

FORM OF PROXY

EVOLVE CAPITAL PLC

(a company incorporated in England and Wales and registered with number 06383902)

I/We (block capitals)
of
being a member(s) of the above named Company hereby appoint the Chairman of the Meeting or
(see notes 1, 3 and 5)

.....
.....
as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of Evolve Capital Plc to
be held at 11.30 a.m. on Wednesday, 27 July 2011 at 17 Hanover Square, London W1S 1HU, and at any
adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments made (see note 3).

I/we direct my/our proxy to vote as indicated by an X in the appropriate column (see note 2)

Resolutions	For	Against	Withheld
1 Ordinary resolution – to adopt the Directors’ report, the Audited Statement of Accounts and the Independent Auditor’s report.			
2 Ordinary resolution – to reappoint Deloitte LLP as the auditors of the Company and to authorise the Directors to determine their remuneration.			

Date 2011

Signature(s) and/or common seal (see notes 4 and 5)

Notes

- 1 A proxy need not be a member of the Company. Completion and return of this Form of Proxy does not preclude a member from subsequently attending and voting at the meeting. If you wish to appoint a proxy other than the Chairman of the Meeting, please cross out the words “the Chairman of the Meeting or” and write the full name and address of your proxy in the space provided. The change should be initialled.
- 2 If you do not indicate how you wish your proxy to vote on the specified resolutions or on any matters (including any amendments to the resolutions), the proxy will exercise his/her discretion as to how he/she votes and as to whether or not he/she abstains from voting. 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 the resolution.
- 3 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 of Proxy must be signed and should be returned together in the same envelope.
- 4 This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. In the case of a corporation this Form of Proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing.
- 5 To be effective, the instrument appointment a proxy and any authority under which it is executed (or a duly certified copy of such authority) must be deposited at the Company registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL not less than 48 hours before the time for holding the meeting.
- 6 In the case of joint holders, the signature of any one of them will suffice but the names of all 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 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.
- 7 Any alteration to this form must be initialled.

Business Reply
Licence Number
RSKT-LXUZ-ZYKU



Share Registrars Ltd
9 Lion & Lamb Yard
FARNHAM
GU9 7LL