

**THE VITEC GROUP PLC**  
**ANNUAL GENERAL MEETING**  
**WEDNESDAY, 15 MAY 2013**

	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 2012	31,868,905	100	0	0	0
2	To approve the Remuneration Committee's report	31,588,489	99.1	274,752	0.9	5,664
3	To declare a final dividend of 13.5p per ordinary share	31,868,905	100	0	0	0
4	To re-elect John McDonough CBE as a director	31,775,114	99.7	93,791	0.3	0
5	To re-elect Stephen Bird as a director	31,569,751	99.1	299,154	0.9	0
6	To re-elect Simon Beresford-Wylie as a director	31,691,715	99.9	9,344	0.1	167,846
7	To re-elect Carolyn Fairbairn as a director	31,698,816	99.9	2,818	0.1	167,271
8	To re-elect Paul Hayes as a director	31,807,649	99.9	27,923	0.1	33,333
9	To re-elect John Hughes CBE as a director	31,271,315	98.8	390,524	1.2	207,066
10	To re-elect Nigel Moore as a director	31,695,750	99.9	5,884	0.1	167,271
11	To re-appoint KPMG Audit Plc as auditors of the Company	31,664,273	99.9	26,659	0.1	177,973
12	To authorise the Board to determine the remuneration of the auditors	31,858,204	100	0	0	10,701
13	To renew the authority for directors to allot relevant securities	31,842,972	99.9	25,933	0.1	0
14	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**	31,861,380	99.9	4,525	0.1	3,000
15	To renew the authority for the Company to make market purchases of its own shares**	31,687,829	99.9	12,017	0.1	169,059
16	Notice period for general meetings**	31,118,152	97.6	750,753	2.4	0
17	Political donations	31,536,460	98.9	325,487	1.1	6,958

Issued share capital – 43,810,389 Ordinary shares of 20p each  
% of issued share capital voted and appointing the chairman – 73%

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

\*\* Special resolution