

# Attendance card Helphire Group plc – General Meeting

To be held at: the offices of Berwin Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA on 23 May 2014 at 10:00 am. 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 for the completion of Form of Proxy

1. If you will not be attending the General Meeting, or may not do so, you can appoint another person (a "proxy") to exercise all or any of your rights to attend, speak and vote at the meeting on your behalf. Completing this Form of Proxy does not prevent you from attending and voting in person.
2. If you wish to appoint a person other than the Chairman as your proxy, please insert the full name of the proxy (in block capitals) in the space provided and delete the word "the Chairman of the meeting or". 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 box 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 (or if this proxy form has been issued in respect of a designated account for a member, the full voting entitlement for that designated account).
3. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box provided if the proxy appointment is one of multiple appointments being given. If you wish to appoint more than one proxy, each proxy must be appointed on a separate Form of Proxy and please enter in the box provided the number of shares in respect of which the proxy is appointed. Additional Forms of Proxy may be obtained from the Registrar, Capita Asset Services, at PXS1, 34 Beckenham Road, Beckenham BR3 4ZF. Alternatively you may photocopy the enclosed Form of Proxy the required number of times before completing it. All Forms of Proxy must be signed and returned together in the same envelope.
4. Unless you give specific instructions on how to vote on a particular resolution, your proxy may vote as he or she thinks fit on any motion to amend a resolution or to adjourn the meeting, or any other resolution, motion or vote proposed at the meeting.
5. 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.
6. To be valid, this proxy, together with any power of attorney under which it is signed or a duly certified copy thereof, should reach the office of the Company's Registrar, the Registrar, Capita Asset Services, at PXS, 34 Beckenham Road, Beckenham BR3 4TU, by 10:00 am on 21 May 2014. In the UK, postage on the Form of Proxy is pre-paid. UK members may, if they prefer, return the Form of Proxy in an envelope, free of charge, to Capita Asset Services, at PXS1, 34 Beckenham Road, Beckenham BR3 4ZF. Outside the UK, the appropriate postage must be paid.
8. CREST members who wish to appoint a proxy by using the CREST electronic proxy appointment service may do so by using the CREST electronic proxy appointment service. CREST members should refer to Note 12 to the Notice of General Meeting enclosed with this Form of Proxy which sets out the requirements for the submission of a proxy appointment via CREST.
9. Proxy appointment and instructions, however submitted, must be received by the Registrar, Capita Asset Services, at Freepost Plus RLUB-TBUX-EGUC, PXS1, 34 Beckenham Road, Beckenham BR3 4ZF by 10:00 am on 21 May 2014.
10. If the member is a corporation, the proxy should be given under the common seal or under the hand of an officer or attorney duly authorised in writing.
11. In the case of joint holders, any joint holder may sign this Form of Proxy, but the vote of the person whose name appears first in the register of members in respect of the holding or his proxy will be accepted to the exclusion of the votes of other joint holders or their proxies.
12. Should any other resolution be proposed at the Annual General Meeting, the proxy may vote as he or she thinks fit.
13. Any amendments to this Form of Proxy must be initialled.
14. All enquiries concerning this form should be directed to the Company's Registrars, Capita Asset Services, at PXS1, 34 Beckenham Road, Beckenham BR3 4ZF.

## Form of Proxy Helphire Group plc – General Meeting to be held on 23 May 2014 at 10:00 am

Barcode:

Investor Code:

I/We, being a member/members of Helphire Group plc, appoint the Chairman of the meeting or

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held on 23 May 2014 at 10:00 am and at any adjournment of it. I/We instruct my/our proxy to vote on a show of hands or on a poll in the manner shown below on each such resolution.

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

Number of shares in respect of which the proxy is appointed:

Please indicate your vote by marking the appropriate boxes in black or blue ink like this:

## Ordinary Resolution

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

For  
Against  
Vote  
Withheld

To approve the consolidation of each of the ordinary shares of 0.01 pence each in the capital of the Company into ordinary shares of 0.1 pence each in the capital of the Company

  

Please indicate if you are not intending to attend the GM

This card should not be used for any comments, change of address or other queries. Please send separate instruction.

[[name of member – printed]]

Signature

Date

Business Reply  
Licence Number  
RRHB-UXKS-LRBC



PXS  
34 Beckenham Road  
BECKENHAM  
BR3 4ZF