

# Form of Proxy

FORTY-EIGHTH ANNUAL GENERAL MEETING

I/We being (a) shareholder(s) of Havelock Europa PLC HEREBY APPOINT the Chairman of the Meeting or (see note 2)

as my/our proxy vote for me/us on my/our behalf as indicated below at the Annual General Meeting of the Company to be held on 29 September 2011 and at any adjournment thereof.

Please indicate with an "X" against the following Resolutions how you wish to vote.

## RESOLUTIONS

### Ordinary Business

- 1 To receive the financial statements and the reports of the directors and auditors thereon.
- 2 To re-elect Grant Findlay as a director
- 3 To elect Eric Prescott as a director
- 4 To elect David MacLellan as a director
- 5 To elect Richard Sweetman as a director
- 6 To appoint KPMG Audit Plc as auditors and to authorise the directors to set the auditors' remuneration
- 7 To authorise the directors (within the limits specified) to allot relevant securities pursuant to Section 551 of the Companies Act 2006
- 8 To empower the directors to allot equity securities (within the limits specified) for cash without first offering them to shareholders
- 9 To authorise the directors (within the limits specified) to purchase shares in the Company

FOR	AGAINST	WITHHELD

If you are appointing more than one proxy, please place an "X" in the box opposite

Date \_\_\_\_\_ 2011

Signed \_\_\_\_\_

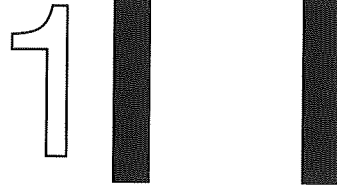
Name \_\_\_\_\_ Address \_\_\_\_\_

## NOTES

1. The 'Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes "For" and "Against" a resolution.
2. You may appoint one or more proxies of your choice to attend the meeting and any adjournment thereof, and on a poll, vote instead of you, provided each proxy is appointed to exercise rights in respect of different shares. If you wish to appoint some other person as proxy, please delete the words "Chairman of the meeting or" and insert into the appropriate space the name of your proxy, who need not be a member of the Company. To appoint more than one proxy, please photocopy this page indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. You should send all pages to Capita Registrars.
3. In the case of a corporation, the executive of this proxy card must be under seal or under the hand of a duly authorized officer.
4. To be effective, this proxy card and the power of attorney or other authority under which it is signed, or notorally certified copy of such power or authority, must be delivered to the address overleaf not later than 48 hours before the time appointed for the holding meeting or adjourned meeting. You may also deliver by hand to the Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
5. In the case of joint holders, the vote of the senior holder who tenders a vote will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register.
6. Any alterations to this form of proxy must be initialled.
7. Completion and return of this form does not prevent a member from attending the meeting and voting thereat.
8. If you are a CREST member and wish to submit your proxy through CREST, please refer to notes 3 to 5 in the Notice of Meeting.

BUSINESS REPLY SERVICE  
Licence No. RSBH-UXKS-LRBC

**PXS**  
**34 BECKENHAM ROAD**  
**BECKENHAM**  
**BR3 4TU**



Second Fold

First Fold

Third Fold and tuck in