

MWB Group Holdings Plc

(the 'Company')

Results of General Meeting held on 11 January 2010

The Company is pleased to announce results of the General Meeting held at 11.00 a.m. today. Full details of the resolutions are set out on pages 197 to 199 of the Prospectus issued by the Company dated 17 December 2009 (“the Prospectus”), which is available from the Company and from the Company’s website at [http://www.mwb.co.uk/mwb/uploads/hpuploads/placing\\_of\\_new\\_units\\_prospectus.pdf](http://www.mwb.co.uk/mwb/uploads/hpuploads/placing_of_new_units_prospectus.pdf)

The meeting was called to consider, and if thought fit approve, matters relating to the proposed issue of Units and related placing of such Units pursuant to the Prospectus and an amendment to the Company’s 2002 Incentive Scheme. All resolutions proposed at the meeting were passed by Shareholders.

Unless otherwise defined in this announcement, the definitions on pages 186 to 196 of the Prospectus shall have the same meanings in this announcement.

At 11 January 2010, the date of the General Meeting, the Company has 72,371,482 Units in issue, where each Unit comprises one Ordinary Share and 20 B Shares, with the B Shares being attached at all times to the Ordinary Shares. Each Ordinary Share is entitled to one vote at General Meetings of the Company; the B Shares have no voting rights as they are designed to provide a capital efficient distribution structure to all holders of Ordinary Shares.

In accordance with the Company’s Articles of Association, Resolutions 1 to 4 and 6 to 10 were voted on at the General Meeting on a show of hands. In accordance with the Company’s Articles of Association and the City Code on Takeovers and Mergers, Resolution number 5 was voted on by means of a poll of independent shareholders.

As referred to in the proxy card, a vote withheld or abstained from voting is not a vote in law, which means that these votes have not been counted in the calculation of votes for or against each resolution. If a poll had been conducted on each Resolution, the ordinary shares voted and the percentages of the shares voted, would have been as follows:

	<b>For</b>	<b>Against</b>	<b>Withheld/ Abstain</b>
1. Ordinary Resolution: To increase the authorised share capital of the Company	40,575,233	5,201	140,473
Percentage of voting	99.9%	0.1%	
2. Ordinary Resolution: To authorise the Directors to allot Units in the Company pursuant to Section 551 of the Companies Act 2006	40,557,554	5,201	158,152
Percentage of voting	99.9%	0.1%	

3. Special resolution: To disapply Section 561 of the Companies Act 2006	40,556,909	4,576	159,422
Percentage of voting	99.9%	0.1%	
4. Ordinary Resolution: To approve the issue of 91,666,667 Units of the Company for cash at a price of 30p per Unit	40,574,558	5,201	141,148
Percentage of voting	99.9%	0.1%	
5. Ordinary Resolution: to approve the waiver by the Panel on Takeovers and Mergers (with members of the 1997 Concert Party abstaining from voting)	28,846,575	97,364	2,170,337
Percentage of voting	99.7%	0.3%	
6. Ordinary Resolution: To approve the issue of 19,166,666 Units of the Company to Pyrrho Investment Limited and/or its associates (with Pyrrho Investment Limited and their associates abstaining from voting)	29,735,383	31,498	10,954,026
Percentage of voting	99.9%	0.1%	
7. Ordinary Resolution: To approve the issue of 8,900,000 Units of the Company to Richard Balfour-Lynn and/or his associates (with Richard Balfour-Lynn and his associates abstaining from voting)	33,227,770	34,153	161,609
Percentage of voting	99.9%	0.1%	
8. Ordinary Resolution: To approve the issue of 6,233,332 Units of the Company to John Harrison and/or his associates (with John Harrison and his associates abstaining from voting)	40,516,525	34,153	161,609
Percentage of voting	99.9%	0.1%	

9. Ordinary Resolution: To approve the issue of 8,000,000 Units of the Company to Joseph Shashou and/or his associates (with Joseph Shashou and his associates abstaining from voting)	39,909,358	33,967	161,908
Percentage of voting	99.9%	0.1%	
10. Ordinary Resolution: To approve the revisions to the rules of the 2002 Incentive Scheme and the establishment of the MWB Group Employee Share Scheme	40,483,519	80,768	156,620
Percentage of voting	99.8%	0.2%	

A copy of the resolutions passed at the General Meeting held today will be submitted to the UK Listing Authority and will be available shortly for inspection at the UK Listing Authority's document viewing facility, which is situated at the Financial Services Authority, 25 The North Colonnade, Canary Wharf, London E14 5HS. Resolutions 1 to 3 passed today will be filed at Companies House by 15 January 2010.

Application has been made to the UKLA for the 91,666,667 New Units to be admitted to the Official List, and to the London Stock Exchange for the New Units to be admitted to trading on the London Stock Exchange's main market for listed securities. It is expected that Admission will become effective on 12 January 2010 and that dealings for normal settlement in the New Units will commence at 8.00 a.m. on 12 January 2010.

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Baron Phillips

11 January 2010