

**Annual General Meeting 2016 - 5 May 2016**

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 2015 (ordinary resolution)	Unanimous	16,121,065	0	0	0
2	To approve the directors' remuneration report for the year ended 31 December 2015 (ordinary resolution)	Unanimous	16,121,065	0	0	0
3	To declare a final dividend of 1p per share (ordinary resolution)	Unanimous	16,121,065	0	0	0
4	To re-elect Spencer Wreford as a director (ordinary resolution)	Unanimous	16,121,065	0	0	0
5	To re-appoint Deloitte LLP as auditor (ordinary resolution)	Unanimous	16,121,065	0	0	0
6	To authorise the directors to determine the auditor's remuneration (ordinary resolution)	Unanimous	16,121,065	0	0	0
<b>Special Business</b>						
7	To authorise the directors to allot relevant securities (ordinary resolution)	Unanimous	16,121,065	0	0	0
8	To enable the directors to allot shares for cash without first offering them to existing shareholders (special resolution)	Unanimous	16,016,865	0	104,200	0
9	To authorise the Company to purchase its own shares (special resolution)	Unanimous	16,116,065	0	5,000	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 3 May 2016 was 49,019,132. Votes cast as a percentage of the issued share capital was approximately 33%.

**5 May 2016**