

FORM OF PROXY
THE PARKMEAD GROUP PLC
 (the “Company”)

I/We
 (name in full in block capitals)
 of
 (full postal address in block capitals)
 being (a) member(s) of the Company hereby appoint: Ordinary Shares
 (see note 3, below)

In respect of:
 or the Chairman of the meeting as my/our proxy to attend, speak and vote on my/our behalf at the general meeting of the Company (which will also take effect as a class meeting of the holders of the Ordinary Shares) (the “General Meeting”) to be held at 9:30 a.m. on 2 November 2009 and at any adjournment of the General Meeting.

Please mark here with an ‘X’ if this is one of multiple appointments being made (see note 4)

I/We direct my/our proxy to vote on the following resolution as I/we have indicated by marking the appropriate box with an “X”. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.

ORDINARY RESOLUTIONS	For	Against	Vote withheld
<p>1 THAT the grant of the waiver by the Panel on Takeovers and Mergers described in the Circular of any obligation which would otherwise arise under Rule 9 of the City Code on Takeovers and Mergers for Linda Cross, Thomas Cross, David Rose, Alexander Kemp, Donald Mackay and David Reading (“the Concert Party”) or any of them to make a general offer to shareholders of the Company as a result of the allotment and issue of the Acquisition Shares (as defined in the Circular) giving the Concert Party a maximum interest in the Company’s issued ordinary share capital following Completion approximately 41.29 per cent. of the Company’s issued ordinary share capital following Completion (as defined in the Circular) be and is hereby approved.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>2 THAT, conditional upon Resolution 1 being passed, the acquisition by the Company of 5,092 Ordinary Shares in Aupac Limited from Thomas Cross (a director of the Company) and his wife, Linda Cross, in accordance with the terms of the Acquisition Agreement (as defined in the Circular) is in the best interests of the Company and the entering into (and implementation) of the Acquisition Agreement by the Company be and is hereby approved for the purposes of section 190(1) of the Companies Act 2006 (substantial property transactions).</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>SPECIAL RESOLUTION</p>			
<p>3 THAT:</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>3.1 each of the 368,341,780 issued Ordinary Shares of 5 pence in the capital of the Company (“Existing Ordinary Shares”) be and hereby is sub-divided and re-designated into one new ordinary share of 0.1 pence in the capital of the Company (“New Ordinary Share”) and one deferred share of 4.9 pence in the capital of the Company (“Deferred Share”), the New Ordinary Shares having attached to them the same rights as the Existing Ordinary Shares (as set forth in the articles of association of the Company) and the Deferred Shares having attached to them the rights and restrictions set out below:</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>3.2 each of the 81,658,220 authorised and unissued Ordinary Shares of 5 pence in the capital of the Company be, and hereby is, re-designated and subdivided into 50 New Ordinary Shares;</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>3.3 the articles of association of the Company be altered as follows:</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>3.3.1 by inserting the following definitions in Article 2(a) in the appropriate alphabetical order:</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p> “Deferred Shares” has the meaning given in Article 3;</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p> “New Ordinary Shares” has the meaning given in Article 3;</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p> “ordinary shares” New Ordinary Shares or such other ordinary shares in the capital of the Company as may be allotted from time to time (and “ordinary shareholder” shall be construed accordingly);</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>3.3.2 by deleting the present Article 3 thereof and substituting it with a new Article 3 in the following form:</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p> “3. The authorised share capital of the Company is £22,500,000 divided into 4,451,232,780 Ordinary Shares of 0.1 pence each (“New Ordinary Shares”) and 368,341,780 deferred shares of 4.9 pence each (“Deferred Shares”), each having the rights set out in these Articles.”</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>3.3.3 by the insertion of the following articles 3A and 3B after article 3:</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p> “3A. The New Ordinary Shares shall have such rights and shall be subject to such restrictions as are expressed to attach to the shares and the ordinary shares in these Articles.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p> 3B. Notwithstanding any other provisions of these Articles, the Deferred Shares shall have the following rights and be subject to the following restrictions:</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p> 3B.1 the holders of the Deferred Shares shall have no right to receive notice of, or attend, speak at or vote at, any general meeting of the Company;</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p> 3B.2 the holders of the Deferred Shares shall have no right to receive any dividend or other distribution;</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p> 3B.3 the holders of the Deferred Shares shall have no right to receive certificates in respect of their holdings of the Deferred Shares;</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p> 3B.4 the holders of the Deferred Shares shall, on a return of capital or on a winding up or otherwise, be entitled only to the repayment of the amounts paid up on such shares after the repayment of the capital paid up on the ordinary shares and the payment of £1,000,000 on each such ordinary share but the holders of the Deferred Shares shall not be entitled to any further participation in the assets or profits of the Company;</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p> 3B.5 the rights attaching to the Deferred Shares shall not be modified, abrogated or varied by the issue of any shares ranking in priority thereto, by the redemption of any shares other than the Deferred Shares or by the cancellation of the Deferred Shares without any payment to the holders thereof;</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<p>3B.6 the creation or issue of Deferred Shares shall be deemed to confer irrevocable authority on the Company at any time thereafter to appoint any person to execute on behalf of all the holders of the Deferred Shares a transfer thereof and/or agreement to transfer the same, without making any payment or obtaining the consent or sanction of the holders thereof, to the Company or such other person or persons as the Company may determine and to cancel the same in accordance with the Act or the Companies Act 2006 (as appropriate) without making any payment to or obtaining the sanction of the holders thereof and pending such transfer, to retain the certificates (if any) for such shares; and</p> <p>3B.7 save as provided in Article 3B.6, the Deferred Shares are not transferable without the written consent of the Company.”</p>	For	Vote withheld
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3.3.4 by the insertion of the words “and subject to Article 3B.3” after the words “Subject to the Statutes” in Article 12.1.

ORDINARY RESOLUTION

4 THAT, in substitution for all existing authorities, to the extent unused, and pursuant to section 551 of the Companies Act 2006 (the “2006 Act”), the directors of the Company be and they are hereby authorised generally and unconditionally to allot shares in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company, up to an aggregate nominal amount of £380,514.97 provided that this authority, unless renewed, shall expire at the conclusion of the second annual general meeting of the Company following the date on which this resolution is passed, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allow the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

5 THAT, subject to the passing of Resolution 4, the directors of the Company be and they are hereby empowered pursuant to section 570 of the 2006 Act to allot equity securities (within the meaning of section 560(1) of the 2006 Act) for cash pursuant to the authority conferred by the previous resolution as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with or the subject of an offer or invitation, open for acceptance for a period fixed by the Directors, to holders of Ordinary Shares and such other equity securities of the Company as the directors may determine on the register on a fixed record date in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto (including equity securities which, in connection with such offer or invitation, are the subject of such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or otherwise howsoever); and
 - (b) (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount of £145,220.86,
- and shall expire on the conclusion of the second annual general meeting of the Company after the passing of this resolution save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allocated after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred hereby has expired.

	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
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Signed

By /For and on behalf of Limited/plc

Dated.....

NOTES TO THE PROXY FORM

1. If you are a member of the Company as at 6.00 p.m. on 31 October 2009 or, in the event that the General Meeting is adjourned, in the relevant register of securities 48 hours before the time of any adjourned meeting, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting. You can appoint a proxy by following the procedures set out in either: (a) these notes and the notes to the notice of General Meeting; or (b) the Capita proxy card emailed to you on 12 October 2009.
2. To appoint a proxy using the proxy form, the form must be completed and signed and returned to the Company's registrars, Capita Registrars, at Capita Registrars, Proxy Department, The Registry, 34 Beekenham Road, Beekenham, Kent BN3 4TU so as to be received not later than 48 hours before the time appointed for holding the General Meeting.
3. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. To appoint as your proxy a person other than the Chairman of the General Meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the General Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the General Meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. 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 in the same envelope. You may not appoint more than one proxy to exercise rights attached to any one share.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
6. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney or other person authorised to sign for the company. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
7. 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 the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
8. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of the General Meeting.
9. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.