

JELF GROUP PLC (‘the Company’)

FORM OF PROXY FOR USE AT THE GENERAL MEETING (to be held at 10:30 a.m. on 12 March 2010 and any adjournment thereof)

I/We (Full Name(s)* and address in which shares are registered. Please use Block Capitals)

of
being member(s)* of the above-named Company, appoint the Chairman of the meeting, or (see note 1 below)

as my/our* proxy to attend, to speak and to vote for me/us* on my/our* behalf at the General Meeting of the Company to be held on 12 March 2010 and at any adjournment of such meeting in relation to the resolutions specified in the notice of the General Meeting dated 24 February 2010 (the “Resolutions”) and any other business (including adjournments and amendments to the Resolutions) which may properly come before the General Meeting or any adjournment thereof.

I/We instruct my/our* proxy to vote as follows in respect of the Resolutions:

	For	Against	Vote Withheld (see note 3)
SPECIAL RESOLUTION			
1. To amend the articles and memorandum of the Company			
ORDINARY RESOLUTION			
2. To authorise the Directors to allot relevant securities			
SPECIAL RESOLUTION			
3. To disapply the statutory pre-emption rights in certain circumstances			

Please indicate by inserting an ‘X’ in the box, how you wish your vote(s)* to be cast. In the absence of specific instructions your proxy will vote (or abstain from voting) as he thinks fit.

Dated this day of 2010

Signature(s)

Please tick here if this proxy is one of multiple appointments being made (see note 2).

Enter number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full voting entitlement.

Notes:

- Every shareholder has the right to appoint some other person(s) of their choice, who need not be a member of the Company, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box above the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- 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.
- The ‘Vote Withheld’ option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that 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’ a resolution.
- Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6:00 p.m. on the day which is two days before the day of the meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
- To be effective, all votes must be lodged not less than 48 hours before the time of the meeting at the office of the Company’s registrars at: Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
- 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 joint holders appear in the Company’s register of members in respect of the joint holding (the first-named being the most senior).
- In the case of a member which is a company, this 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. Any power of attorney or any other authority under which this form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- Unless otherwise indicated the proxy will vote as they think fit or, at their discretion, abstain from voting.

BUSINESS REPLY
Licence No. RSBH-UXKS-LRBC

**PXS
34 Beckenham Road
BECKENHAM
BR3 4TU**

