

## Annual General Meeting 2012 - 29 May 2012

Resolution		At meeting (by show of hands)	Proxies received			
			In Favour	Discretion	Against	Withheld
<b>Ordinary Business</b>						
1	To receive the report and accounts for the year ended 31 December 2011 (ordinary resolution)	Unanimous	27,152,372	2,400	0	0
2	To approve the Directors' remuneration report for the year ended 31 December 2011 (ordinary resolution)	Unanimous	27,148,372	2,400	4,000	0
3	To declare a final dividend of 0.35p per share (ordinary resolution)	Unanimous	27,152,372	2,400	0	0
4	To elect Joost Kreulen as a Director (ordinary resolution)	Unanimous	27,148,372	2,400	4,000	0
5	To re-elect Penny Freer as a Director (ordinary resolution)	Unanimous	27,148,372	2,400	4,000	0
6	To re-elect Zach Miles as a Director (ordinary resolution)	Unanimous	27,148,372	2,400	4,000	0
7	To re-appoint Deloitte LLP as auditors (ordinary resolution)	Unanimous	27,148,372	6,400	0	0
8	To authorise the directors to determine the auditors' remuneration (ordinary resolution)	Unanimous	27,148,372	6,400	0	0
<b>Special Business</b>						
9	To authorise the directors to allot relevant securities (ordinary resolution)	Unanimous	27,147,100	2,400	5,272	0
10	To enable the directors to allot shares for cash without first offering them to existing shareholders (special resolution)	Unanimous	26,628,947	2,400	523,425	0
11	To authorise the company to purchase its own shares (special resolution)	Unanimous	27,151,100	2,400	1,272	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 Friday 25 May 2012 was 44,562,847. Votes cast as a percentage of the issued share capital was approximately 60.94%.

**29 May 2012**