1 Receive the Annual Report For

2 Approve the Remuneration Report Oppose
The annual bonus is based on group financial and operation targets (EPS and TPR relative to IPD) and personal objectives. The 2012 personal objectives have been disclosed. Quantified targets for EPS and TPR criteria have not been disclosed. The main long term plan in operation is the LTIP. Performance criteria and specific targets are disclosed for all awards. The TSR-based targets linked to either maximum or threshold vesting are not considered challenging in light of the awards available. Further, the twenty-five percentile vesting scale is not considered wide enough to incentivise a significant improvement in performance beyond the vesting threshold. The newly proposed EPS target is only considered sufficiently challenging at the maximum. The Company has stated that future awards will have a four year vesting period. The Remuneration Committee made two share-based awards to the new Finance Director, Timon Drakesmith, as compensation for the loss of awards at his previous employer. The first award, of over 250,000 shares, vested during the year under review. Whilst average salaries are at the lower quartile in the FTSE 100, incentive pay has the potential to be excessive, with a total of 500% base salary possible including the annual bonus and the LTIP. This is partially mitigated by the lower level of the base salaries. All executives have one year rolling contracts. Termination payments include bonuses with the exception of Mr. Drakesmith's contract. However, this award is subject to early release in certain good leaver situations or the occurrence of a change of control.

3 Approve the dividend For

4 Elect David Tyler For
5 Elect Jean-Philippe Mouton For
6 Elect Gwyn Burr For
7 Re-elect David Atkins For
8 Re-elect Peter Cole For
9 Re-elect Timon Drakesmith For
10 Re-elect Terry Duddy For
11 Re-elect Jacques Espinasse For
12 Re-elect Judy Gibbons For
13 Re-elect John Hirst For
14 Re-elect Anthony Watson For
15 Appoint the auditors  
Deloitte LLP proposed. Non-audit fees were 57% of audit fees during the year and 35% on a three year aggregate basis. This level of nonaudit fees gives rise to concerns over the independence of the auditors.

16 Allow the board to determine the auditors remuneration  
For

17 Issue shares with pre-emption rights  
For

18 Issue shares for cash  
For

19 Authorise Share Repurchase  
For

20 Approve increase in non-executives fees  
The current Articles of Association of the Company contain a limit of £750,000 on the maximum aggregate fees per annum payable to Directors in respect of Directors’ fees. It is proposed to increase this limit to £1,000,000 due to the increased board size and to allow for future appointments and to keep remuneration competitive.