

Annual General Meeting 2015 - 20 May 2015

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 2014 (ordinary resolution)	Unanimous	18,293,421	0	0	0
2	To approve the directors' remuneration report for the year ended 31 December 2014 (ordinary resolution)	Unanimous	18,293,421	0	0	0
3	To declare a final dividend of 0.70p per share (ordinary resolution)	Unanimous	18,293,421	0	0	0
4	To re-elect Joost Kreulen as a director (ordinary resolution)	Unanimous	18,293,421	0	0	0
5	To re-elect Penny Freer as a director (ordinary resolution)	Unanimous	18,293,421	0	0	0
6	To re-elect Zach Miles as a director (ordinary resolution)	Unanimous	18,293,421	0	0	0
7	To re-appoint Deloitte LLP as auditor (ordinary resolution)	Unanimous	18,293,421	0	0	0
8	To authorise the directors to determine the auditor's remuneration (ordinary resolution)	Unanimous	18,293,421	0	0	0
Special Business						
9	To authorise the directors to allot relevant securities (ordinary resolution)	Unanimous	18,293,421	0	0	0
10	To enable the directors to allot shares for cash without first offering them to existing shareholders (special resolution)	Unanimous	18,167,149	0	126,272	0
11	To authorise the Company to purchase its own shares (special resolution)	Unanimous	18,293,421	0	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 Monday 18 May 2015 was 44,562,847. Votes cast as a percentage of the issued share capital was approximately 41.05%.

20 May 2015