

Annual General Meeting 2014 - 22 May 2014

Resolution		At meeting (by show of hands)	Proxies received			
			In Favour	Discretion	Against	Withheld
Ordinary Business						
1	To receive the report and accounts for the year ended 31 December 2013 (ordinary resolution)	Unanimous	27,304,282	0	0	0
2	To approve the directors' remuneration report for the year ended 31 December 2013 (ordinary resolution)	Unanimous	27,298,342	0	4,000	1,940
3	To declare a final dividend of 0.35p per share (ordinary resolution)	Unanimous	27,304,282	0	0	0
4	To re-elect Anthony Martin as a director (ordinary resolution)	Unanimous	27,298,342	0	4,000	1,940
5	To re-appoint Deloitte LLP as auditor (ordinary resolution)	Unanimous	27,300,282	0	4,000	0
6	To authorise the directors to determine the auditor's remuneration (ordinary resolution)	Unanimous	27,298,342	0	4,000	1,940
Special Business						
7	To authorise the directors to allot relevant securities (ordinary resolution)	Unanimous	27,298,282	2,000	4,000	0
8	To enable the directors to allot shares for cash without first offering them to existing shareholders (special resolution)	Unanimous	27,181,342	2,000	119,000	1,940
9	To authorise the Company to purchase its own shares (special resolution)	Unanimous	27,298,282	2,000	4,000	0

Notes:

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.

The total number of Empresaria Group plc shares with voting rights in issue at 12.30pm on Tuesday 20 May 2014 was 44,562,847. Votes cast as a percentage of the issued share capital was approximately 61.3%.
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