

### **General Meeting Resolutions**

CPPGroup Plc (“the Company”) held a General Meeting on Thursday, 5 May 2016 at 2.00 pm and confirms that all resolution proposed and set out in the Notice of Meeting were duly passed.

Details of the votes cast by proxy and in person are set out below:

| <b>Resolutions</b>  | <b>In Favour</b> | <b>%</b> | <b>Against</b> | <b>%</b> | <b>Withheld</b> |
|---|------------------|----------|----------------|----------|-----------------|
| 1 Stephen Callaghan be removed as a Director of the Company           | 445,642,464      | 97.36    | 12,104,997     | 2.64     | 340,839,643     |
| 2 Shaun Astley-Stone be removed as a Director of the Company          | 445,642,464      | 97.44    | 11,684,997     | 2.56     | 341,259,643     |
| 3 Abhai Rajguru be removed as a Director of the Company               | 445,642,464      | 97.44    | 11,684,997     | 2.56     | 341,259,643     |
| 4 Richard Douglas Lapthorne be appointed as a Director of the Company | 445,644,464      | 97.45    | 11,682,997     | 2.55     | 341,259,643     |
| 5 Nicholas Ian Cooper be appointed as a Director of the Company       | 445,644,464      | 97.45    | 11,682,997     | 2.55     | 341,259,643     |
| 6 Mark William Hamlin be appointed as a Director of the Company       | 445,644,464      | 97.45    | 11,682,997     | 2.55     | 341,259,643     |
| 7 Roger Canham be removed as a Director of the Company                | 445,642,464      | 97.44    | 11,684,997     | 2.56     | 341,259,643     |

Notes:

- 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 852,833,955 shares.