

# FORM OF PROXY

## CHARLES STANLEY GROUP PLC ANNUAL GENERAL MEETING 29 JULY 2010

I/We (full name(s)) .....

of (address) .....

being (a) member(s) of the above-named Company hereby appoint the Chairman of the Meeting or (see note 1)

.....  
as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 29 July 2010 and at any adjournment thereof.

I/We request such proxy to vote on the Resolutions as indicated below:

### Resolutions

#### Ordinary resolutions

1. To receive the annual report and accounts for the year ended 31 March 2010
2. To declare a final dividend
3. To approve the remuneration report
4. To re-elect Peter Hurst as a Director
5. To re-appoint the auditors and to authorise the Directors to set the auditor's remuneration
6. To renew the authority given to the board to allot shares

For	Against	Vote withheld

#### Special resolutions

7. To renew the authority given to the Directors to allot equity securities for cash other than on a pro-forma basis including authority to sell treasury shares
8. To give the Company authority to purchase its ordinary shares.


Date.....Signed .....

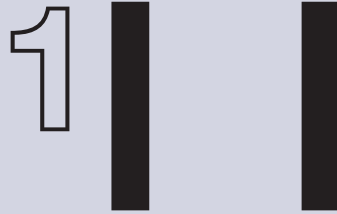
### Notes

1. 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.
2. Please indicate by an "X" in the space provided how you wish your vote to be cast. Without specific instructions the proxy will abstain or vote at his or her discretion.
3. In the case of joint holdings the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of other joint holders. Seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
4. To be valid, this form signed by the member or his or her attorney duly authorised in writing MUST BE DEPOSITED at the address overleaf no later than 11.00 am on Tuesday 27 July 2010.
5. A vote withheld is not a vote in law and will not be counted in the calculation of votes.

First Fold

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BUSINESS REPLY SERVICE  
Licence No. KE 6697



The Secretary  
Charles Stanley Group PLC  
25 Luke Street  
London  
EC2B 2LJ

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Second Fold