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ASX Announcement

Annual General Meeting - Tuesday 25 November 2014 Results of Meeting

The Annual General Meeting of ILH Group Limited was held today at Level 22, 1 Market Street, Sydney, New South Wales.

Following is the outcome for each resolution put to members at the meeting:

Resolution 1 – Adoption of the Remuneration Report

The motion was carried on a show of hands as an ordinary resolution.

Voting and Proxy details:

	Voted	%	% of all securities
For	23,195,817	65.32	13.83
Against	1,116,186	3.14	0.67
Open - Usable	10,219,378	28.78	6.10
Open - Conditional	978,627	2.76	0.58
Abstain	1,652,560	N/A	0.99
Excluded	7,233,693	N/A	4.32
Total	44,396,261	100.00	26.49

Resolution 2a – Re-Election of Mr Matthew Driscoll as Director

The motion was carried on a show of hands as an ordinary resolution.

Voting and Proxy details:

	Voted	%	% of all securities
For	32,179,312	73.59	19.20
Against	350,192	0.80	0.21
Open - Usable	11,198,005	25.61	6.68
Abstain	668,752	N/A	0.40
Total	44,396,261	100.00	26.49

Resolution 2b – Re-Election of Mr David French as Director

The motion was carried on a show of hands as an ordinary resolution.

Voting and Proxy details:

	Voted	%	% of all securities
For	32,272,568	73.80	19.25
Against	350,192	0.80	0.21
Open - Usable	11,104,749	25.40	6.63
Abstain	668,752	N/A	0.40
Total	44,396,261	100.00	26.49

Resolution 3a – Approval of the sale of Eaton to a related party

The motion was carried on a show of hands as an ordinary resolution.

Voting and Proxy details:

	Voted	%	% of all securities
For	32,389,272	74.24	19.32
Against	45,000	0.10	0.03
Open - Usable	11,198,005	25.66	6.68
Abstain	763,984	N/A	0.46
Total	44,396,261	100.00	26.49

Resolution 3b – Approval of selective share buy-back (cancellation) as part proceeds for the sale of Eaton

The motion was carried on a show of hands as a special resolution.

Voting and Proxy details:

	Voted	%	% of all securities
For	32,389,272	74.24	19.32
Against	45,000	0.10	0.03
Open - Usable	11,198,005	25.66	6.68
Abstain	763,984	N/A	0.46
Total	44,396,261	100.00	26.49

Resolution 4a – Approval of the issue of shares by the Company to the non-related party vendors of Capricorn Investment Partners Limited

The motion was carried on a show of hands as an ordinary resolution.

Voting and Proxy details:

	Voted	%	% of all securities
For	22,481,661	69.72	13.42
Against	189,252	0.59	0.11
Open - Usable	9,577,169	29.69	5.71
Abstain	735,960	N/A	0.44
Excluded	11,412,219	N/A	6.81
Total	44,396,261	100.00	26.49

Resolution 4b – Approval of the issue of shares by the Company to the related party vendors of Capricorn Investment Partners Limited

The motion was carried on a show of hands as an ordinary resolution.

Voting and Proxy details:

	Voted	%	% of all securities
For	25,679,118	69.28	15.33
Against	189,252	0.51	0.11
Open – Usable	10,219,378	27.57	6.10
Open – Conditional	978,627	2.64	0.58
Abstain	735,960	N/A	0.44
Excluded	6,593,926	N/A	3.93
Total	44,396,261	100.00	26.49

Resolution 4c – Approval of the issue of shares by the Company to vendors of the Pentad Group

The motion was carried on a show of hands as an ordinary resolution.

Voting and Proxy details:

	Voted	%	% of all securities
For	21,616,996	65.73	12.90
Against	189,252	0.58	0.11
Open – Usable	11,077,145	33.69	6.61
Abstain	735,960	N/A	0.44
Excluded	10,776,908	N/A	6.43
Total	44,396,261	100.00	26.49

Resolution 4d – Approval of the issue of shares by the Company in satisfaction of member firm profit share entitlements

The motion was carried on a show of hands as an ordinary resolution.

Voting and Proxy details:

	Voted	%	% of all securities
For	31,426,654	71.98	18.75
Against	1,035,642	2.37	0.62
Open – Usable	11,198,005	25.65	6.68
Abstain	735,960	N/A	0.44
Total	44,396,261	100.00	26.49

Resolution 4e – Approval of the issue of shares by the Company in satisfaction of the Hon. John Dawkins remuneration entitlements

The motion was carried on a show of hands as an ordinary resolution.

Voting and Proxy details:

	Voted	%	% of all securities
For	31,639,588	72.47	18.88
Against	822,708	1.88	0.49
Open – Usable	11,198,005	25.65	6.68
Abstain	735,960	N/A	0.44
Total	44,396,261	100.00	26.49

Resolution 5 – Approval of Additional Placement Facility

The motion was carried on a show of hands as a special resolution.

Voting and Proxy details:

	Voted	%	% of all securities
For	31,732,154	72.68	18.93
Against	730,142	1.67	0.44
Open – Usable	11,198,005	25.65	6.68
Abstain	735,960	N/A	0.44
Total	44,396,261	100.00	26.49

Reena Minhas
Company Secretary