

**CAVANAGH GROUP PLC**  
**FORM OF PROXY**  
**ANNUAL GENERAL MEETING**  
at 10.00 a.m. on 24 June 2009

[I][we] .....  
of ..... *[in block capitals please]*  
.....

being (a) holder(s) of ordinary shares of 1p each in the above-named Company, hereby appoint the chairman of the meeting

or .....  
of .....

as [my][our] proxy to attend and to vote for [me][us] on [my][our] behalf at the annual general meeting of the Company to be held on 24 June 2009 at 10.00 a.m. and at any adjournment of it.

Dated..... Signature

Please indicate with an X In the space below how you wish your proxy to vote. If no indication is given, your proxy will vote or abstain from voting as he thinks fit.

ORDINARY RESOLUTIONS	FOR	AGAINST
1. To receive the directors' report and financial statements		
2. To re-elect Simon Redgrove as a director		
3. To re-elect Charles Gillespie as a director		
4. To re-elect Paul Hogarth as a director		
5. To reappoint Baker Tilly UK Audit LLP as auditors		
6. To grant the directors authority to allot shares under s80 Companies Act 1985		

SPECIAL RESOLUTION		
7. To disapply statutory pre-emption rights under s95 Companies Act 1985		

## NOTES

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company.
2. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. 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.
3. A member may appoint a proxy of his own choice, who need not be a member of the Company. If such an appointment is made, delete the words "the chairman of the meeting" and insert the name of the person appointed by proxy in the space provided. Please initial any such alteration.
4. Submission of a Form of Proxy does not preclude you 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.
5. If the appointor is a corporation, this form of proxy must be executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same on its behalf. If the appointor is not a corporation, this form of proxy must be executed under the hand of the appointor or of his attorney duly authorised in that behalf.
6. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders, and, 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.
7. To be valid this Form of Proxy (together with the power of attorney or other authority (if any) under which it is executed (or a notarially certified copy of such power or authority)) must (i) be deposited at the office of the Company's Registrars at Capita Registrars, Proxy Department, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, not less than 48 hours before the time fixed for the meeting or adjourned meeting (disregarding any part of a day that is not a working day); or (ii) in the case of a poll taken more than 48 hours after it is demanded, be deposited as specified in (i) above after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or (iii) where the poll is not taken immediately but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director of the Company.
8. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.