

PLUS Markets Group plc

FORM OF PROXY

For use by members of PLUS Markets Group plc (the “Company”) for the General Meeting of the Company to be held at 200 Strand, London WC2R 1DJ at 1.00 p.m., on 21 November 2012 and any adjournment thereof for the purpose of considering and, if thought fit, approving the Resolutions referred to in the notice convening the General Meeting dated 16 October 2012 (the “Notice”).

Please read the Notice dated 16 October 2012 as set out in the shareholder circular accompanying this Form of Proxy (the “Circular”) and the notes below before completing this Form of Proxy.

I/We, the undersigned, being a member/members of the Company HEREBY APPOINT the Chairman of the General Meeting* or _____ as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held on 21 November 2012 and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the resolutions as indicated by an “X” in the appropriate column. Unless otherwise directed the proxy may vote as he/she thinks fit.

	For **	Against **	Vote Withheld**
1. To approve the investing policy of the Company as described in the Notice.			
2. To sub-divide and re-designate each issued and unissued ordinary shares of 5p each into one ordinary share of 0.01p each and one deferred shares of 4.99p each.			
3. To grant the directors authority to allot shares.			
4. To dis-apply the pre-emption rights in respect of shares allotted pursuant to the share option and/or incentive plans of the Company (Special Resolution).			
5. To adopt the new articles of association (Special Resolution).			

THE BOARD RECOMMENDS YOU VOTE ‘FOR’ THE RESOLUTIONS

* If it is desired to appoint another person as a proxy, the words “the Chairman of the Meeting” should be deleted and the name and address of the proxy, who need not be a member of the Company inserted.

** Unless otherwise directed, and in respect of any other resolution properly moved at the General Meeting, the proxy will vote, or may abstain from voting, as he thinks fit.

Dated this _____ day of _____
 _____ 2012

Signature

Name of Shareholder

Address of Shareholder

Number of Ordinary Shares proxy appointed over

If you wish to appoint multiple proxies please see note 7 below.

Please also tick this box if you are appointing more than 1 proxy.

EXPLANATORY NOTES TO FORM OF PROXY:

- (1) Terms defined in the Circular shall have the same meanings when used in this Form of Proxy, unless the context otherwise requires.
- (2) The Chairman of the General Meeting shall act as a proxy unless another proxy is desired, in which case strike out “the Chairman of the General Meeting or” and insert the full name and address of your proxy in the space provided above. A proxy need not be a member of the Company, but must attend the meeting in person. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that such person attends the General Meeting and is aware of your voting intentions. If you wish your proxy to speak on your behalf at the General Meeting you will need to appoint as your proxy someone other than the Chairman and instruct that person accordingly.
- (3) Please indicate with a cross in the appropriate box how you wish the proxy to vote. If you mark the box “Vote Withheld”, it will mean that your proxy will abstain from voting and, accordingly, a vote withheld is not a vote in law and your vote will not be counted in the calculation of the proportion of votes for or against the Resolutions. If you fail to select any of the given options, the proxy can vote as he or she chooses or can decide not to vote at all. The proxy will act in his or her discretion in relation to any business other than that specified above arising at the General Meeting (including any resolution to amend any of the Resolutions or to adjourn the General Meeting).
- (4) This Form of Proxy shall be completed in writing under the hand of the appointor or his attorney duly authorised in writing. If the appointor is a corporation, this Form of Proxy must be executed under its seal or under the hand of a duly authorised officer of the corporation or an attorney for the corporation so authorised to sign the same on its behalf.
- (5) In the case of joint holders of Ordinary Shares, any shareholder may sign this Form of Proxy and the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of such holders stand in the Company’s register of members in respect of the joint holding.
- (6) This Form of Proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, should be returned so as to reach the Company’s Registrar, Capita Registrars, The Registry, The Proxy Department, 34 Beckenham Road, Beckenham, Kent BR3 4TU by **no later than 1.00 p.m on 19 November 2012** (or in the case of an adjourned meeting, not less than 48 hours before the time appointed for holding the meeting at which the person named in the instrument proposes to vote) and, in default, the instrument of proxy shall not be treated as valid.

- (7) You may appoint more than one proxy to represent you at the General Meeting provided that each proxy is appointed to exercise the rights attaching to different Ordinary Shares held by you. If you wish to do so, please contact Capita Registrars' helpline on 0871 664 0300 (calls cost 10p per minute plus network extras) or +44 (0) 208 639 3399 from overseas, lines are open 08.00 a.m. to 5.30 p.m. Mon – Fri, or you may photocopy this form. If a proxy is being appointed in relation to less than your full voting entitlement, please indicate on this Form of Proxy the number of Ordinary Shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if this proxy instruction is one of multiple instructions being given. All forms must be signed in accordance with the provisions of these notes and should be returned together in the same envelope.
- (8) If you submit more than one valid proxy appointment but the instructions in such appointments are not compatible with each other, the appointment received last before the latest time for the receipt of proxies will take precedence.
- (9) Completion and return of this Form of Proxy, or the appointment of proxies through CREST, will not preclude a member who is otherwise entitled to attend, speak and vote at the General Meeting from attending, speaking and voting in person at the General Meeting, or any adjournment thereof should they subsequently decide to do so. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated. Otherwise, in order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice no less than 48 hours before the time appointed for holding the meeting or adjourned meeting clearly stating your intention to revoke your proxy appointment to the Company's Registrar, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a corporation, the revocation notice must be executed under its common seal or signed on its behalf by an officer or attorney so authorised to sign the same on its behalf. 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.
- (10) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must in order to be valid be transmitted so as to be received by Capita Registrars (ID RA 10) **by no later than 1.00 p.m. on 19 November 2012**. No such message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- (11) Any alterations to this Form of Proxy should be initialled by you.
- (12) Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the General Meeting if they are registered on the Company's register of members 48 hours before the time appointed for the General Meeting or any adjournment thereof. Changes to the register if members after the relevant deadline shall be disregarded in determining the rights of any person to attend or vote at the General Meeting.