

## Annual General Meeting 2011 - 7 June 2011

| Resolution               |  | At meeting<br>(by show of<br>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 2010 (ordinary resolution)                               | Unanimous                           | 28,259,180       | 374,312    | 0       | 0        |
| 2                        | To approve the Directors' remuneration report for the year ended 31 December 2010 (ordinary resolution)                    | Unanimous                           | 28,259,180       | 374,312    | 0       | 0        |
| 3                        | To declare a final dividend of 0.35p per share (ordinary resolution)   | Unanimous                           | 28,259,180       | 374,312    | 0       | 0        |
| 4                        | To re-elect Tony Martin as a director (ordinary resolution)  | Unanimous                           | 28,259,180       | 374,312    | 0       | 0        |
| 5                        | To re-appoint Deloitte LLP as auditors (ordinary resolution)   | Unanimous                           | 28,259,180       | 374,312    | 0       | 0        |
| 6                        | To authorise the directors to determine the auditors' remuneration (ordinary resolution)                                   | Unanimous                           | 28,259,180       | 374,312    | 0       | 0        |
| <b>Special Business</b>  |  |                                     |                  |            |         |          |
| 7                        | To authorise the directors to allot relevant securities (ordinary resolution)  | Unanimous                           | 28,257,180       | 376,312    | 0       | 0        |
| 8                        | To enable the directors to allot shares for cash without first offering them to existing shareholders (special resolution) | Unanimous                           | 27,607,527       | 376,312    | 649,653 | 0        |
| 9                        | To authorise the company to purchase its own shares (special resolution)   | Unanimous                           | 28,257,180       | 376,312    | 0       | 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 3 June 2011 was 44,562,847. Votes cast as a percentage of the issued share capital was approximately 64.25%.

**7 June 2011**