

**ICG-Longbow Senior Secured UK Property Debt Investments Limited Announces Results of Annual General Meeting held on 2 July 2019**

**Full text of the resolutions and summary of the results**

**Ordinary Business**

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. That the audited accounts, the Directors' report, and the Auditors' report for the financial year ended 31 January 2019 be received and considered.
2. That the Directors' remuneration for the year ended 31 January 2019 as provided in the Directors' report be approved.
3. That Jack Perry, who retires by rotation pursuant to article 22.3 of the Articles of Incorporation of the Company (the "Company's Articles"), be re-elected as a Director of the Company.
4. That Stuart Beevor, who retires by rotation pursuant to article 22.3 of the Company's Articles, be re-elected as a Director of the Company.
5. That Mark Huntley, who retires as a Director of the Company, be re-elected as a Director of the Company.
6. That Deloitte LLP, which has indicated its willingness to continue in office, be re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.
7. That the Directors be authorised to determine the remuneration of Deloitte LLP as Auditors of the Company.
8. That the interim dividend of 1.5 pence per share in respect of the period 1 February 2018 to 30 April 2018; the Interim dividend of 1.5 pence per share in respect of the period 1 May 2018 to 31 July 2018; the interim dividend of 1.5 pence per share in respect of the period of 1 August 2018 to 31 October 2018; and the interim dividend of 1.5 pence per share in respect of the period from 1 November 2018 to 31 January 2019, declared by the Company, be ratified and approved.

**Extraordinary Resolutions**

To be proposed as extraordinary resolutions:

9. The Directors be and are hereby authorised to allot and issue or make offers or agreements to allot and issue equity securities (as defined in the Company's Articles) for cash pursuant to article 4.4 of the Company's Articles or by way of a sale of treasury shares for cash as if the pre-emption provisions contained in article 6.2 of the Company's Articles did not apply to any such allotment and issue or sale provided that this power shall be limited to the allotment and issue of such number of Ordinary Shares (as defined in the Company's Articles) as is equal to 9.99 per cent. of the number of Ordinary Shares in issue as at the latest practicable date prior to the publication of this document (and after giving effect to the exercise of any warrants, options or other convertible securities outstanding as at such date) such authority to expire on the date that is 15 months after the date of the passing of this resolution or, if earlier, at the end of the Annual General Meeting of the Company to be held in 2020 (unless previously renewed, revoked or varied by the Company by extraordinary resolution) save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require equity securities to be allotted and issued after such expiry and the Directors may allot and issue equity securities in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired, and such authority shall be in addition to any other such authority in respect of the allotment and issue of Ordinary Shares granted to the Directors from time to time.

**Special Resolutions**

To be proposed as a special resolution:

10. That the Company be and is hereby authorised, in accordance with the Companies (Guernsey) Law, 2008, as amended (the "Companies Law"), subject to the Listing Rules made by the United Kingdom Financial Conduct Authority and all other applicable legislation and regulations, to make

market acquisitions (within the meaning of section 316 of the Companies Law) of its own Ordinary Shares (as defined in the Company's Articles) which may be cancelled or held as treasury shares, provided that:

- i) the maximum number of Ordinary Shares authorised to be purchased under this authority shall be a number equal to 14.99 per cent. of the Ordinary Shares (excluding treasury shares) in issue as at the latest practicable date prior to the date of publication of this document;
- ii) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share shall be £0.01 pence per Ordinary Share;
- iii) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be not more than an amount equal to the higher of (i) 5 per cent. above the average mid-market value of the Company's Ordinary Shares for the five business days prior to the day the purchase is made and (ii) the higher of the price of the last independent trade and the highest current independent bid for Ordinary Shares on the trading venues where the purchase is carried out,

such authority to expire on the date which is 15 months from the date of passing of this resolution or, if earlier, at the end of the Annual General Meeting of the Company to be held in 2020 (unless previously renewed, revoked or varied by the Company by special resolution) save that the Company may make a contract to acquire Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after its expiration and the Company may make an acquisition of Ordinary Shares pursuant to such a contract.

11. That the amendments to the Company's Articles set out in the amended Articles of the Company tabled by the Chairman at the Annual General Meeting be and are hereby approved and adopted.

#### Summary Totals

#### **ICG-Longbow Senior Secured UK Property Debt Investments Limited**

Annual General Meeting, 2 July 2019, 14:00

#### ORDINARY SHARES

<b>Resolution</b>	<b>In Favour Votes</b>	<b>Discretion Votes</b>	<b>Against Votes</b>	<b>Withheld Votes</b>
1	69,712,121	891	43,022	0
2	69,728,093	891	27,050	0
3	65,876,613	891	3,878,529	0
4	69,755,143	891	0	0
5	69,380,780	891	374,362	0
6	69,713,477	891	41,665	0
7	69,716,585	891	38,557	0
8	69,755,143	891	0	0
9	69,647,943	6,591	101,500	0
10	69,674,443	6,591	75,000	0
11	69,749,443	6,591	0	0