

Attendance Card

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

Prime Active Capital plc invites you to attend the Annual General Meeting of Prime Active Capital plc to be held at the offices of **Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland** at 10.30 a.m. on Wednesday, 25 September 2013.

Shareholder Reference Number

Form of Proxy - Prime Active Capital plc Annual General Meeting to be held on 25 September 2013

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.

Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). A Shareholder may appoint more than one proxy to attend and vote at the meeting provided each proxy is appointed to exercise rights attached to different shares held by that Shareholder. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Where a poll is taken at the AGM, a Shareholder, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +353 1 447 5502 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
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 23 September 2013 at 10.30 a.m.

A reply paid envelope is enclosed to enable the return of proxy forms

All Named Holders:

SRN.

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 2012.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To authorise the Directors to fix the remuneration of the auditors for the year ending 31 December 2013.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect the following as Directors:			
a) Mr. Peter E. Lynch;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Mr. Anthony Gill;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Mr. Dermot Martin;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Mr. Stephen Smith.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
4. To authorise the Directors to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To disapply the statutory pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Company to make purchases of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. 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 in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Prime Active Capital plc to be held at the offices of **Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland** at 10.30 a.m. on Wednesday, 25 September 2013 and any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

Resolutions

	For	Against	Vote Withheld
1. To receive and consider the financial statements and reports for the year ended 31 December 2012.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To authorise the Directors to fix the remuneration of the auditors for the year ending 31 December 2013.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect the following as Directors:			
a) Mr. Peter E. Lynch;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Mr. Anthony Gill;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Mr. Dermot Martin;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Mr. Stephen Smith.	<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 disapply the statutory pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Company to make purchases of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To authorise the re-issue price range for treasury shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

DD / MM / YY

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).