

Annual General Meeting 2018 - 2 May 2018

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 2017 (ordinary resolution)	Unanimous	18,053,973	0	0	0
2	To approve the directors' remuneration report for the year ended 31 December 2017 (ordinary resolution)	Unanimous	18,053,973	0	0	0
3	To declare a final dividend of 1.32p per share (ordinary resolution)	Unanimous	18,053,973	0	0	0
4	<i>[withdrawn]</i>	N/A	N/A	N/A	N/A	N/A
5	To re-elect Penny Freer as a director (ordinary resolution)	Unanimous	18,053,973	0	0	0
6	To re-elect Zach Miles as a director (ordinary resolution)	Unanimous	18,053,973	0	0	0
7	To re-elect Tim Anderson as a director (ordinary resolution)	Unanimous	18,053,973	0	0	0
8	To re-appoint Deloitte LLP as auditor (ordinary resolution)	Unanimous	18,053,973	0	0	0
9	To authorise the directors to determine the auditor's remuneration (ordinary resolution)	Unanimous	18,053,973	0	0	0
Special Business						
10	To authorise the directors to allot relevant securities (ordinary resolution)	Unanimous	18,053,523	0	450	0
11	To enable the directors to allot shares for cash without first offering them to existing shareholders (special resolution)	Unanimous	17,927,675	0	126,298	0
12	To authorise the Company to purchase its own shares (special resolution)	Unanimous	18,053,973	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 1.00 pm on Monday 30 April 2018 was 49,019,132. Votes cast as a percentage of the issued share capital was approximately 37%.

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