

**Company Number 02234775**

**The Companies Act 2006  
Public Company Limited by Shares**

**Intermediate Capital Group PLC  
(the "Company")**

At the Annual General Meeting of the Company held at Procession House, 55 Ludgate Hill, London EC4M 7JW on 16 July 2024 at 10.00 a.m., the ordinary resolution numbered 15 and the special resolutions numbered 16, 17, 18 and 19 below were all passed:

**ORDINARY RESOLUTION**

**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 or grant rights to subscribe for, or convert any security into, shares in the Company:

a. up to an aggregate nominal amount of £25,430,299; and

b. comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £25,430,299 in connection with or pursuant to an offer of or invitation to apply for equity securities by way of a pre-emptive offer or invitation (including a rights issue or open offer) in favour of (i) holders of ordinary shares (other than the Company) on the register on a record date fixed by the Directors in proportion (as nearly as may be practicable) to their respective holdings at such date and (ii) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or appropriate in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the conclusion of the next annual general meeting of the Company (or, if earlier, until the close of business on 30 September 2025) unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority conferred hereby had not expired.

References in this Resolution 15 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Act) are to the nominal amount of shares that may be allotted pursuant to the rights.

**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 (as defined in section 560(1) of the Act) for cash pursuant to the authority granted by Resolution 15 or pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act, such authority to be limited:

a. to the allotment of equity securities or sale of treasury shares for cash in connection with an offer of or invitation to apply for equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of Resolution 15, such authority shall be limited to the allotment of equity securities in connection with an offer by way of a pre-emptive offer or invitation (including a rights

issue or open offer)) in favour of (i) holders of ordinary shares (other than the Company) on the register on a record date fixed by the Directors in proportion (as nearly as may be practicable) to their respective holdings at such date and (ii) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or appropriate in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

b. to the allotment of equity securities pursuant to the authority granted by paragraph (a) of Resolution 15 or sale of treasury shares for cash (in each case otherwise than under paragraph (a) or paragraph (c) of this Resolution 16) up to an aggregate nominal amount of £7,629,089, being 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 22 May 2024 (being the latest practicable date prior to publication of this Notice) (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares, by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights); and

c. to the allotment of equity securities or sale of treasury shares for cash (in each case otherwise than under paragraph (a) or paragraph (b) of this Resolution 16) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this Resolution 16, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice.

such authorities to apply until the conclusion of the next annual general meeting of the Company (or, if earlier, until the close of business on 30 September 2025) unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

**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 (as defined in section 560(1) of the Act) for cash pursuant to the authority granted by Resolution 15 or pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act, such authority to be limited:

a. to the allotment of equity securities or sale of treasury shares for cash up to an aggregate nominal amount of £7,629,089, being 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 22 May 2024 (being the latest practicable date prior to publication of this Notice) (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares, by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights) such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, or any other purposes as the Company in general meeting may at any time by special resolution determine; and

b. to the allotment of equity securities or sale of treasury shares for cash (in each case otherwise than under paragraph (a) of this Resolution 17) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) of this Resolution 17, such authority to be used only for the purposes of making a follow-on offer

which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authorities to apply until the conclusion of the next annual general meeting of the Company (or, if earlier, until the close of business on 30 September 2025) unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

**18.** That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 26¼p in the capital of the Company provided that:

- a. the maximum aggregate number of ordinary shares authorized to be purchased is 29,063,199 (representing 10% of the issued ordinary share capital of the Company (excluding treasury shares));
- b. the minimum price (excluding expenses) which may be paid for an ordinary share is 26¼p, being the nominal value of that share;
- c. the maximum price (excluding expenses) which may be paid for an ordinary share shall be the higher of (1) an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased and (2) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- d. this authority expires at the conclusion of the next annual general meeting of the Company (or, if earlier, the close of business on 30 September 2025); and
- e. the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of ordinary shares in pursuance of any such contract.

**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.



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**Andrew Lewis**

Signed for and on behalf of Intermediate Capital Group Plc  
Company Secretary  
Dated: 16 July 2024