

Annual General Meeting 2017 - 3 May 2017

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 2016 (ordinary resolution)	Unanimous	19,755,473	17,258	0	0
2	To approve the directors' remuneration report for the year ended 31 December 2016 (ordinary resolution)	Unanimous	19,755,473	17,258	0	0
3	To declare a final dividend of 1.15p per share (ordinary resolution)	Unanimous	19,755,473	17,258	0	0
4	To re-elect Tony Martin as a director (ordinary resolution)	Unanimous	19,755,473	17,258	0	0
5	To re-appoint Deloitte LLP as auditor (ordinary resolution)	Unanimous	19,755,473	17,258	0	0
6	To authorise the directors to determine the auditor's remuneration (ordinary resolution)	Unanimous	19,755,473	17,258	0	0
Special Business						
7	To authorise the directors to allot relevant securities (ordinary resolution)	Unanimous	19,755,473	17,258	0	0
8	To enable the directors to allot shares for cash without first offering them to existing shareholders (special resolution)	Unanimous	19,660,473	17,258	95,000	0
9	To authorise the Company to purchase its own shares (special resolution)	Unanimous	19,755,473	17,258	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 1.00pm on Friday 28 April 2017 was 49,019,132. Votes cast as a percentage of the issued share capital was approximately 40%.

3 May 2017