

Garban ■
Intercapital



82-4904

5/1/2003

Garban PLC



FEDERAL EXPRESS

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549-0405

Re: ICAP plc - AVS No. 967604 and 769215

PROCESSED
JUN 11 2003

SUPPL

THOMSON
FINANCIAL

Ladies and Gentlemen:

On behalf of ICAP plc, in accordance with Rule 12g3-2(b) under the Securities Exchange Act, we are furnishing with this letter the attached information that ICAP plc has made public pursuant to the laws of England, has filed with the London Stock Exchange or has distributed to its shareholders.

Please acknowledge receipt of this information by stamping the enclosed copy of this letter and returning it to us in the enclosed stamped, self-addressed envelope.

Very truly yours,

Roger C. Campbell

Roger C. Campbell
Senior Vice President &
General Counsel

RC 6/4

RC:db
Enclosures



1 May 2003

Company Announcements Office
Old Broad Street
London
EC2N 1HP



Dear Sirs

ICAP plc
AVS No: 967604 and 769215

In accordance with Section 9.11 of the Listing Rules, please find attached a Schedule 10 notification in respect of a declaration received pursuant to Section 198 of the Companies Act 1985.

In addition, please find enclosed a Schedule 11 notification in respect of a declaration received pursuant to Section 199(2) of the Companies Act 1985.

Would you kindly confirm receipt of the announcement by telephoning me on 020 7463 4388.

Yours faithfully

A handwritten signature in cursive script that reads 'Helen Broomfield'.

Helen Broomfield
Deputy Company Secretary

Enc:

ICAP plc
Park House
16 Finsbury Circus
London EC2M 7UR
Tel +44 (0) 20 7636 7592
Fax +44 (0) 20 7374 6743
www.icap.com

Registered Office as above
Registered in England 3611426

April 2002

Schedule 10

SCHEDULE 10

NOTIFICATION OF MAJOR INTERESTS IN SHARES

AVS NO **967604**

All relevant boxes should be completed in block capital letters.

1. Name of company ICAP plc		2. Name of shareholder having a major interest INTERCAPITAL PRIVATE GROUP LIMITED	
3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 AS PER 2		4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them AS PER 2	
5. Number of shares/amount of stock acquired -	6. Percentage of issued class -	7. Number of shares/amount of stock disposed 14,893	8. Percentage of issued class 0.01%
9. Class of security ORDINARY SHARES OF 50p EACH		10. Date of transaction 29.04.03	11. Date company informed 30.04.03
12. Total holding following this notification 803,171		13. Total percentage holding of issued class following this notification 0.78%	
14. Any additional information SEE ATTACHED NOTIFICATION FROM INTERCAPITAL PRIVATE GROUP LIMITED		15. Name of contact and telephone number for queries HELEN BROOMFIELD 020 7463 4388	
16. Name and signature of authorised company official responsible for making this notification <i>Helen Broomfield</i> HELEN BROOMFIELD DEPUTY COMPANY SECRETARY Date of notification 1 May 2003			

Company Announcements Office, Old Broad Street, London EC2N 1HP
 Facsimile: 020 7588 6057, 020 7334 8964/8965/8966 (PLEASE DO NOT POST)
 Enquiries: Company Monitoring and Enquiries: UK Listing Authority

INTERCAPITAL

To: The Directors
ICAP plc
(the "Company")

29 April 2003

Dear Sirs

Notification concerning interests in shares

- 1 We, Intercapital Private Group Limited ("IPGL") of Park House, 16 Finsbury Circus, London EC2M 7PQ, being a shareholder of the Company, hereby give notice to the Company, pursuant to the provisions of Section 198(1) of the Companies Act 1985 (the "Act"), of the event referred to in paragraph 3 below.
- 2 This notice is given in fulfilment of, and for the express purpose of discharging the obligations imposed on us and Mr and Mrs Spencer (who are interested in 42 per cent. of the share capital of IPGL) by, the said Section and arising out of the transactions referred to in paragraph 3 below.
- 3 On 28 April 2003 agreements with a number of minority shareholders in our subsidiary company Intercapital Brokerage Services Limited ("IBS"), we disposed of 14,893 ordinary shares of 50 pence each in the capital of the Company.
- 4 Immediately following the disposal referred to in paragraph 3 above, we and Mr and Mrs Spencer had a notifiable interest (within the meaning of Section 199(2) of the Act), in 25,912,812 shares of 50 pence each in the capital of the Company, 803,171 of which being registered in our name and the balance of 25,109,141 being registered in the name of Incap Netherlands (Holdings) BV. 

Yours faithfully



.....
For and on behalf of
Intercapital Private Group Limited
Mr & Mrs M Spencer

April 2002

Schedule 11

SCHEDULE 11

NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS

AVS NO 769215

All relevant boxes should be completed in block capital letters.

1. Name of company ICAP PLC		2. Name of director MR MICHAEL SPENCER	
3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest MR M SPENCER AND MRS SPENCER		4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified) INTERCAPITAL PRIVATE GROUP LTD 818,064 INCAP NETHERLANDS (HOLDINGS) BV 25,109,141 MICHAEL SPENCER 175,000 HELD IN TRUST FOR CHILDREN 10,000	
5. Please state whether notification relates to a person(s) connected with the director named in 2 above and identify the connected person(s)		6. Please state the nature of the transaction. For PEP transactions please indicate whether general/single or PEP and if discretionary/non discretionary TRANSFER OF SHARES	
7. Number of shares/amount of stock acquired	8. Percentage of issued class	9. Number of shares/amount of stock disposed 14,893	10. Percentage of issued class 0.01%

11. Class of security ORDINARY SHARES 50P	12. Price per share (NOT YET DETERMINED)	13. Date of transaction 29.04.03	14. Date company informed 30.04.03
15. Total holding following this notification INTERCAPITAL PRIVATE GROUP LTD 803,171 INCAP NETHERLANDS (HOLDINGS) BV 25,109,141 MICHAEL SPENCER 175,000 HELD IN TRUST FOR CHILDREN 10,000		16. Total percentage holding of issued class following this notification INTERCAPITAL PRIVATE GROUP LTD 0.78% INCAP NETHERLANDS (HOLDINGS) BV 24.39% MICHAEL SPENCER 0.17% HELD IN TRUST FOR CHILDREN 0.01%	

If a director has been granted options by the company please complete the following boxes.

17. Date of grant	18. Period during which or date on which exercisable
19. Total amount paid (if any) for grant of the option	20. Description of shares or debentures involved: class, number
21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise	22. Total number of shares or debentures over which options held following this notification
23. Any additional information SEE ATTACHED APPENDIX	24. Name of contact and telephone number for queries HELEN BROOMFIELD 020 7463 4388

25. Name and signature of authorised company official responsible for making this notification HELEN BROOMFIELD DEPUTY COMPANY SECRETARY	
Date of notification 1 May 2003	<i>Helen Broomfield</i>

Company Announcements Office, Old Broad Street, London EC2N 1HP
 Facsimile: 020 7388 6057, 020 7334 8964/8965/8966 (PLEASE DO NOT POST)
 Enquiries: Company Monitoring and Enquiries; UK Listing Authority

APPENDIX

Intercapital Private Group Limited ("IGL") has arrangements in place whereby ICAP plc shares will be transferred to minority shareholders in IGL's subsidiary, Intercapital Brokerage Services Limited. These transfers are pursuant to that arrangement. The arrangement dates back to the merger between Intercapital plc and Exco plc in 1998. The balance of the entitlement now amounts to 258,399 of ICAP representing 0.25% of the outstanding shares of the company.

Because Michael Spencer owns more than one third of the shares in Intercapital Private Group Limited, he is deemed by the Companies Act, 1985 to be interested in all the shares owned by it. His economic interest in ICAP plc is not altered by this transaction.

1 May 2003

COPY

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Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549-0405

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Senior Vice President &
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