

AGM Resolutions

CPPGroup Plc ("the Company") held its Annual General Meeting on Monday, 1 June 2015 at 10.00 am and confirms that all resolution proposed and set out in the Notice of Meeting were duly passed.

Details of the proxy votes received prior to the Meeting are set out below:

Resolution	In Favour	Against	Withheld
1 To receive and consider the Directors' Report, the Auditor's Report and the Financial Statements for the year ended 31 December 2014	784,865,027	0	0
2 To approve the Directors' Remuneration Report	784,856,802	8225	0
3 To elect Eric Anstee as a director	449,538,384	0	335,326,643
4 To re-appoint Deloitte LLP as auditors of the Company	784,857,637	7,390	0
5 To authorise the Directors to set the auditors' remuneration	784,864,027	0	1,000
6 To authorise the directors to allot shares	784,858,637	6,390	0
7 To disapply pre-emption rights*	784,858,637	6,390	0
8 To authorise the Company to purchase its own shares*	784,858,637	6,390	0

* Special Resolution

Notes:

- The proxy votes are derived from proxy forms received by 10.00 am on 28 May 2015.
- Any proxy appointments which gave discretion to the Chairman have been included in the 'In Favour' total.
- A vote 'Withheld' is not a vote in law and is not counted in the votes 'In Favour' or 'Against' a resolution.
- The current issued capital of CPPGroup Plc is 838,342,059 shares.