

# EVOLVE CAPITAL PLC

(the “Company”)

**FOR USE AT THE GENERAL MEETING OF THE COMPANY TO BE HELD AT  
223A KENSINGTON HIGH STREET, LONDON W8 6SG AT 11.00 A.M. ON 14 SEPTEMBER 2009**

## FORM OF PROXY

I/We (name(s) in full) .....

(Block Letters)

of (address) .....

being (a) holder(s) of shares in the Company hereby appoint

*(add the name of the proxy you wish to appoint here – see Note 3)*

or failing him, the Chairman of the meeting, as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 11.00 a.m. on 14 September 2009, and at every adjournment thereof.

I/We direct the proxy to vote in respect of the resolution to be proposed as shown below.

Resolutions	For	Against	Vote Withheld
<p>1. Ordinary resolution to authorise the Company to acquire the membership interest of each of Oliver Vaughan and Edward Vandyk (and their connected parties (as applicable)) in the capital of Whim Gully Capital LLP pursuant to the terms of the conditional sale and purchase agreement dated 28 August 2009 between the members of Whim Gully Capital LLP and the Company, each being a substantial property transaction involving a director of the Company, be and are hereby approved pursuant to and for the purposes of section 190 of the Companies Act 2006.</p>			

Please indicate with an “X” in the spaces provided how you wish your votes to be cast. If no specific direction is given the proxy will vote or abstain at his discretion.

Dated .....2009    Signature(s) or Common Seal: .....

(see Notes 7 and 8)

**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. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a 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.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact Share Registrars Limited at the address at note 6 below.
5. To direct your proxy how to vote on the resolution mark the appropriate box with an ‘X’. To abstain from voting on a resolution, select the relevant “Vote withheld” box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. 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.
6. To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL; and
  - received by Share Registrars Limited no later than 11.00 a.m. on 12 September 2009.
7. In the case of a member which is a company, this 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.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members in respect of the joint holding (the first-named being the most senior).
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. To change your proxy instructions simply submit a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
 

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited at the address at note 6 above.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
12. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Share Registrars Limited no later than 11.00 a.m. on 12 September 2009.
 

Appointment of a 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.

**BUSINESS REPLY SERVICE**  
Licence No. GI 2155

**Share Registrars Limited**  
**Suite E, First Floor**  
**9 Lion and Lamb Yard**  
**Farnham**  
**Surrey**  
**GU9 7BR**