

# Lighthouse Group plc

(the "Company")

at the Extraordinary General Meeting (the "Meeting") to be held at  
Lighthouse Group plc, 26 Throgmorton Street, London, EC2N 2AN  
at 10.00 a.m. on 14 April 2008

Please read the Notice of the Meeting and the accompanying notes carefully before completing this Form of Proxy.

As a shareholder of the Company you have the right to attend, speak at and vote at the Meeting. If you cannot, or do not want to attend the Meeting, but still want to vote, you can appoint someone to attend the Meeting, speak at the Meeting and vote on your behalf. That person is known as a "proxy". You can use this Proxy Form to appoint the Chairman of the Meeting, or someone else, as your proxy. Your proxy does not need to be a shareholder of the Company.

I/We.....being a shareholder/shareholders of the Company, appoint the  
Chairman of the Meeting or (see note 1)

Name of proxy	Number of shares in relation to which the proxy is authorised to act

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us in respect of my/our voting entitlement on my/our behalf as indicated below at the Meeting and at any adjournment thereof (see notes 3 and 4).

Please tick here if this proxy appointment is one of multiple appointments being made.

Please clearly mark the boxes below to instruct your proxy how to vote.

ORDINARY RESOLUTIONS	FOR	AGAINST	WITHHELD
1. To approve the increase in the Company's authorised share capital and to grant the directors of the Company authority to allot shares pursuant to the Scheme			
2. To grant the directors a general authority to allot shares			
SPECIAL RESOLUTION			
3. To empower the directors to allot shares pursuant to the general authority given in resolution 2 above as if section 89(1) of the Companies Act 1985 did not apply			

Signature(s) .....(see notes 5, 6 and 7)

Date: .....2008

**NOTES:**

- If you wish to appoint as a proxy a person other than the Chairman of the Meeting (who need not be a shareholder), please delete the words "the Chairman of the Meeting" and insert the full name of the other person. All alterations made to this Form of Proxy must be initialled by the signatory. You are entitled to appoint one or more proxies. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you.
- 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 by ticking the box provided 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. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid.
- The completion and return of this Form of Proxy will not prevent you from attending in person and voting at the Meeting should you subsequently decide to do so.
- If you wish your proxy to cast all of your votes for or against a resolution you should insert an "X" in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, insert the relevant number of shares in the appropriate box. In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend a resolution, to propose a new resolution or to adjourn the Meeting) which may properly come before the Meeting. The withheld option on this Form of Proxy is provided to enable you to instruct your proxy not to vote on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the votes for or against a resolution.
- This Form of Proxy must be signed by the shareholder or his/her attorney. Where the shareholder is a corporation, the signature must be under seal or signed by a duly authorised representative. In the case of joint shareholders, any one shareholder may sign this Form of Proxy. The vote of the senior joint shareholder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755), the Company has specified that only those members registered on the register of members of the Company at 5.00 p.m. on 12 April 2008 shall be entitled to attend and vote at the Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the register of members after 5.00 p.m. on 12 April 2008 shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- To be valid, this Form of Proxy (together with any power of attorney or other authority under which it is signed or a copy of such authority certified notarially or in some other way approved by the Board of Directors) must be deposited at the offices of Capita Registrars, (PROXIES), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, no later than 48 hours before the time appointed for the holding of the Meeting (or any adjournment thereof).
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Capita Registrars (ID RA10) by no later than 10.00 a.m. on 12 April 2008. Please refer to the notes to the notice of meeting for further information on proxy appointments through CREST.
- You may not use any electronic address provided in this proxy form to communicate with the Company for any purpose other than those expressly stated.

BUSINESS REPLY SERVICE

Licence No. MB 122

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