

# EGM Result and Capitalisation Progress

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R.E.A.Hldgs PLC  
28 September 2011

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## **Results of extraordinary general meeting and progress of capitalisation issue**

R.E.A. Holdings plc ("REA") announces that at an extraordinary general meeting of REA held earlier today, the two resolutions set out in the notice of meeting, as included in the circular to shareholders dated 24 August 2011 (the "circular"), were duly passed on a show of hands. The resolutions provided necessary authorities for the proposed capitalisation issue by REA that was announced on 24 August 2011 (the "capitalisation issue").

Pursuant to the capitalisation issue, ordinary shareholders will be allotted new 9 per cent cumulative preference shares of £1 each in the capital of REA ("new preference shares") on the basis of three new preference shares for every 50 ordinary shares of 25p each in the capital of REA held at the close of business on 28 September 2011. An arrangement (the "sale arrangement") will be made whereby REA will (except to the extent that allottees have otherwise elected) aggregate all new preference shares comprised in allotments of 1,000 or fewer new preference shares and sell the resultant aggregated holding on behalf of the relative allottees (subject to achievement of a minimum gross price of 100p per share).

The capitalisation issue is now conditional only upon the admission of the new preference shares to the Official List and to trading on the London Stock Exchange's market for listed securities. It is expected that admission will become effective and that dealings in the new

preference shares will commence on 29 September 2011.

Upon completion of the capitalisation issue, REA's issued share capital will comprise 33,414,545 ordinary shares of 25p each and 44,068,553 9 per cent cumulative preference shares of £1 each. The number of votes that may ordinarily be cast on a poll at a general meeting of REA and attaching to such ordinary shares is 33,414,545 and to such preferences shares will be nil. No shares in the issued capital of REA are held in treasury.

The above figures may be used by REA shareholders for the calculations by which they determine whether they are required to notify their interest in, or a change in their interest in, shares of REA under the Financial Services Authority's Disclosure and Transparency Rules.

A total of 33,414,545 ordinary shares of REA were eligible to vote at the extraordinary general meeting referred to above with each ordinary share carrying one vote on a poll. Proxies were received for use in connection with the meeting with the following instructions (treating proxies giving discretion to the chairman as a "for" instruction):

Resolution (number and subject matter)	For	Against	Withheld
1 Approval of capitalisation issue	21,894,028	12	396,863
2 Approval of sale arrangement	21,848,870	12	442,021

Copies of the resolutions passed at the extraordinary general meeting will shortly be submitted to the National Storage Mechanism and will be available for inspection at [www.Hemscott.com/nsm.do](http://www.Hemscott.com/nsm.do)

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