

ITE Group plc

Result of AGM

Announcement of Results of AGM

The Annual General Meeting of ITE Group plc was held at 12 noon on Thursday 30 January 2014. All resolutions were passed on a show of hands at the meeting.

The results of the proxy votes received in advance of the meeting are reported below:

Resolution	Summary	For*	Against	Votes Withheld**
1.	Receive the Report and Accounts 2013	193,906,062	0	0
2.	Declaration of final dividend	193,906,062	0	0
3.	Re-election of Neil England as a Director.	193,680,009	226,053	0
4.	Re-election of Linda Jensen as a Director.	193,171,967	734,095	0
5.	Re-election of Neil Jones as a Director.	193,624,025	282,037	0
6.	Election of Stephen Puckett as a Director.	193,680,009	226,053	0
7.	Re-election of Marco Sodi as a Director.	193,507,558	398,504	0
8.	Re-election of Edward Strachan as a Director.	193,618,670	286,742	650
9.	Re-election of Russell Taylor as a Director.	193,623,375	282,037	650
10.	Re-appointment of Deloitte LLP as auditors of the Company.	192,941,159	523,324	441,579
11.	Authorise the Directors to determine the auditors' remuneration.	193,426,755	479,307	0
12.	Approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report for the year ended 30 September 2013.	191,817,329	2,078,739	9,994

13.	Approve the Directors 'Remuneration Report for the year ended 30 September 2013.	192,821,909	630,915	453,238
14.	Renew the Directors' authority to allot shares.	188,201,738	4,779,298	925,026
15.	To disapply pre-emption rights in certain circumstances.	193,891,091	10,300	4,671
16.	Renew the Company's authority to make market purchases of its own shares.	193,895,113	10,299	650
17.	Approve the establishment of The ITE Group plc Employees' Performance Share Plan 2014 and the ITE Group plc Key Contractors' Performance Share Plan 2014	191,017,626	1,189,481	1,698,955
18.	Authorise General Meetings (other than AGMs) on not less than 14 clear days' notice.	185,308,920	8,597,142	0

The Company's issued share capital at 30 January 2014 was 249,720,524 ordinary shares. Proxy appointments appointing the Chairman of the meeting were received from shareholders of 193,906,062 shares representing 77.65% of the issued share capital.

* Includes those votes giving the Chairman discretion

** A 'vote withheld' is not a vote in law and is not counted towards the votes cast 'for' or 'against' a resolution.

In accordance with LR 9.6.11, ITE also announces the appointment, with immediate effect, of Linda Jensen as the Company's Senior Independent Director and of Stephen Puckett as Chairman of the Audit Committee, in succession to Michael Hartley who stepped down from the Board after today's Annual General Meeting.

A copy of the resolutions passed as special business at the AGM has been submitted to the National Storage Mechanism and will shortly be available to inspection at www.hemscott.com/nsm.do

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