

CPPGROUP Plc

AGM Resolutions

18 June 2013

CPPGroup Plc (“the Company”) confirms that all resolutions proposed at the Annual General Meeting held on Monday, 17 June 2013 at 2.30 pm at Holgate Park, York, YO26 4GA and set out in the Notice of Meeting dated 3 May 2013, were duly passed on a show of hands.

Details of the proxy votes received prior to the Meeting are set out below and will be published on the Company’s website <http://www.cppgroupplc.com>.

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 2012	29,132,575	19,131	516,544
2 To approve the Directors’ Remuneration Report	29,095,227	521,979	51,044
3 To re- elect Paul Stobart as a director	29,577,651	58,686	31,913
4 To re-elect Charles Gregson as a director	29,652,250	1,000	15,000
5 To re-elect Shaun Parker as a director	29,650,415	2,835	15,000
6 To re-elect Duncan McIntyre as a director	29,652,250	1,000	15,000
7 To re-elect Hamish Ogston as a director	29,633,118	21,966	15,000
8 To re-elect Les Owen as a director	29,652,250	1,000	15,000
9 To re-appoint Deloitte LLP as auditors of the Company	29,629,371	20,132	16,913
10 To authorise the Directors to set the auditors’ remuneration	29,650,337	1,000	16,913
11 To authorise the Company to make political donations	29,624,679	45,405	0
12 To authorise the directors to allot shares	31,314,616	4,820	0
13 To disapply pre-emption rights*	29,648,430	3,821	16,000
14 To authorise the Company to purchase its own shares*	29,648,429	5,656	16,000
15 To amend the Articles of Association*	31,299,616	3,820	16,000
16 To authorise short notice general meetings*	28,819,619	846,796	0

* Special Resolution

Notes:

- The proxy votes are derived from proxy forms received by 2.30 pm on 13 June 2013.
- 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 171,562,737 shares.

In accordance with Listing Rule 9.6.2 a copy of the special business resolutions (resolutions 13 to 16 inclusive) passed at the Meeting have been submitted to the National Storage Mechanism and will shortly be available for inspection at <http://www.hemscott.com/nsm.do> or <http://www.morningstar.co.uk>.

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