

THE VITEC GROUP PLC

ANNUAL GENERAL MEETING - THURSDAY, 8 MAY 2014

PROXY VOTING FIGURES

	Resolution	FOR		AGAINST		WITHHELD*
		Votes cast	%	Votes cast	%	Votes cast
1	To receive and adopt the Annual Report and Accounts for the year ended 31 December 2013	34,520,740	100	0	0	0
2	To approve the Directors' Remuneration Policy Report for the year ended 31 December 2013	33,136,683	96.0	1,380,577	4.0	3,480
3	To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy Report, for the year ended 31 December 2013	33,949,656	98.4	562,604	1.6	8,480
4	To declare a final dividend of 14.1p per ordinary share	34,520,740	100	0	0	0
5	To re-elect John McDonough CBE as a director	34,261,698	99.3	259,042	0.7	0
6	To re-elect Stephen Bird as a director	34,119,202	98.8	401,538	1.2	0
7	To re-elect Carolyn Fairbairn as a director	34,508,861	99.9	10,195	0.1	1,684
8	To re-elect Paul Hayes as a director	34,493,417	99.9	27,323	0.1	0
9	To re-elect Christopher Humphrey as a director	34,518,774	99.9	866	0.1	1,100
10	To re-elect Nigel Moore as a director	34,509,821	99.9	10,919	0.1	0
11	To re-elect Lorraine Rienecker as a director	34,514,664	99.9	4,392	0.1	1,684
12	To re-elect Mark Rollins as a director	34,517,090	99.9	866	0.1	2,784
13	To appoint KPMG LLP as auditors of the Company	34,118,497	99.5	179,521	0.5	222,722
14	To authorise the Board to determine the remuneration of the auditors	34,234,819	99.8	63,200	0.2	222,721
15	To approve the rules of The Vitec Group 2014 Long Term Incentive Plan	33,130,561	96.0	1,383,699	4.0	6,480
16	To renew the authority for directors to allot relevant securities	34,504,335	99.9	14,905	0.1	1,500
17	To authorise directors to allot equity shares or to sell any ordinary shares which the Company holds in treasury for cash and to disapply pre-emption rights in connection with such allotments or sales**	34,511,607	99.9	9,133	0.1	0
18	To renew the authority for the Company to make market purchases of its own shares**	34,517,017	99.9	3,223	0.1	500
19	Notice period for general meetings**	33,882,600	98.2	636,113	1.8	2,027

Issued share capital – 44,186,930 Ordinary shares of 20p each
 % of issued share capital voted and appointing the chairman – 78%

* A vote withheld is not a vote in law and will count neither "For" nor "Against" a resolution.

** Special resolution