

Annual General Meeting 2011 - 7 June 2011

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 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
Special Business						
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%.

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