

# Escher Group Holdings plc

(the "Company")



ESCHER GROUP™

## Form of proxy

I/We .....

of .....

being a member/members of the above-named company hereby appoint the Chairman of the Meeting or (see Note (e))

.....

of .....

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on the 14th day of June, 2012 and at any and every adjournment thereof.

Signature ..... Date.....

Please indicate with an "X" in the spaces below how you wish the proxy to vote.

Resolutions	For	Against
1. To consider the Company's accounts and the Reports of the Directors and the Auditors for the year ended 31 December 2011.		
2. a To re-elect Liam Church as a Director.		
b To re-elect Paul Taylor as a Director.		
c To re-elect Trevor McIntyre as a Director.		
3. To authorise the Directors to fix the remuneration of the auditors.		
<b>As special business:</b>		
4. To approve the Share Option Plan.		
5. To authorise the Directors to allot and issue relevant securities pursuant to Section 20 of the Companies (Amendment) Act, 1983 (and pursuant to the Share Option Plan).		
6. To empower the Directors to allot and issue relevant securities as if Section 23 of the Companies (Amendment) Act, 1983 did not apply.		

### Notes:

- Any member entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote on his/her behalf at the Annual General Meeting or any adjournment thereof.
- To be valid, the proxy must be duly completed and executed, and any authority under which it is executed or a copy of such authority (or the information contained therein) either certified notarially or in some other way authenticated in a manner approved by the Directors, and must be delivered to or lodged at 12 Camden Row, Dublin 8 or the registered office of the Company not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as appointed for the Annual General Meeting or any adjournment thereof) for the taking of the poll at which it is to be used.
- If the appointer is an individual, this form of proxy must be signed by the member or his/her attorney. If the appointer is a corporation, this form of proxy must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
- 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 holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the name stands in the register of members in respect of the joint holding.
- If you desire to appoint a proxy other than the Chairman of the Meeting, please insert his/her name and address in block capitals, delete "the Chairman of the Meeting or" and initial the alteration.
- A proxy need not be a member of the Company but must attend the Annual General Meeting and any adjournment thereof in person to represent you.
- Please indicate how you wish your proxy to vote by marking the appropriate box. You may direct the proxy to vote "For" or "Against" the resolutions. If this form of proxy is signed and returned but without any indication as to how the person appointed proxy shall vote, the proxy will vote or withhold your vote at his/her discretion.
- On any other business which may properly come before the Annual General Meeting or any adjournment thereof and whether procedural and/or substantive in nature (including any motion to amend a resolution or adjourn the meeting) not specified in the Notice of Meeting or this form of proxy, the proxy will act at his/her discretion.
- The completion and return of this form of proxy will not preclude a member from attending and voting in person.