

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We _____

of _____

being (a) member(s) of the Company hereby appoint:

whom failing the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Irwin Mitchell LLP, 40 Holborn Viaduct, London EC1N 2PZ on 25 May 2011 at 10 am and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions as indicated below:
(Please mark with an "X" how you wish to vote)

Ordinary Business	For	Against	Vote Withheld
Ordinary Resolution 1 to receive and adopt the Company's financial statements for the period ended 31 December 2010 together with the directors' report and auditor's report on those financial statements;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 2 to appoint Grant Thornton UK LLP as the auditor of the Company from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company and to authorise the directors to determine their remuneration;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 3 to re-appoint Ronald Emerson, who retires pursuant to article 82 of the Company's Articles of Association and who being eligible, offers himself for re-appointment as a Director;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 4 to re-appoint Christopher Every, who retires by rotation pursuant to article 87 of the Company's Articles of Association and who being eligible, offers himself for re-appointment as a Director;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 5 that the authorised share capital of the Company be increased by 40,000,000 Ordinary Shares of £0.01 each to 80,000,000 Ordinary Shares of £0.01 each;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 6 that in substitution for all existing authorities in respect of article 5.1 of the Company's Articles of Association, to authorise the directors of the Company for the purposes of article 5.1 of the Company's Articles of Association to allot up to an aggregate nominal amount equal to one third of all the Ordinary Shares currently in issue and fully paid provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after passing of this resolution (the "First Period") save that the Company may before the expiry of the First Period make an offer or agreement which would or might require relevant securities to be allotted after such expiry of the First Period (as the case may be) and the directors of the Company may allot relevant securities in pursuance of such offer or agreement as if their authority conferred hereby had not expired;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution 7 that, in addition and separate to the authority set out in Resolution No8, the directors of the Company be authorised to allot shares as if Article 5.2 of the Company's Articles of Association ("pre-emption rights on allotment") does not apply to such allotment, provided that such allotment or allotments are limited to the allotment of Ordinary Shares up to an aggregate nominal amount equal to 10 per cent. of the aggregate nominal amount of all the Ordinary Shares in issue as at today's date provided that such authority shall expire at the conclusion of the next annual general meeting of the Company after passing of this resolution (the "First Period") save that the Company may before the expiry of the First Period make an offer or agreement which would or might require relevant securities to be allotted after such expiry of the First Period (as the case may be) and the directors of the Company may allot relevant securities in pursuance of such offer or agreement as if their authority conferred hereby had not expired;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution 8 that, in addition and separate to the authority set out in Resolution No7, the directors of the Company be authorised to allot shares as if Article 5.2 of the Company's Articles of Association ("pre-emption rights on allotment") does not apply to such allotment, provided that such allotment or allotments are limited to the allotment of Ordinary Shares up to an aggregate nominal amount equal to 10 per cent. of the aggregate nominal amount of all the Ordinary Shares in issue as at today's date in connection with an issue of Ordinary Shares pursuant to a bonus scheme or as part of an incentivisation package in each case for the benefit of the employees or officers of the Company provided that such authority shall expire at the conclusion of the next annual general meeting of the Company after passing of this resolution (the "First Period") save that the Company may before the expiry of the First Period make an offer or agreement which would or might require relevant securities to be allotted after such expiry of the First Period (as the case may be) and the directors of the Company may allot relevant securities in pursuance of such offer or agreement as if their authority conferred hereby had not expired.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature: _____

Address: _____

Dated: _____

Joint Holders (if any): _____

To assist with arrangements; if you intend to be present at the meeting in person please mark an "X" in the box below.

Notes:

1. Please indicate with an X in the appropriate space how you wish the proxy to vote.
2. The "Vote Withheld" option is included to enable you to abstain on any of the meeting's resolutions. Please note that a "Vote Withheld" has no legal effect and will not be counted in the votes "For" and "Against" such resolution.
3. A proxy need not be a member of the Company.
4. If you do not indicate how you wish your proxy to use your vote on any resolution, the proxy will exercise his/her discretion as to how he/she votes and as to whether or not he/she abstains from voting on such resolution.
5. Where the member is a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing by the corporation.
6. This form of proxy has been sent to you by post. To be valid it must be returned by either of the following methods: in hard copy form by post or courier or by hand to the Company's registrar's office Share Registrars, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7LL or by fax to: +44 (0)1252 719 232. The form of proxy must be duly completed, signed or sealed (as appropriate) and dated and received not less than 48 hours before the time for the holding of the meeting or adjourned meeting together with any authority (or a notarially certified copy of such authority) under which it is signed.
7. In the case of joint holders, the signature of any one holder will be accepted, 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.
8. Any alteration to this form must be initialled.
9. Completion and return of this form of proxy does not preclude a member from subsequently attending and voting in person at the Annual General Meeting.
10. In accordance with Regulation 22 of the Uncertificated Securities Regulations 2005 to be entitled to attend and vote at the meeting (and for the purposes of determining how many votes a person may cast) members must be entered in the register of members of the Company by 10am 23 May 2011.

Our report and accounts are also available for download at www.segroupplc.com