

**NATIONAL EXPRESS GROUP PLC** (“the Company”)

**RESULTS OF ANNUAL GENERAL MEETING**

At the Annual General Meeting of the Company held on 6 May 2015 all of the resolutions proposed in the Notice of Annual General Meeting dated 17 March 2015 were duly passed by shareholders by means of a poll vote with the exception of resolution 22. The results of the poll on each resolution are set out below.

Resolution	FOR <sup>1</sup>		AGAINST		Total votes cast (excluding votes withheld)	% of issued share capital voted (excluding votes withheld) <sup>2</sup>	VOTES WITHHELD <sup>3</sup>
	Number of votes	% of votes cast	Number of votes	% of votes cast			
1. To receive and adopt the accounts and reports of the Directors and auditor	422,011,672	99.93	292,866	0.07	422,304,538	82.52%	6,378,146
2. To approve the Directors' Remuneration Policy report	408,174,050	98.91	4,491,155	1.09	412,665,205	80.64%	16,293,308
3. To approve the Annual Report on Remuneration	413,984,166	99.10	3,757,165	0.90	417,741,331	81.63%	11,201,974
4. To declare a final dividend of 6.95 pence per ordinary share	423,567,596	100.00	14,226	0.00	423,581,822	82.77%	5,409,128
5. To re-elect Sir John Armitt as a director	421,203,357	99.45	2,324,561	0.55	423,527,918	82.76%	5,427,717
6. To elect Matthew Ashley as a Director	422,776,169	99.82	779,122	0.18	423,555,291	82.77%	5,433,288
7. To re-elect Joaquin Ayuso as a Director	404,716,049	96.77	13,500,903	3.23	418,216,952	81.72%	10,739,635
8. To re-elect Jorge Cosmen as a Director	410,352,705	96.88	13,217,930	3.12	423,570,635	82.77%	5,418,545
9. To re-elect Dean Finch as a Director	422,455,703	99.81	792,146	0.19	423,247,849	82.71%	5,415,001
10. To re-elect Jane Kingston as a Director	423,109,799	99.90	432,319	0.10	423,542,118	82.77%	5,415,471
11. To re-elect Chris Muntwyler as a Director	422,573,836	99.84	669,980	0.16	423,243,816	82.71%	5,713,772
12. To re-elect Elliot (Lee) Sander as a Director	423,022,648	99.88	498,890	0.12	423,521,538	82.76%	5,434,551
13. To re-appoint Deloitte LLP as the Company's auditor	423,448,721	99.99	62,786	0.01	423,511,507	82.76%	5,442,857
14. To authorise the Directors to	423,404,927	99.97	122,124	0.03	423,527,051	82.76%	5,417,012

agree and set the auditor's remuneration							
15. To approve and adopt a new LTIP	421,636,153	99.57	1,816,115	0.43	423,452,268	82.75%	5,537,610
16. Authority to allot shares	421,663,425	99.55	1,886,742	0.45	423,550,167	82.77%	5,438,712
17. Authority to make political donations and expenditure	416,729,978	98.40	6,765,729	1.60	423,495,707	82.76%	5,494,325
18. To increase the maximum aggregate amount of Directors' fees	421,737,610	99.58	1,765,478	0.42	423,503,088	82.76%	5,487,897
19. Power to disapply pre-emption rights <sup>4</sup>	423,195,112	99.94	257,062	0.06	423,452,174	82.75%	5,505,415
20. Authority to purchase own shares <sup>4</sup>	423,401,493	99.95	211,773	0.05	423,613,266	82.78%	5,471,885
21. Notice of general meetings <sup>4</sup>	408,098,044	96.36	15,400,782	3.64	423,498,826	82.76%	5,456,874
22. Requisitionists' resolution <sup>4</sup>	63,151,324	15.38	347,356,168	84.62	410,507,492	80.22%	18,577,206

<sup>1</sup> Includes discretionary votes except in respect of resolution 22.

<sup>2</sup> The number of shares in issue and eligible to vote at the meeting was 511,738,648 ordinary shares of 5 pence each. Each shareholder, present in person or by proxy, was entitled to one vote per share held.

<sup>3</sup> A vote withheld is not a vote in law and is not counted in the calculation of votes for or against the resolutions.

<sup>4</sup> Indicates Special Resolution

In accordance with UK Listing Rule 9.6.2R copies of all the resolutions passed other than resolutions concerning ordinary business have been submitted to the UK Listing Authority via the National Storage Mechanism and will shortly be available for inspection at [www.morningstar.co.uk/uk/nsm](http://www.morningstar.co.uk/uk/nsm) and on the company's website at [www.nationalexpressgroup.com](http://www.nationalexpressgroup.com).

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