

# FORM OF PROXY

## Share plc

### General Meeting

I/We .....[name in full in block capitals]

of .....  
being a member/members of Share plc hereby appoint the chairman of the meeting or (see note 1 below)

.....as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at the London Stock Exchange, 10 Paternoster Square, London, EC4M 7LS at 11.30 a.m. on 25 June 2010 or, if later, immediately following the conclusion of the Annual General Meeting of the Company, which is being held at 11.00 a.m. on 25 June 2010, and at any adjournment thereof, on the following resolutions (to be proposed as special resolutions), as indicated by an 'X' in the appropriate box.

Resolutions	For	Against	Vote withheld
1 To approve the terms and conditions of the Tender Offer and the Repurchase, each as defined in the circular to shareholders of the Company dated 8 June 2010.			
2 To authorise the Company to make market purchases of ordinary shares in the capital of the Company on the terms set out in the notice to the General Meeting.			

Dated .....2010

Signature ..... Customer Reference.....

I/We will be attending the General Meeting

- Notes:
- A member may if he wishes strike out the words "chairman of the meeting" and insert the name of some other person to act as his proxy, exercise all or any of his rights to attend, speak and vote instead of him at the meeting in the space provided. All amendments to this form must be initialled. If a member signs and returns this form with no name inserted in the space the Chairman of the Meeting will be deemed to be his proxy. Where someone other than the Chairman is appointed as a proxy the member appointing him is responsible for ensuring that they attend the meeting and are aware of his voting intentions. If a member wishes his proxy to speak on his behalf at the General Meeting he will need to appoint someone other than the Chairman and give his instructions directly to them.
  - A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to exercise all or any of his rights to attend, speak and to vote at the General Meeting instead of him. A proxy can only be appointed by following the procedure set out in these notes.
  - A proxy need not be a member of the Company but must attend the General Meeting. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting or any adjournment thereof in person. If a proxy is appointed and the member attends the General Meeting in person the proxy appointment will automatically be terminated.
  - To be valid this form of proxy must be completed and lodged with the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ no later than 6.00 p.m. on 23 June 2010 or, in the case of an adjourned meeting, not less than 48 hours before the time fixed for such adjourned meeting together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority. In the case of a member, which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
  - In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy. In the event that more than one of the joint holders purports to appoint a proxy, the appointment submitted by the first named on the Register of Members of the Company will be accepted to the exclusion of the other joint holder.
  - A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please sign and date the form of proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write "the Chairman of the Meeting". When two or more valid but differing proxies are delivered in respect of the same share for use at the meeting, the one which is last validly delivered (regardless of its date, its date of sending or the date of its execution) shall be treated as replacing and revoking the other(s) as regards that share and, if the Company is unable to determine which of any such two or more valid but differing appointments of proxy was so delivered in time, none of them shall be treated as valid in respect of that share.
  - If a member submits more than one valid proxy appointment the appointment received last before the latest time for the receipt of proxies will take precedence
  - To abstain from voting on a resolution, tick the box in the column headed "Vote withheld". A "vote withheld" is not a vote in law which means that the vote will not be counted in the calculation of votes "for" and "against" the resolution. Failing to tick any box against a resolution will mean your proxy can vote as he or she wishes or can decide not to vote at all. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
  - In the case of a poll vote taken otherwise than at or on the same day as the meeting or adjourned meeting, the form of proxy must be completed and deposited as specified in note 4 above not less than 24 hours before the time appointed for the taking of the poll.
  - In order to revoke a proxy instruction, a member will need to send a signed hard copy notice clearly stating their intention to revoke a proxy appointment to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, not less than one hour before the commencement of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.