

Oakhill Group plc

Form of Proxy

Extraordinary General Meeting to be held at 10.00 a.m. on 18 August, 2006

I/we, being a holder/holders of Ordinary Shares in the above named Company and entitled to vote at the Company's Extraordinary 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 Extraordinary General Meeting of the holders of Ordinary Shares of Oakhill Group plc to be held at Jurys Hotel, Ballsbridge, Dublin 4, at 10.00 a.m. on 18 August, 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).

SPECIAL RESOLUTION	For	Against
1. To approve the cancellation of the ordinary share capital of the Company from the Official List of the Irish Stock Exchange and the Official List of the UK Listing Authority.		

NOTES:

1. If you wish to appoint a proxy other than the Chairman of the Extraordinary General Meeting, please insert that person's name and address and delete "the Chairman of the Meeting". A proxy need not be a member of the Company. The completion of the Form of Proxy will not preclude shareholders from attending and voting at the EGM.
2. Please indicate, by inserting X in the appropriate box, the way in which your proxy is to vote on the specified resolution. 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 Extraordinary 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 Extraordinary 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.....