

27 November 2014

Australian Securities Exchange  
20 Bridge Street  
Sydney NSW 2000

By: e-lodgment

**COMPANY ANNOUNCEMENT**

For immediate release

**Results of Annual General Meeting**

Grays eCommerce Group (ASX: GEG) provides the following information regarding the results of the Annual General Meeting of the Company held on 27 November 2014 in accordance with Listing Rule 3.13.2 and Section 251AA of the *Corporations Act* 2001 (Cth).

**Item 2: Remuneration Report**

This resolution was passed, as an ordinary resolution on a show of hands.

The valid proxy votes lodged for this resolution were:

FOR	AGAINST	OPEN	ABSTAIN
24,087,473	468,112	307,813	30,486

**Item 3.1: Election of Directors – Mr Jonathan Pinshaw**

This resolution was passed, as an ordinary resolution on a show of hands.

The valid proxy votes lodged for this resolution were:

FOR	AGAINST	OPEN	ABSTAIN
34,447,606	16,987	334,046	2,337

**Item 3.2: Election of Directors – Mr Mark Bayliss**

This resolution was passed, as a special resolution on a show of hands.

The valid proxy votes lodged for this resolution were:

FOR	AGAINST	OPEN	ABSTAIN
33,633,459	832,188	334,030	1,209

**Item 3.3: Election of Directors – Mr Will Vicars**

This resolution was passed, as a special resolution on a show of hands.

The valid proxy votes lodged for this resolution were:

FOR	AGAINST	OPEN	ABSTAIN
34,428,496	37,678	334,403	309

**Item 4: Re-election of Director – Ms Naseema Sparks**

This resolution was passed, as an ordinary resolution on a show of hands.

The valid proxy votes lodged for this resolution were:

FOR	AGAINST	OPEN	ABSTAIN
34,425,208	35,269	338,634	1,775

**Item 5: Non-executive Directors' Remuneration**

This resolution was passed, as an ordinary resolution on a show of hands.

The valid proxy votes lodged for this resolution were:

FOR	AGAINST	OPEN	ABSTAIN
23,278,381	1,282,337	308,530	24,636

Further information:

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