

FORM OF PROXY

ASTAIRE GROUP PLC

(Incorporated in England and Wales with registered No. 01796133)

**Proxy form for use at the General Meeting
to be held at 11.10 a.m. on 7 October 2011
at the offices of Fasken Martineau LLP, Third Floor, 17 Hanover Square, London W1S 1HU**

I/We (name in full)
[BLOCK LETTERS PLEASE]

of [ADDRESS].....

.....
being (a) member(s) of the Company, hereby appoint the Chairman of the Meeting/or

.....
as my/our proxy to attend, speak and vote on my/our behalf as directed below at the General Meeting of the Company to be held on 7 October 2011 at 11.10 a.m., and at any adjournment thereof in respect of Ordinary Shares comprised in my/our above shareholding. The proxy may vote or abstain from voting at his/her discretion on any amendment to a resolution or any other business before the meeting.

Please indicate by ticking this box if this is one of more than one appointment of a proxy in respect of your holding.

Please indicate with an "X" in the appropriate space how you wish your votes to be cast. If you wish to abstain from voting on any resolution, please indicate this with an "X" in the vote withheld box opposite that resolution.

To the extent this form is returned without an indication as to how the proxy is to vote the proxy will vote or abstain from voting at his discretion.

Special Resolutions	For	Against	Vote withheld
1 To approve the cancellation of the Company's share premium account;			
2. For the purposes of giving effect to the Scheme: 2.1. to reclassify the Scheme Shares as A Shares or B Shares; 2.2. to amend the articles of association of the Company to set out the rights of the A Shares and the B Shares; 2.3. to approve the associated reduction of capital; 2.4. approve the increase of the share capital of the Company and the application by the Company of the reserve arising in its books as a result of the reduction of capital in paying up the new shares created and the allotment and issue of the same, credited as fully paid, to Evolve Capital plc and to authorise the Directors to allot those shares for the purposes of s.551 of the Companies Act 2006; 2.5. to amend the articles of association of the Company by the substitution of Article 5A.; 2.6. to further amend the articles of association of the Company to insert new article 219 referred to in the notice convening the General Meeting; 2.7. to approve the Company providing financial assistance by paying the Cash Alternative on behalf of Evolve Capital plc; 2.8. to authorise the directors to take all action they consider necessary to carry the Scheme into effect;			

Date Signature[s] or common seal

Notes

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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).
- To appoint more than one proxy you may photocopy this form of proxy as required. 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. Alternatively, you should contact Capita Registrars on 0871 664 0300 (or on +44 (0) 20 8639 3399 if calling from outside the UK) (open between Monday and Friday from 9.00 a.m. to 5.00 p.m., London time. Calls to the 0871 664 0300 number cost 10 pence per minute plus network extras. Calls to the helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note that the Registrars' Shareholder Helpline will not provide advice on the merits of the Acquisition nor give any financial, legal or tax advice
- This form of proxy must be executed by or on behalf of the Shareholder making the appointment. In the case of a corporation, the form must be under seal or under the hand of a duly authorised officer.
- Please indicate with an 'X' in the appropriate box how you wish your proxy to vote or if you wish him/her to abstain from voting. If you do not give any specific instructions, your proxy may vote or abstain at his/her discretion on the specified resolutions and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including a motion to adjourn the meeting or amend a resolution) which may properly come before the meeting.
- 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 who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- Any alteration to this form of proxy should be initialled by the person who signs it.
- The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- The number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00 pm on 5 October 2011. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
- To be valid, the completed Form of Proxy must arrive at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any Power of attorney or other authority under which it is executed (if applicable) no later than 48 hours before the time appointed for the meeting. If the meeting should be adjourned, this form, if not previously lodged, will be effective for use at the adjourned meeting as long as it is lodged, duly completed, as set out above no later than 24 hours before the adjourned meeting, and if there should be a poll on any of the resolutions which is taken more than 48 hours after it was demanded this form will be effective, if not previously lodged, for use at the poll as long as it is lodged, duly completed, as set out above not later than 24 hours before the time appointed for the taking of the poll. For the purposes of calculating the time periods set out above, no account shall be taken of any part of a day which is a Saturday or Sunday, Christmas Day, Good Friday or a bank holiday in England under the Banking and Financial Dealings Act 1971