

# Oakhill Group plc

## Form of Proxy

### 2006 Annual General Meeting

I/we, being a holder/holders of Ordinary Shares in the above named Company and entitled to vote at the Company's Annual General Meeting, hereby appoint the Chairman of the meeting (see note 1 below)

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the holders of Ordinary Shares of Oakhill Group plc to be held at Jurys Hotel, Ballsbridge, Dublin 4, at 3.00 p.m. on 26 July 2006 and at any adjournment thereof.

Please indicate with an "X" in the spaces below how you wish the proxy to vote (see note 2)

RESOLUTIONS	For	Against
1. To receive and consider the financial statements and reports		
2. To re-elect as Directors the following persons who are recommended for re-election		
2A - Mr Raymond McLoughlin *		
2B - Mr Martin Delany		
3. To authorise the Directors to fix the remuneration of the auditors.		
<b>Special Business</b>		
4. To authorise the Directors to allot relevant securities		
5. To disapply statutory pre-emption rights		
6. To authorise the Company to make market purchases of its own shares		
7. To authorise the re-issue of treasury shares		

\* denotes member of Remuneration Committee

**NOTES:**

1. If you wish to appoint a proxy other than the Chairman of the Annual General Meeting, please insert that person's name and address and delete "the Chairman of the Meeting". The completion of the Form of Proxy will not preclude shareholders from attending and voting at the AGM.
2. Please indicate, by inserting X in the appropriate box, the way in which your proxy is to vote on the specified resolutions. If you do not do so, your proxy will vote or abstain as he/she thinks fit. On any other business which may properly come before the Annual General Meeting (including any motion to amend a resolution or adjourn the Meeting) the proxy will act at his/her discretion.
3. This form of proxy must be signed by the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, it must be under its common seal or be signed by some officer or attorney duly authorised in that regard on its behalf.
4. To be valid, this Form of Proxy and the Power of Attorney or other authority (if any) under which it is signed must be lodged at the office of the Registrar of the Company (Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18) or, at your option, at the registered office of the Company at least 48 hours before the time appointed for the holding of the Annual General Meeting.
5. In the case of joint shareholders, seniority shall be determined by the order in which the names stand in the Register of Members; thus the vote of the senior joint shareholder, who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the joint holder(s).

Signature.....

Dated.....

FOLD 4  
(then turn in)

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FOLD 3

FOLD 1

FOLD 2