

Attendance card Helphire Group plc – Annual General Meeting

To be held at: The Registry, Royal Mint Court, London EC3N 4QN on 27th November 2009 at 11 a.m. (including in respect of the question whether to adjourn such meeting) and at any adjournment of such meeting:

Signature of
person attending:

Barcode:

Investor Code:

Notes

- 1 To appoint as a proxy a person other than the Chairman of the meeting, insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
 - (a) To appoint the Chairman as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy;
 - (b) To appoint a person other than the Chairman as your sole proxy in respect of all your shares, delete the words 'the Chairman of the meeting (or)' and insert the name of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy;
 - (c) 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. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the Meeting'. All forms must be signed and should be returned together in the same envelope.
- 2 If you appoint a proxy to vote on your behalf at this Annual General Meeting, your voting rights will revert to you at the conclusion of the Annual General Meeting or any adjournment of the Annual General Meeting.
- 3 Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
- 4 The signed Form of Proxy below must arrive not later than 48 hours before the time set for the meeting at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU during usual business hours accompanied by any power of attorney or other authority under which it is executed (if applicable).
- 5 A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
- 6 The Form of Proxy is for use in respect of the specified shareholder account only and should not be amended or submitted in respect of a different account.
- 7 The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
- 8 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.
- 9 Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently decide to do so.
- 10 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. Any alterations made to this form should be initialled.
- 11 In the case of joint holders, any one holder may sign the Form of Proxy but all the names of the joint holders should be stated on this proxy form. If more than one of the joint holders purports to appoint a proxy, the appointment submitted by the most senior holder will be accepted to the exclusion of the appointment(s) of the other joint holder(s), seniority being determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding (the first-named being the most senior).
- 12 If you prefer, you may return the Form of Proxy to the Registrar in an envelope addressed to FREEPOST RLYX-GZTU-KRRG, Capita Registrars (Proxies), 34 Beckenham Road, Beckenham, Kent, BR3 9ZA.

Form of proxy Helphire Group plc – Annual General Meeting

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

Barcode:

Investor Code:

As my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at The Registry, Royal Mint Court, London EC3N 4QN and at any adjournment thereof. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions:

Event Code:

Resolutions

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

	For	Against	Vote Withheld
1 To receive and adopt the financial statements for the financial year ended 30th June 2009 and to receive the directors' and auditors' reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-elect Richard Rose as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Martin Ward as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Ian Wardle as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Michael Howard QC MP as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Andrew Cripps as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Mark McCafferty as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Avril Palmer-Baunack as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Resolutions

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

	For	Against	Vote Withheld
9 To re-appoint Deloitte & Touche LLP as auditors to the Company until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the directors to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To approve the Directors' remuneration report for the financial year ended 30th June 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To empower the directors to allot relevant securities pursuant to section 551 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To empower the directors to allot equity securities without applying pre-emption rights under section 561 of the Companies Act 2006 (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 To adopt new articles of association of the Company (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date:

Business reply
Licence number
MB122



Proxies Department
PO Box 25
Beckenham
Kent BR3 4BR