

# IPSA GROUP PLC

Incorporated and registered in England and Wales with Registered No. 5496202

## FORM OF PROXY

For use at the Annual General Meeting to be held on 26 April 2010 at 11.00 a.m.

I/We \_\_\_\_\_ being a member of IPSA Group Plc ("the Company") and entitled to vote at the Annual General Meeting, hereby appoint

Please carefully complete using BLOCK CAPITALS and black ink.

as my/our proxy to vote for me/us and on my/our behalf in the manner indicated below at the Annual General Meeting of the Company to be held on Thursday 26<sup>th</sup> April 2010 at 5<sup>th</sup> Floor, Prince Consort House, 27-29 Albert Embankment, London SE1 7TJ at 11.00 a.m. and at any adjournment thereof.

Unless otherwise instructed my/ou proxy will vote or abstain as he/she thinks fit on the Resolutions set out below, and on any other business arising at the Annual General Meeting and at any adjournments thereof.

Please indicate with an X in the appropriate space opposite each resolution how you wish your vote to be cast.

### Ordinary Resolutions

	FOR	AGAINST	WITHHELD
1. To receive the directors' report, the auditors' report and the accounts for the year ended 30 September 2009.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Michael Cox as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Rizelle Sampson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Elizabeth Shaw as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Grant Thornton as Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the directors of the Company to allot relevant securities in accordance with Section 551 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Special Resolution

7. To disapply the statutory pre-emption rights pursuant to Section 570 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Enter number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full entitlement

Please also tick this box if you are appointing more than one proxy

Date:   /   /

Signature(s):

### Notes

- (i) To be effective, this form of proxy, duly completed, must be lodged at Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA not less than 48 hours before the time appointed for the Meeting or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or notarially certified or office copy of such power of attorney.
- (ii) You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please return a separate form in relation to each proxy, clearly indicating next to the name of each proxy the number and class of shares in respect of which he is appointed. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
- (iii) In the case of a corporation, this form must be under its Common Seal, or under the hand of an officer or attorney duly appointed to sign the name.
- (iv) In the case of joint holders, the signature of one holder will suffice and the vote of the senior who tenders a vote will be accepted to the exclusion of the votes of the other joint holders. For these purposes seniority will be determined by the order of names standing on the register of members.
- (v) If any other person is preferred as proxy, strike out the words "the Chairman of the Meeting", insert the name of the proxy desired in the blank space and initial the alteration. A proxy need not be a member of the Company.
- (vi) The return of this proxy will not prevent a member from attending the meeting or any adjournment thereof and voting in person if he so wishes.
- (vii) Any alteration to this form should be initialled.
- (viii) If, after returning a duly completed proxy form, you wish to revoke your proxy appointment you must sign and date a notice clearly stating your intention to revoke that proxy appointment and deposit it at the registered office of the Company before the time appointed for the Meeting.
- (ix) The right to vote at the meeting shall be determined by reference to the register of members of the company. Only those persons whose names are entered on the register of members of the Company at 11.00 a.m. on 24 April 2010 shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.

Detach proxy card along perforation before mailing

JAMES ANDREWS ESQ  
6 PLACE ST REGIS  
11700 MOUX  
FRANCE

Business Reply  
Licence Number  
BM3865

NEVILLE REGISTRARS LIMITED  
NEVILLE HOUSE  
18 LAUREL LANE  
HALESOWEN  
WEST MIDLANDS  
B63 3BR

