

Attendance card Helphire Group plc – Annual General Meeting

Name
Address 1
Address 2
Address 3
Town
Postcode

To be held at: The Bath Spa Hotel, Sydney Road, Bath BA2 6JF on 16 November 2012 at 9am.

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of
person attending:

Barcode:

Investor Code:

Notes

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see below). If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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 (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- To appoint more than one proxy you may photocopy this form. 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 must be signed and should be returned together in the same envelope.
- The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6 pm on 14 November 2012. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
- The Form of Proxy below must arrive at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any Power of attorney under which it is executed (if applicable) no later than 9 am on 14 November 2012.
- Please complete, sign and detach the bottom section of this form, and return it to Capita Registrars in the envelope provided.

Form of proxy Helphire Group plc – Annual General Meeting

Barcode:

Investor Code:

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see note 1 above)

Name of proxy:

Number of shares proxy appointed over:

Event Code:

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 9am on Friday, 16 November 2012 and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolution:

If you wish to appoint multiple proxies please see note 1 above. Please also tick here if you are appointing more than one proxy

Resolutions

Please mark 'X' to indicate how you wish to vote

For
Against
Vote
Withheld

- To receive and adopt the financial statements for the financial year ended 30 June 2012 and to receive the Directors' and Auditors' reports
- To elect John Davies as a director
- To elect Stephen Oakley as a director
- To re-elect Mark McCafferty as a director

<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Resolutions

Please mark 'X' to indicate how you wish to vote

For
Against
Vote
Withheld

- To re-appoint KPMG Audit plc as auditors to the Company until the conclusion of the next general meeting of the Company at which the accounts are laid and to authorise the directors to fix their remuneration
- To approve the Directors' remuneration report for the financial year ended 30 June 2012
- To empower the directors to allot relevant securities pursuant to section 551 of the Companies Act 2006
- To empower the directors to allot equity securities without applying pre-emption rights under section 561 of the Companies Act 2006 (Special Resolution)

<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Signature

Date