

## Final Terms Confirmation Announcement

10 March 2015

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### Intermediate Capital Group plc

#### **£160,000,000 5.00 per cent. Bonds due 24 March 2023 (the “Bonds”)**

Terms used herein shall be deemed to be defined as such for the purposes of the Final Terms dated 4 March 2015 (the “**Final Terms**”) published by Intermediate Capital Group plc (“**ICG**”). This announcement constitutes the Final Terms Confirmation Announcement referred to in the Final Terms and must be read in conjunction with the Prospectus dated 18 February 2015 (the “**Prospectus**”) and the Final Terms.

Issue Date:	24 March 2015
Aggregate principal amount of the Bonds:	£160,000,000
Estimated net proceeds of the offer:	£158,800,000
Estimated total expenses:	£282,000
Date of Board and Committee approval for issuance of the Bonds obtained:	17 February 2015 and 3 March 2015, respectively

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#### **Notes to editors:**

- The Bonds may not be suitable for all investors. Investors should ensure they fully understand the risks and seek independent financial advice.

- Investors should note that the price of the Bonds can rise and fall during the life of the investment and the price of the Bonds could fall below the issue price of £1,000.
- In the event that ICG defaults or becomes insolvent, investors may lose some or all of their investment.

## Disclaimer

This announcement is an advertisement and not a prospectus for the purposes of EU Directive 2003/71/EC, as amended (the "**Directive**"), and/or Part VI of the Financial Services and Markets Act 2000, (the "**FSMA**"). The Prospectus and the Final Terms have been prepared and made available to the public as required by Part VI of the FSMA. Investors should not subscribe for any of the Bonds referred to in this announcement except on the basis of information in the Prospectus and the Final Terms. Full information on ICG and the offer of the Bonds is only available on the basis of the combination of the Prospectus, the Final Terms and this Final Terms Confirmation Announcement. The Prospectus and the Final Terms are available for viewing on the website of the Regulatory News Service operated by the London Stock Exchange.

The offering and the distribution of this announcement and other information in connection with the offer in certain jurisdictions may be restricted by law and persons into whose possession this announcement or any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase. Any purchase of the Bonds pursuant to the offer should only be made on the basis of the information contained in the Prospectus dated 18 February 2015 and the Final Terms dated 4 March 2015 relating to the Bonds which contain important risk factors and can be obtained at ICG's website (<http://www.icgplc.com/investments/sterling-bond-disclaimer.aspx>) and the London Stock Exchange plc's website ([www.londonstockexchange.com/newissues](http://www.londonstockexchange.com/newissues)).

The Bonds have not been and will not be registered under the US Securities Act of 1933, as amended, (the "**Securities Act**") and, subject to certain exceptions, may not be offered, sold or delivered within the United States. The Bonds are being offered and sold outside of the United States in reliance on Regulation S of the Securities Act, and are subject to certain U.S. tax law requirements. There will be no public offering in the United States.