



FORM OF PROXY
EXTRAORDINARY GENERAL MEETING
OF GREENKO GROUP PLC (THE “COMPANY”)

I/We, the undersigned, being a member(s) of the Company

Name(s) in Full
 (BLOCK LETTERS PLEASE)

hereby appoint the Chairman of the Meeting

or..... (see note 3)

as my/our proxy for the purposes of considering and, if thought fit, to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at 12.00 noon on 27 June 2011 at 4th Floor, 14 Athol Street, Douglas, Isle of Man IM1 1JA, and/or at any adjournment thereof, in the following manner:

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

ORDINARY RESOLUTION	FOR	AGAINST	WITHHELD
1. THAT the number of ordinary shares of €0.005 par value each in the capital of the Company (“ Ordinary Shares ”) available for issue by the Company pursuant to Article 4 of the Articles of Association of the Company shall be increased from 190,000,000 to 215,000,000 Ordinary Shares, such additional Ordinary Shares to rank <i>pari passu</i> in all respects with the existing Ordinary Shares.			
SPECIAL RESOLUTION			
2. THAT, conditional on the passing of Resolution 1 above, the Directors be and are hereby authorised and empowered, to allot up to 24,444,445 Ordinary Shares (in addition and without prejudice to the authorities granted at the Company’s annual general meeting held on 19 November 2010) as if the pre-emption provisions contained in Article 5 of the Articles of Association of the Company did not apply to any such allotments.			

Please indicate by marking ‘X’ in the appropriate space how you wish your vote to be cast.

As WITNESS my/our hands this day of June 2011.

Signature

Notes:

- If this form is returned without any indication as to how the person appointed as proxy shall vote, he or she will exercise his or her discretion as to how he or she votes or whether he or she abstains from voting.
- This form of proxy, duly signed, and any power of attorney under which it is executed must be deposited at the offices of Simcocks Trust Limited, 4th Floor, 14 Athol Street, Douglas, Isle of Man IM1 1JA, no less than 48 hours before the time fixed for holding the meeting or an adjourned meeting.
- A member may appoint a proxy of his or her own choice by deleting the reference to the Chairman and inserting the name of his or her proxy in the space provided. A proxy need not be a member of the Company but must attend the meeting in person to represent the member. If the box next to the proxy holder’s name is left blank, your proxy will be deemed to be authorised in respect of all your shares.
- A corporation should complete this form under its common seal or under the hand of a duly authorised officer or attorney.
- If two or more persons are joint holders of a share, then in voting on any question the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names of the holders stand in the Register.
- 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 the resolution.