

2013 Annual General Meeting ("AGM") held Friday 24 May - voting disclosure

The following levels of proxy appointment and voting instructions were received prior to the AGM:

Resolution	For			Against			Vote Withheld	
	No. of Votes	% of votes cast	% shares in issue	No. of Votes	% of votes cast	% shares in issue	No. of Shares	% shares in issue
1 To adopt the directors' report and accounts	72,550,601	99.76%	86.84%	177,680	0.24%	0.21%	0	0.00%
2 To declare a final dividend	72,728,281	100.00%	87.06%	0	0.00%	0.00%	0	0.00%
3 To re-elect as a director Mr G Waldron	72,727,232	100.00%	87.06%	1,049	0.00%	0.00%	0	0.00%
4 To re-elect as a director Mr R W Peters	72,728,281	100.00%	87.06%	0	0.00%	0.00%	0	0.00%
5 To reappoint the auditors	72,694,556	99.95%	87.02%	33,725	0.05%	0.04%	0	0.00%
6 To authorise the directors to determine the auditors' remuneration	72,701,915	99.96%	87.03%	26,150	0.04%	0.03%	216	0.00%
7 To approve the directors' remuneration report	68,623,042	99.70%	82.14%	204,782	0.30%	0.25%	3,900,457	5.67%
8 To authorise the company to allot shares in the company	72,723,158	100.00%	87.05%	2,458	0.00%	0.00%	2,665	0.00%
9 To authorise the company to disapply pre-emption rights*	72,708,646	99.98%	87.03%	17,133	0.02%	0.02%	2,502	0.00%
10 To authorise the company to purchase its shares*	72,538,910	100.00%	86.83%	2,531	0.00%	0.00%	186,840	0.26%
11 To authorise the company to hold general meetings (other than annual general meetings) on 14 days' clear notice from the date of the passing of this resolution*	69,008,042	94.88%	82.60%	3,720,111	5.12%	4.45%	128	0.00%

* Special Resolution

Notes:

- 1 The proxy votes are derived from the proxy returns received by 6.00 p.m. on 22 May 2013.
- 2 Any proxy appointments which gave discretion to the Chairman have been included in the "For" total.
- 3 The completion of a proxy form is not necessarily a precise indicator of the way that the shareholder would have voted on a poll, but it reflects their intention at the time the instruction was given. Voting instructions can be changed at any time prior to a poll being demanded. A shareholder having lodged a proxy is still entitled to attend the meeting and vote as they see fit.
- 4 The number of votes withheld is determined from instructions received from shareholders on the proxy form. It should be noted that a vote withheld is not a vote in law and is not counted in the votes "For" or "Against" a resolution.
- 5 As at 22 May 2013, Headlam had 85,363,743 ordinary shares in issue, of which 83,540,949 held voting rights.
- 6 All resolutions were passed on a show of hands at the AGM.