

# Lighthouse Group PLC

(incorporated and registered in England and Wales with registered number 4042743)

## Form of Proxy

I/We the undersigned, being the holder(s) of ordinary shares of the company, hereby appoint the chairman of the meeting as my/our proxy or:

.....  
in respect of ..... ordinary shares being my/our voting entitlement\* to attend and vote for me/us on my/our behalf at the General Meeting of the Company to be held on Tuesday, 31 July 2012 at 9.00 a.m. at the offices of the Company at 26 Throgmorton Street, London EC2N 2AN and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the resolutions as indicated by an X in the appropriate spaces below.

Please tick here if this proxy appointment is one of multiple appointments being made\*  
\*For the appointment of more than one proxy, please refer to Explanatory Note 2 below.

### Resolution

Please mark x to indicate how you wish to vote. If no specific discretion is given the proxy will vote or abstain at his discretion.

### Special Resolution

	For	Against	Vote Withheld
THAT the Resolution approving the Cancellation as set out in the Notice of General Meeting attached to the Circular be duly approved.			

Full Name (block capitals please) .....

Address.....

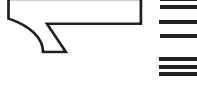
Postcode .....

Signed this..... day of ..... 2012 (Signature(s)) or Common Seal (see note 8) .....

### Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the chairman of the meeting, please insert the name of your chosen proxy holder in the space provided (see above). If you sign and return the proxy form with no name inserted in the space provided, the chairman of the meeting will be deemed to be your proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see above) 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). Where you appoint as your proxy someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly. You can only appoint a proxy using the procedures set out in these notes.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting Capita Registrars' helpline on 0871 664 0300 from within the UK or +44 208 639 3399 from outside the UK. Calls to the 0871 number cost 10 pence per minute plus your service provider's network extras, lines are open Monday to Friday 9.00 a.m. to 5.30 p.m. Or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see above) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided 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 to Capita Registrars at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 9.00 a.m. on 29 July 2012.
- For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
- Please indicate with an X how you wish your votes to be cast. Any alterations made to this form should be initialled.
- The "vote withheld" option is provided to enable you to abstain on the resolution. However it should be noted that a "vote withheld" is not a vote in law and will not be counted in any calculation of the proportion of the votes "for" and "against" a resolution.
- Unless otherwise instructed the proxy will abstain or vote as he/she thinks fit. On any motion to amend any resolution, to propose a new resolution, to adjourn the meeting or any other motion put to the meeting the proxy will act at his/her discretion.
- If the appointer is a corporation this proxy should be executed under the common seal of such corporation or signed on its behalf by an attorney or officer duly authorised. In the case of an individual this proxy should be signed by the appointer or his attorney.
- To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of such power or authority) must be deposited at: PXS, 34 Beckenham Road, Beckenham, Kent, United Kingdom BR3 4TU not later than 48 hours before the time fixed for the meeting (being no later than 9.00 a.m. on 29 July 2012, or if the meeting is adjourned not later than 48 hours before the time fixed for the adjourned meeting. Proxies may be delivered to PXS by hand at the above address during normal business hours. Postage by Shareholders outside the UK: Shareholders with addresses outside the UK should post the Form of Proxy in a stamped envelope to: PXS, 34 Beckenham Road, Beckenham, Kent, United Kingdom BR3 4TU.
- In the case of joint registered holders the signature of any holder is sufficient but the vote of the senior holder who tenders a vote shall be accepted to the exclusion of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding (the first-named being the most senior).
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The completion of this form will not preclude a member from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders entered in the register of members of the Company as at 6.00 p.m. on 29 July 2012, or if the meeting is adjourned in the register of members at 6.00 p.m. on the second day prior to the day of any adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after 6.00 p.m. on 29 July 2012 or, if the meeting is adjourned, in the register of members after 6.00 p.m. on the second day prior to the day of the adjourned meeting shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting or at any such adjournment.
- Words and expressions defined in the circular to Shareholders dated 9 July 2012 (the "Circular") shall, save where the context otherwise requires, bear the same meanings in this Form of Proxy.

Business Reply  
Licence Number  
RSBH-UXKS-LRBC



PXS  
34 Beckenham Road  
BECKENHAM  
BR3 4TU