

## 2009 Annual General Meeting ("AGM") held Friday 26 June - voting disclosure

The following levels of proxy appointment and voting instructions were received prior to the AGM:

Resolution	For			Against			Vote Withheld		
	No. of Votes	% of votes cast	% of shares in issue	No. of Votes	% of votes cast	% of shares in issue	No. of Shares	% of votes cast	% of shares in issue
1 To adopt the directors' report and accounts	68,803,202	98.70	82.8%	908,753	1.30	1.1%	0	0.0	0.0%
2 To declare a final dividend	69,711,955	100.00	83.9%	0	0.00	0.0%	0	0.0	0.0%
3 To re-elect as a director Mr S G Wilson	68,739,219	98.61	82.7%	971,076	1.39	1.2%	1,660	0.0	0.0%
4 To re-elect as a director Mr M K O'Leary	67,104,667	96.26	80.7%	2,605,028	3.74	3.1%	2,260	0.0	0.0%
5 To reappoint the auditors	69,701,629	99.99	83.9%	9,501	0.01	0.0%	825	0.0	0.0%
6 To authorise the directors to determine the auditors' remuneration	69,695,089	99.98	83.9%	16,866	0.02	0.0%	0	0.0	0.0%
7 To approve the directors' remuneration report	48,374,001	70.67	58.2%	20,080,480	29.33	24.2%	1,257,474	1.8	1.5%
8 To authorise the company to allot shares in the company	69,696,362	99.99	83.9%	1,048	0.01	0.0%	14,545	0.0	0.0%
9 To authorise the company to disapply pre-emption rights*	69,682,999	99.98	83.8%	13,211	0.02	0.0%	15,745	0.0	0.0%
10 To authorise the company to purchase its shares*	69,706,222	99.99	83.9%	4,246	0.01	0.0%	1,487	0.0	0.0%
11 To authorise the company to hold general meetings (other than annual general meetings) on 14 days' clear notice from the date of the passing of this resolution*	69,404,634	99.58	83.5%	292,322	0.42	0.4%	14,999	0.0	0.0%

\* Special Resolution

### Notes:

- 1 The proxy votes are derived from the proxy returns received by 6.00 p.m. on 24 June 2009.
- 2 Any proxy appointments which gave discretion to the Chairman have been included in the "For" total.
- 3 The completion of a proxy form is not necessarily a precise indicator of the way that the shareholder would have voted on a poll, but it reflects their intention at the time the instruction was given. Voting instructions can be changed at any time prior to a poll being demanded. A shareholder having lodged a proxy is still entitled to attend the meeting and vote as they see fit.
- 4 The number of votes withheld is determined from instructions received from shareholders on the proxy form. It should be noted that a vote withheld is not a vote in law and is not counted in the votes "For" or "Against" a resolution.
- 5 As at 24 June 2009, Headlam had 85,363,743 ordinary shares in issue, of which 83,015,008 were ranking for dividend and held voting rights.
- 6 All resolutions were passed on a show of hands at the AGM.