

## **AGM Proxy Votes and Resolutions**

At the 80<sup>th</sup> Annual General Meeting of Redhall Group plc held at the offices of Squire Sanders, Solicitors, 2 Park Lane, Leeds on 1 February 2012 at 12.00 noon the following resolutions were proposed and were all passed:

**Resolution 1:**

To receive and adopt the financial statements for the year ended 30 September 2011 and the reports of the Directors and auditors thereon.

**Resolution 2:**

To re-elect P R Kirk as a Director.

**Resolution 3:**

To re-elect P B Hilling as a Director.

**Resolution 4:**

To reappoint the auditors, KPMG Audit Plc, and to authorise the Directors to fix their remuneration.

## **Special Business**

To consider as special business and, if thought fit, to pass the following resolutions of which number 5 will be proposed as an Ordinary Resolution and numbers 6 and 7 as Special Resolutions.

**Resolution 5:**

That, in substitution for any such existing authority, the Directors of the Company be and they are hereby authorised pursuant to section 551 of the Companies Act 2006 ("the Act") generally and unconditionally to exercise each and every power of the Company to allot shares in the Company up to a maximum amount in nominal value of £2,595,825, such authority to expire on 30 April 2013 or on the conclusion of the next Annual General Meeting of the Company after the meeting at which this resolution is passed, whichever is the earlier, and that the Company be and is hereby authorised to make before the authority conferred by this resolution has expired one or more offers or agreements which would or might require shares in the Company to be allotted after this authority has expired and the Directors be and they are hereby permitted to allot shares in the Company after the authority conferred by this resolution has expired in pursuance of each and every such offer or agreement made by the Company.

**Resolution 6:**

That the Directors of the Company be and they are hereby empowered pursuant to section 571 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 5 above as if section 561 (1) of the Act did not apply to any such allotments, provided that such power shall be limited to:

- (a) the allotment of equity securities in connection with any rights issue in favour of the holders of any equity securities where the equity securities respectively attributable to the interest of all the holders of equity securities are proportionate (as nearly as may be) to the respective numbers of equity securities held by them subject to such exclusions or arrangements as the Directors may deem necessary or

expedient to deal with fractional entitlements otherwise arising or legal or practical problems under the laws or regulations of any territory regulatory body or stock exchange; and

- (b) the allotment of equity securities which are or are to be wholly paid up in cash (otherwise than as mentioned in sub-paragraph (a) of this Resolution 6), provided that the maximum nominal value of equity securities so allotted does not exceed in aggregate £370,209;

and so that such power shall expire on 30 April 2013 or on the conclusion of the next Annual General Meeting of the Company after the meeting at which this resolution is passed, whichever is the earlier, save that the Company may make any offer or agreement before the expiry of this power which would or might require equity securities to be allotted pursuant thereto after the expiry date and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred hereby has expired.

Resolution 7:

That the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Act) of Ordinary Shares provided that:

- (a) the maximum number of Ordinary Shares to be purchased is 2,961,670 being 10% of the issued share capital of the Company;
- (b) the minimum price which may be paid for Ordinary Shares is 25 pence per Ordinary Share exclusive of expenses;
- (c) the maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of:
  - (i) 105 per cent of the average market value of an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days prior to the day the purchase is made; and
  - (ii) the value of an Ordinary Share calculated on the basis of the higher of the price quoted for:
    - a. the last independent trade of; and
    - b. the highest current independent bid for;any number of the Company's Ordinary Shares on the trading venue where the purchase is carried out;
- (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or 12 months from the passing of this resolution if earlier; and
- (e) the Company may make a contract to purchase Ordinary Shares under the authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares in pursuance of any such contract.

**Proxy Voting Totals Report**

**REDHALL GROUP PLC**

Annual General Meeting, 1 February 2012 at 12:00 noon

ORDINARY 25P Holding

Resolution	In Favour			Discretion			Against			Withheld	
	Votes	%	Holders	Votes	%	Holders	Votes	%	Holders	Votes	Holders
1	2,366,730	98.96	39	12,800	0.54	6	12,030	0.5	3	229,655	3
2	2,366,630	99.19	36	13,300	0.56	7	5,880	0.25	4	235,405	4
3	2,358,659	99.23	33	13,442	0.57	8	4,680	0.2	4	244,434	6
4	2,367,201	99.22	38	13,300	0.56	7	5,309	0.22	2	235,405	4
5	2,359,559	98.86	32	13,300	0.56	7	13,730	0.58	6	234,626	6
6	2,364,538	98.87	33	13,300	0.56	7	13,580	0.57	7	229,797	4
7	2,345,218	98.10	35	13,300	0.56	7	32,100	1.34	4	230,597	5

NB: Percentage of Votes cast excludes Withheld votes