



LIGHTHOUSEGROUP

# FORM OF PROXY

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**for use by holders of ordinary shares in Lighthouse Group plc ("Company")**

at the Annual General Meeting of the Company ("**Meeting**") to be held  
at 26 Throgmorton Street, London EC2N 2AN, on 25 May 2010 at 12 midday.

***Please read the notice of Meeting and the accompanying notes carefully before completing this Form of Proxy.***

As a shareholder of the Company you have the right to attend, speak and vote at the Meeting. If you cannot, or do not want, to attend the Meeting, but still want to vote, you can appoint one or more persons to attend, speak and vote on your behalf at the Meeting, provided that each such person is appointed to exercise the rights attached to different shares held by you. Any such person is known as a 'proxy'. You can use this Form of Proxy to appoint the Chairman of the Meeting, or someone else, as your proxy and you can photocopy this Form of Proxy if you wish to appoint more than one proxy. Your proxy does not need to be a shareholder of the Company.

I/We .....(full name(s) in block capitals)

of .....(address in block capitals)

being a member /members of the Company hereby appoint:

the Chairman of the Meeting or ..... (see Note 3)

in respect of my/our entire holding of shares or .....(see Note 4) as my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us in respect of my/our voting entitlement referred to above on my/our behalf at the meeting (and at any adjournment thereof) and, in particular, to vote in respect of the resolutions set out in the notice of Meeting as set out overleaf, and to vote (or abstain from voting) as he thinks fit on any other matter which may properly come before the Meeting (see Note 2).

Please tick here if this proxy appointment is one of multiple appointments being made

No.	Resolution	For	Against	Withheld	Discretion
1.	To receive the report of the Directors and the Accounts of the Company for the year ended 31 <sup>st</sup> December 2009, together with the Auditors' report thereon.				
2.	To reappoint Mr D Hickey as a Director of the Company.				
3.	To reappoint Mr R Last as a Director of the Company.				
4.	To reappoint Mr M Ross as a Director of the Company.				
5.	To re-appoint KPMG Audit Plc as Auditors and to authorise the Directors to fix their remuneration.				
6.	To authorise the Directors to allot shares in accordance with section 551 of the Companies Act 2006.				
7.	To authorise the Company to communicate with its shareholders by electronic means.				
8.	To empower the Directors to allot equity securities for cash pursuant to section 570 of the Companies Act 2006.				
9.	To authorise the Company to make market purchases of shares for the purposes of section 701 of the Companies Act 2006.				
10.	To amend the Company's existing Articles of Association by removing various provisions and to adopt new Articles of Association of the Company.				

Dated .....

Member's signature .....

## NOTES

- 1 Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001, the Company has specified that only those members entered on the register of members of the Company at 5.00 p.m. on 23 May 2010 or, in the event that the meeting is adjourned, at 5.00 pm on the day before any adjourned meeting shall be entitled to attend and vote at the Meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the register of members after 5.00 p.m. on 23 May 2010 or, in the event that the meeting is adjourned, after 5.00 pm on the day before any adjourned meeting shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- 2 If you wish your proxy to cast all of your votes for or against a resolution, or you wish to give your proxy discretion as to how to cast all your votes, you should insert an "X" in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, or to use his discretion to cast only certain votes, insert the relevant number of shares in the appropriate box. If you give your proxy discretion as to how to vote or in the absence of instructions as to how to vote, your proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend a resolution, to propose a new resolution or to adjourn the meeting) which may properly come before the meeting. The withheld option on this Form of Proxy is provided to enable you to instruct your proxy not to vote on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the votes for or against a resolution.
- 3 If you wish to appoint someone other than the Chairman of the meeting as your proxy, please delete the words 'the chairman of the meeting' and insert the full name of the person you wish to appoint in the space provided.
- 4 If you wish to appoint your proxy to exercise the voting rights attached to less than your entire holding of shares, please delete the words 'my entire holding of shares' and insert the number of shares in respect of which the proxy is entitled to exercise the voting rights in the space provided.
- 5 If you wish to appoint more than one proxy, you will need to photocopy this Form of Proxy and submit separate Forms of Proxy for each proxy you wish to appoint. Please indicate on each Form of Proxy the proxy's name and the number of shares in relation to which it is authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. Multiple Forms of Proxy must all be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid.
- 6 This Form of Proxy must be signed by the shareholder or his/her duly appointed attorney. Where the shareholder is a corporation, this Form of Proxy must be executed under seal or signed on its behalf by a duly authorised representative. In the case of joint shareholders, any one joint shareholder may execute or sign this Form of Proxy. However, where more than one joint shareholder purports to appoint a proxy, the appointment made by the senior joint shareholder will be accepted to the exclusion of all others, seniority being determined by the order in which the names of the joint shareholders stand in the register of members in respect of the joint shareholding.
- 7 To be valid, this Form of Proxy (together with any power of attorney or other authority under which it is executed or signed or a copy of such authority certified notarially or in some other way approved by the directors of the Company) must be deposited at the offices of Capita Registrars, PXS,34 Beckenham Road, Beckenham, Kent, BR3 4TU, no later than 12.00 midday on 23 May 2010 or, in the event that the meeting is adjourned, not less than 48 hours before the time of the adjourned meeting.
- 8 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by Capita Registrars (ID RA 10) by no later than 12.00 midday on 23 May 2010 or, in the event that the meeting is adjourned, not less than 48 hours before the time of the adjourned meeting. Please refer to the notes of the notice of the meeting for further information on proxy appointments through CREST.
- 9 The completion and return of this Form of Proxy, or the submission of an electronic proxy appointment through the CREST system, will not prevent you from attending in person and voting at the meeting of any adjournment thereof, should you wish to do so. However, if you appoint a proxy in respect of all or any of your shares and then attend and vote those shares at the meeting, your proxy appointment in respect of those shares will automatically be terminated.
- 10 You may not use any electronic address provided in this proxy form to communicate with the Company for any purpose other than those expressly stated.