

Proxy form

FOR USE BY ORDINARY SHAREHOLDERS

Relating to the General Meeting to be held on 29 December 2009 at 10.00 a.m., at Macfarlanes LLP, 20 Cursitor Street, London EC4A 1LT

To be effective this form must be lodged with the Company's Registrars by 10.00 a.m. on 27 December 2009.

I/We

FULL NAMES(S) IN BLOCK CAPITALS

of

ADDRESS IN BLOCK CAPITALS

being holder(s) of Ordinary Shares of 10 pence each in the capital of the Company hereby appoint the Chairman of the Meeting or (see note 1 below)

as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held on 29 December 2009 and at any adjournment thereof. My/our proxy is to vote on the resolution as follows:

Special resolution

	For	Against	Vote withheld	Discretionary
• to change the name of the Company to RSM Tenon Group plc;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
• to waive the provision treated pursuant to the Companies Act 2006 commencement provisions as a provision of the Company's articles of association which sets a maximum amount of shares that may be allotted by the Company;				
• to authorise the Directors to allot Ordinary Shares in connection with the Placing and the Proposed Acquisition; and				
• to disapply statutory pre-emption rights in respect of the Shares to be issued pursuant to the Placing and the Proposed Acquisition.				

In the absence of instructions, the proxy is authorised to vote (or abstain from voting) at his/her discretion on the resolution. The proxy is also authorised to vote (or abstain from voting) on any business which may properly come before the Meeting.

Date

Signature(s)

Notes to the Proxy Form

1. Any member entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company but must attend the meeting in person) of his/her own choice to attend and vote in his/her place. 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 must be signed and should be returned together in the same envelope. If a member wishes to appoint a proxy other than the Chairman, delete the words "the Chairman of the meeting or;" initial the alteration and insert the name of the person you wish to appoint as your proxy. All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.
2. If you indicate that you want your vote withheld your proxy may abstain from voting and therefore there is no vote at law to be counted in the calculation of the proportion of votes for and against the resolution.
3. If a member is a corporation, this Form of Proxy must be executed under its common seal or by the signature of an officer or attorney duly authorised in writing.
4. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated, and the vote of the senior holder who tenders a vote will be accepted to the exclusion of the vote(s) of other joint holder(s), seniority being determined by the order in which the names stand in the Register of Members of the Company.
5. In order to be valid, this Form of Proxy, duly executed together with any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must be lodged at the Company's Registrars not less than 48 hours before the time of the Meeting or any adjournment of the Meeting.
6. The return of a completed Proxy Form will not prevent a shareholder attending the General Meeting and voting in person if he/she wishes to do so.

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Capita Registrars (Proxies)
PO Box 25
Beckenham
Kent BR3 4BR

First fold

Third fold and tuck in