

Prime Active Capital plc invites you to attend the Annual General Meeting of Prime Active Capital plc to be held at the offices of **A&L Goodbody, IFSC, North Wall Quay, Dublin 1, Ireland** at 9.00 a.m. on Wednesday, 30 September 2009.

**Shareholder Reference Number**

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## Form of Proxy - Prime Active Capital plc Annual General Meeting to be held on 30 September 2009

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**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

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### Explanatory Notes:

1. Only holders of ordinary shares in the share capital of the Company or their proxies may attend the meeting, or any adjournment thereof. A Shareholder may appoint a proxy to attend, speak and, vote instead of him. A proxy need not be a member of the Company. A form of proxy is enclosed. Completion of a form of proxy will not affect the right of a member to attend, speak and vote at the meeting in person.
2. Your proxy will vote or abstain as you indicate. For any other business arising at the meeting, your proxy will vote or abstain at his or her discretion. Any alteration made on the form of proxy must be initialled by the person who signs it. If the form of proxy is returned without any indication as to how the person(s) appointed shall vote on the resolutions, such person shall exercise their discretion as to how to vote or whether to abstain from voting.
3. In the case of joint holders, any one of them may sign. However, the vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders, and for the purpose of seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
4. The proxy, with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be lodged with the Company's Registrars, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
5. Pursuant to regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the date of the meeting (or in the case of an adjournment as at 48 hours before the time of the adjourned meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. The Vote Withheld 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 votes For and/or Against a resolution.

**To be effective, all votes must be lodged at the office of the Company's registrars at:**

**Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 by 28 September at 9.00 a.m.  
A reply paid envelope is enclosed to enable the return of proxy forms**

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**All Named Holders:**

**SRN.**

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**Poll Card** To be completed **only** at the AGM if a Poll is called.

Resolutions	For	Against	Vote Withheld
1 To receive and consider the financial statements and reports for the year ended 31 December 2008.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-elect as a Director Mr. Peter E. Lynch who retires by rotation and offers himself for re-election in accordance with the Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To authorise the Directors to fix the remuneration of the Company's auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To authorise the Directors to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolutions	For	Against	Vote Withheld
5 To amend the Articles of Association of the Company in respect of the disapplication of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To disapply the statutory pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To authorise the Company to make purchases of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To authorise the re-issue price range for treasury shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature \_\_\_\_\_

**Form of Proxy**

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



I/We hereby appoint the Chairman of the Meeting OR the following person



Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).\*

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of Prime Active Capital plc to be held at the offices of **A&L Goodbody, IFSC, North Wall Quay, Dublin 1, Ireland** at 9.00 a.m. on Wednesday, 30 September 2009 and any adjourned meeting.

FOLD  
HERE

Resolutions	For	Against	Vote Withheld
1 To receive and consider the financial statements and reports for the year ended 31 December 2008.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-elect as a Director Mr. Peter E. Lynch who retires by rotation and offers himself for re-election in accordance with the Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To authorise the Directors to fix the remuneration of the Company's auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To authorise the Directors to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To amend the Articles of Association of the Company in respect of the disapplication of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To disapply the statutory pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To authorise the Company to make purchases of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To authorise the re-issue price range for treasury shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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I/we would like my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

\_\_\_\_ / \_\_\_\_ / \_\_\_\_

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



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