

AGM 2014

At the Annual General Meeting of The Go-Ahead Group plc (the "Group") held on 24 October 2014 all resolutions proposed at the meeting were duly passed on a show of hands. The proxy votes for each resolution are detailed below:

Resolutions	For		Discretionary		Against		Withheld
	Votes	% of votes	Votes	% of votes	Votes	% of votes	
1 To receive the Annual Report and Accounts 2014	25,516,521	99.68%	81,159	0.32%	1,225	0.00%	72,945
2 To approve the directors' remuneration report	25,012,991	97.59%	78,377	0.31%	538,681	2.10%	41,801
3 To approve the directors' remuneration policy	21,489,111	96.71%	78,990	0.36%	651,724	2.93%	3,452,025
4 To approve the final dividend of 59.0p per share	25,592,721	99.69%	78,108	0.30%	482	0.00%	539
5 To re-elect Andrew Allner as a non-executive director	23,955,036	93.37%	79,832	0.31%	1,622,194	6.32%	14,788
6 To re-elect Katherine Innes Ker as a non-executive director	25,280,838	98.49%	78,264	0.30%	309,196	1.20%	3,552
7 To re-elect Nick Horler as a non-executive director	25,523,575	99.44%	78,969	0.31%	65,309	0.25%	3,997
8 To re-elect Adrian Ewer as a non-executive director	25,524,499	99.44%	78,969	0.31%	64,706	0.25%	3,676
9 To re-elect David Brown as an executive director	24,880,981	96.94%	79,577	0.31%	707,068	2.75%	4,224
10 To re-elect Keith Down as an executive director	25,307,202	98.59%	80,124	0.31%	281,023	1.09%	3,501
11 To re-appoint Ernst & Young LLP as auditor of the Group	25,005,217	98.27%	78,813	0.31%	361,608	1.42%	226,212
12 To authorise the directors to determine the remuneration of the auditor	25,366,377	98.82%	79,126	0.31%	225,005	0.88%	1,342
13 To authorise the Group to make political donations and incur political expenditure	24,776,181	96.55%	48,076	0.19%	838,181	3.27%	9,412
14 To authorise the directors to allot shares	24,242,395	94.58%	48,204	0.19%	1,341,031	5.23%	40,220
15 To authorise the directors to disapply pre-emption rights (special resolution)	25,509,484	99.39%	79,311	0.31%	77,563	0.30%	5,492
16 To give authority to the Group to make market purchases of its own shares (special resolution)	25,577,967	99.66%	78,811	0.31%	9,428	0.04%	5,644
17 To authorise the calling of general meetings of the Group by notice of 14 clear days (special resolution)	23,666,122	92.20%	79,516	0.31%	1,923,199	7.49%	3,013

N.B. Percentages of votes cast for, against and discretionary have been calculated excluding the withheld votes since these are not a vote in law.

The Company's issued capital (excluding treasury shares) at the date of the meeting was 43,003,748 ordinary shares of 10p each. Each ordinary share carries the right to one vote and, therefore, at the date of the meeting there were 43,003,748 voting rights in the Company.