

# FORM OF PROXY FOR ANNUAL GENERAL MEETING

LEGION GROUP PLC

I/We.....  
(Name in full and in block capitals please)

of .....

.....

being (a) member(s) of Legion Group plc (the "company") appoint the chairman of the meeting (See note 4 below)

.....

as my/our proxy to vote for me/us on my/our behalf at the general meeting of the company to be held at 11.00am on Thursday 29 October 2009 at 18 Cavendish Square, London W1G 0PS and at any adjournment of the meeting, on the following resolutions, as indicated by an 'X' in the appropriate box and, on any other resolutions, as he thinks fit:

Business		For	Against	Discretionary
Resolution 1	To elect General Sir Mike Jackson in accordance with the company's Articles of Association.			
Resolution 2	To elect Charlie Cleverly in accordance with the company's Articles of Association.			
Resolution 3	To re-appoint PricewaterhouseCoopers as auditors of the company from the conclusion of the meeting until the conclusion of the next AGM of the company.			
Resolution 4	To authorise the directors to determine the auditors' remuneration.			

Dated ..... Signature .....

**Notes:**

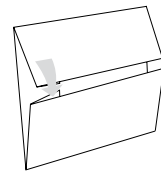
- To be valid, completed forms must be received at the office of the company's registrars, whose address is Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by not later than 11.00am on Tuesday 27 October 2009. The form must be signed. If someone else signed the form on your behalf, you or that person must send the power of attorney or other written authority under which it is signed to the address overleaf.
- A corporation must execute this form either under its common seal or under the hand of two directors or one director and the secretary or under the hand of an officer or attorney duly authorised in writing.
- This form enables you to instruct your proxy how to vote on a show of hands or in the event of a poll on the resolutions to be proposed at the meeting. If you want your proxy to vote in a certain way on the resolutions specified please place an 'X' in the relevant boxes. If you select "discretionary" or fail to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting.
- The appointment of the chairman as proxy has been included for convenience. If you wish to appoint any other person (or persons) as proxy (or proxies) delete the words "the chairman of the meeting" and add the name and address of the proxy (or proxies) appointed. A proxy need not be a member of the company. If you do not delete such words and you appoint a proxy (or proxies), the chairman shall not be entitled to vote as proxy. Any alteration must be initialled. If you appoint more than one person to act as proxy the number of shares in respect of which each such proxy is to vote must be specified. In the absence of any specific direction, a proxy shall be deemed to be entitled to vote in respect of all the shares in the relevant holding.
- 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 and the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the shares.
- Returning the Form of Proxy will not prevent you from attending the meeting and voting in person.
- Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.

Business Reply  
Licence Number  
MB 122

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first fold



Capita Registrars  
(Proxies)  
PO BOX 25  
34 Beckenham Road  
Beckenham  
Kent BR3 4BR

second fold