordinary Resolutions		For	Against	Vote Withheld
1.	To receive the Company's financial statements and reports of the directors of the Company (the "Directors") and of the auditors for the financial year ended 31 March 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) as set out in the Annual Report and Accounts for the financial year ended 31 March 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	To re-appoint Deloitte LLP as auditors of the Company to hold office as the Company's auditors from the conclusion of this Annual General Meeting until the conclusion of the next general meeting of the Company at which accounts are laid.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	To authorise the Audit Committee, for and on behalf of the Board, to determine the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	To declare a Final Dividend of 35 pence per ordinary share for the financial year ended 31 March 2019 payable on 6 August 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	To re-appoint Kevin Parry OBE as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	To re-appoint Benoit Durteste as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	To re-appoint Virginia Holmes as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	To re-appoint Michael Nelligan 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"/>

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.

		For	Against	Vote Withheld
11.	To re-appoint Amy Schioldager as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	To re-appoint Andrew Sykes as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	To re-appoint Stephen Walton as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	To appoint Vijay Bharadia as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15.	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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions				
16.	That, in substitution for all existing authorities and subject to the passing of Resolution 15, the Directors be generally empowered pursuant to section 570 of the Act to allot equity securities for cash.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17.	That, in addition to any authority granted under Resolution 16, and subject to the passing of Resolution 15, the Directors be generally empowered pursuant to section 570 of the Act to allot equity securities for cash.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18.	That the Company be generally and unconditionally authorised to make one or more market purchases of ordinary shares in the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19.	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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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).

*

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 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 25 July 2019 at 9.00 am**, 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 Company's financial statements and reports of the directors of the Company (the "Directors") and of the auditors for the financial year ended 31 March 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) as set out in the Annual Report and Accounts for the financial year ended 31 March 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	To re-appoint Deloitte LLP as auditors of the Company to hold office as the Company's auditors from the conclusion of this Annual General Meeting until the conclusion of the next general meeting of the Company at which accounts are laid.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	To authorise the Audit Committee, for and on behalf of the Board, to determine the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	To declare a Final Dividend of 35 pence per ordinary share for the financial year ended 31 March 2019 payable on 6 August 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	To re-appoint Kevin Parry OBE as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	To re-appoint Benoit Durteste as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	To re-appoint Virginia Holmes as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	To re-appoint Michael Nelligan 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"/>

		For	Against	Vote Withheld
11.	To re-appoint Amy Schioldager as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	To re-appoint Andrew Sykes as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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15.	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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions				
16.	That, in substitution for all existing authorities and subject to the passing of Resolution 15, the Directors be generally empowered pursuant to section 570 of the Act to allot equity securities for cash.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17.	That, in addition to any authority granted under Resolution 16, and subject to the passing of Resolution 15, the Directors be generally empowered pursuant to section 570 of the Act to allot equity securities for cash.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18.	That the Company be generally and unconditionally authorised to make one or more market purchases of ordinary shares in the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19.	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.	<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

DD / MM / YY

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).

