

## Attendance Card

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

The Chairman of IFG Group plc invites you to attend the Extraordinary General Meeting of the Company to be held at the **Radisson Hotel, Stillorgan, Dublin 4** on 4 January 2010 at 11 am.

Shareholder Reference Number

### FORM OF PROXY – Extraordinary General Meeting ('EGM') to be held 4 January 2010

**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 Shareholder has the right to appoint some other person of their choice, who need not be a shareholder, to attend and act on their behalf at the EGM. 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).
2. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, 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 the votes 'For' and 'Against' a resolution.
3. 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 EGM (or in the case of an adjournment as at close of business on the day which is two days 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.
4. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 11 am on 2 January 2010. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996.
5. In the case of joint Shareholders the signature of the first named holder will suffice.
6. Any alterations made to this form should be initialled.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person.
8. The above is how your address appears on the Register of Members. If this information is incorrect please ring the registrar's helpline on (00) 353 1 246 0080 to request a change of address form.

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 2 January 2010 at 11 am.

#### LODGE YOUR PROXY VOTE USING THE INTERNET 24 HOURS A DAY 7 DAYS A WEEK

All Named Holders:



#### To Vote Using the Internet

Go to the following website:

[www.computershare.com/ie/voting/IFG](http://www.computershare.com/ie/voting/IFG)

You will be asked to enter the Shareholder reference Number and PIN Number as printed opposite and agree to certain terms and conditions.

SRN.

PIN.

# Poll Card

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

## Resolutions

### Ordinary Business

	For	Against	Vote Withheld
1. Increase in Authorised Share Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Authority to allot securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Acquisition of James Hay Holdings Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Resolutions


### Special Business

	For	Against	Vote Withheld
4. Waiver of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval to hold general meetings at short notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

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## 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.

as my/our proxy to attend and vote on my/our behalf on any matter at the Extraordinary General Meeting of IFG Group plc to be held at **the Radisson Hotel, Stillorgan, Dublin 4** on 4 January 2010 at 11 a.m. and at any adjournment thereof.

## Resolutions

### Ordinary Business

	For	Against	Vote Withheld
1. Increase in Authorised Share Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Authority to allot securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Acquisition of James Hay Holdings Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Resolutions

### Special Business

	For	Against	Vote Withheld
4. Waiver of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval to hold general meetings at short notice	<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.

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)

Signature

Date

DD / MM / YY