

Form of Proxy

For use by ordinary shareholders for the Annual General Meeting to be held on 30th August 2011.

I/We (block capitals)
of

Being (a) holder(s) of Shares in the company, hereby appoint the Chairman of the meeting or (note 1)
..... to vote number of shares (note1)

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the company to be held on 30th August 2011 and at any adjournment thereof.

I/We direct my/our proxy to vote as indicated by an **x** in the appropriate column (note 2).

If you wish to appoint multiple proxies please see note 3.

	ORDINARY RESOLUTIONS	For	Against	Vote Withheld
1	To receive the accounts and the reports of the directors and the auditors for the financial year ended 28 th February 2011.			
2	To declare a final dividend for the financial year 28 th February 2011 of 0.2 pence per Share.			
3	To re-elect Nicholas Green as a director (who is retiring and is eligible for re-appointment in accordance with the Company's articles of association).			
4	To re-appoint UHY Hacker Young LLP as auditors of the Company from the conclusion of this Meeting until the conclusion of the next general meeting at which accounts are laid before Shareholders and to authorise the directors to fix the auditor's remuneration.			
5	That the waiver granted by the Panel on Takeovers and Mergers, of the obligation that would otherwise arise on the Concert Party to make a general offer to Shareholders pursuant to Rule 9 of the City Code as a result of any market purchases by the Company of its own Shares , be approved. (note 2)			
6	That the waiver granted by the Panel on Takeovers and Mergers, of the obligation that would otherwise arise on the Concert Party to make a general offer to Shareholders pursuant to Rule 9 of the City Code as a result of any exercise of the 2005 Options, be approved. (note 2)			
7	That, in substitution of all subsisting authorities and in accordance with section 551 of the Companies Act 2006, the directors be and they are generally and unconditionally authorised, in substitution for all previous authorities, to exercise all the powers of the Company to allot Shares or grant rights to subscribe for, or convert any security into, Shares .			
	SPECIAL RESOLUTIONS			
8	To generally and unconditionally authorise the Company to make one or more market purchases up to 17,469,183 Shares.			
9	That, in substitution of all subsisting authorities, the directors be and they are hereby generally empowered to allot Shares pursuant to the authority conferred in Resolution 7, as if section 561 of the Companies Act 2006 did not apply to any such allotment.			

Signature

Date 2011

Notes

1. To appoint as a proxy a person other than the Chairman of the meeting, cross out the words “the Chairman of the Meeting” and write the full name in the space provided. The change should be initialled. If you wish your proxy to make comments on your behalf you will need to appoint someone other than the Chairman and give them relevant instructions directly. A proxy need not be a member of the Company. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the space provided the number of Shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
2. In order to comply with the City Code, Resolution 5 and Resolution 6 will be taken on a poll and the Concert Party (as such term is defined in the Circular) will not participate.
3. A member entitled to attend and vote at the Meeting is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by that member. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting in person at the Meeting.
4. To appoint more than one proxy you may photocopy the Form of Proxy. Please indicate the proxy holder’s name and the number of Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.
5. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
6. To be effective, the instrument appointing a proxy and any power of attorney or other authority under which it is executed (or a notarially certified copy of such power or authority) must be completed, signed and deposited at the registrars’ office, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time for holding the Meeting. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments (see 6 above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
8. In the case of joint holders of a Share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
9. The CREST electronic proxy service is available for this Annual General Meeting. To use this service CREST members should transmit a CREST proxy instruction, so as to reach the registrars by not later than 48 hours before the time of the holding of the Meeting or any adjournment.
10. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer’s agent RA10 by 9 a.m. on 28 August 2011. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001. In any case your proxy form must be received by the Company’s registrars no later than 9 a.m. on 28 August 2011.
11. Copies of all directors’ service contracts with the Company and its subsidiaries, and the terms and conditions of appointment of non-executive directors will be available for inspection at the place of the Annual General Meeting from at least 15 minutes prior to the time of the Meeting until its conclusion.
12. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the Annual General Meeting is 6 p.m. on 28 August 2011 or, if the Meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the Meeting.
13. Persons who are not Shareholders will not be admitted to the Meeting unless arrangements are made with the Company.