

# Pennant International Group plc

## Form of Proxy

For use at the General Meeting to be held on Tuesday 21 July 2009

I/We .....

Of .....

being (a) member(s) of Pennant International Group plc hereby appoint\*

.....  
or failing him the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held on 21 July 2009 or at any adjournment thereof.

*\*If no name is inserted the Chairman of the meeting will act as proxy*

Date .....

Signature(s) .....

Please indicate with an X in the appropriate box below how you wish your votes to be cast. Unless otherwise directed, the proxy will vote, or abstain, as he thinks fit.

RESOLUTION	For	Against
To approve the grant of the waiver by the Panel of the requirements of Rule 9 on the purchase by the Company of Ordinary Shares in the market		

### Notes

- 1 Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.
- 2 To be valid any proxy form or other instrument appointing a proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of attorney or authority, must be received by post or (during normal business hours only) by hand at Capita Registrars (Proxies), The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 48 hours before the time appointed for the meeting or for any adjournment thereof.
- 3 The return of a completed proxy form will not prevent a shareholder attending the General Meeting and voting in person if he/she wishes to do so.
- 4 To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 10.45 a.m. on 18 July 2009 (or, in the event of any adjournment, at 10.45 a.m. on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 5 The resolution set out in the Notice will be subject to an independent vote, taken on a poll, in accordance with the requirements of The Panel on Takeovers and Mergers for dispensation from Rule 9 of The City Code on Takeovers and Mergers, and Mr C C Powell and persons connected with him will not vote on the resolution.
- 6 In the case of joint holders, the signature of any one of them is sufficient but the use of the first named on the Register of Members will be accepted to the exclusion of other joint holders.

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**Capita Registrars**  
**Proxies Department**  
**PO Box 25**  
**Beckenham**  
**Kent BR3 4BR**

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2nd Fold