

Water Hall Group plc

PROXY CARD

I/We _____ of _____

being a member(s) of the above-named Company hereby appoint _____

of _____ or, failing him, the chairman of the meeting (Note 4) as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 23 June 2011 at 12 noon and at any adjournment of the meeting in respect of all the _____ (Note 5) ordinary shares registered in my name.

I/We request such proxy to vote on the following resolutions as indicated below (Note 2):

Resolutions	For	Against	Withhold
1 To receive the Company's financial statements and the report of the auditors for the year ended 31 December 2010			
2 To re-elect Mr. RD Musson a director			
3 To re-appoint Deloitte LLP as auditors of the Company and to authorise the directors to fix the remuneration of the auditors			
4 To empower the Directors to issue shares for cash free from pre-emption rights in certain circumstances			
5 To renew the general and unconditional authority for the purpose of section 701 of the Companies Act 2006 for the Company to make one or more market purchases of its own shares			
6 To empower one director to authorise, by written resolution, a situation which may give rise to a conflict of interest for the other director			

Names of joint holders (if any): _____ (Note 10)

Dated: _____

Signature: _____

NOTES

- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
 - on any resolution referred to above if no instruction is given in respect of that resolution; and
 - on any business or resolution considered at the meeting other than the resolutions referred to above.
- The withhold option is provided to enable you to abstain on any particular resolution. It should be noted that 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" a resolution.
- A proxy need not be a member of the Company but must attend the meeting to represent you. If you wish to appoint someone other than the chairman of the meeting as your proxy please insert his or her full name. If you insert no name then you will have appointed the chairman of the meeting as your proxy.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. Please complete the form to indicate whether you wish to appoint the person named as proxy in this form in respect of all of the ordinary shares registered in your name or only some. If some only, please specify the number in respect of which you appoint your proxy. If you do not include any specific number of shares in respect of which the person named as proxy in this form is appointed, you will be treated as having appointed that person as your proxy in respect of all ordinary shares registered in your name. To appoint more than one proxy please contact the Company's registrars Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL to request additional proxy forms.
- To be effective this form must be completed and signed and sent or delivered to the Company's registrars Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL so as to arrive not later than 12 noon on 21 June 2011.
- Any power of attorney or other authority under which this proxy form is signed (or a duly certified copy thereof) must be sent or delivered with the proxy form.
- Where the member is a corporation this form must be executed under its common seal or signed on its behalf by an attorney or duly authorised officer of the corporation.
- 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.
- In the case of joint holders only one need sign this form, but the names of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members in respect of the joint holding.
- Completion of this form will not prevent you from subsequently attending and voting at the meeting in person, in which case any proxy appointment you have made will automatically be terminated.

Business Reply
Licence Number
RSKT-LXUZ-ZYKU

SHARE REGISTRARS LTD
9 LION & LAMB YARD
FARNHAM
GU9 7LL

