

## Attendance Card

Oglesby & Butler Group plc – COURT MEETING  
Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.



The Chairman of Oglesby & Butler Group plc invites you to attend the Court Meeting of the Company to be held at **9.00 a.m. on 3 December 2010**. If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Investor Code:

Signature of person attending:

## Attendance Card

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

The Chairman of Oglesby & Butler Group plc invites you to attend an Extraordinary General Meeting of the Company to be held at **9.30 a.m. on 3 December 2010** at the Royal Marine Hotel, Dun Laoghaire, Co. Dublin, Ireland

Shareholder Reference Number

### Form of Proxy - Court Meeting of Oglesby & Butler Group plc ("the Company") to be held on 3 December 2010 at 9.00 a.m.

**OGLESBY & BUTLER GROUP PLC ("the Company") company no: 124871**

**IN THE HIGH COURT**

**2010 NO. 606 COS**

**IN THE MATTER OF OGLESBY & BUTLER GROUP PLC AND IN THE MATTER OF SECTION 201 OF THE COMPANIES ACTS 1963**

I/We being a member of the Company hereby appoint the Chairman of the meeting  
Or (see note 1 over)

Name of Proxy:.....

Number of shares proxy appointed over: .....

Investor Code:

Event Code:

as my/our proxy to vote on my/our behalf at the meeting of the holders of the Scheme Shares (as defined in the notice convening this meeting) convened by an order of the Court (the "Court Meeting") to be held at 9.00 a.m. on 3 December 2010 at the Royal Marine Hotel, Marine Road, Dun Laoghaire, Co. Dublin, Ireland for the purpose of considering and, if thought fit, approving, with or without modification, the proposed scheme of arrangement (the "Scheme") referred to in the notice convening the Court Meeting and at such Court Meeting or at any adjournment thereof, on a poll to vote for me/us and in my/our name for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as hereby indicated (see note 3).

**FOR the Scheme Signed:**

**AGAINST the Scheme Signed:**

**Date**

**DD/MM/YY**

Notice of the Court Meeting and details of the business to be transacted are contained in the circular to Shareholders containing the Scheme.

**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 9.00 a.m. on 1 December 2010. Alternatively, this Form of Proxy may be handed to the Chairman of the Court Meeting before the start of the Court Meeting at 9.00 a.m. on 3 December 2010.**

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

All Named Holders:

SRN.

PIN.



#### To Vote Using the Internet

Go to the following website:

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

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

**To View the Circular dated 10 November 2010 Online**

**[www.portasol.com/](http://www.portasol.com/)**

### Form of Proxy - Extraordinary General Meeting ("EGM") of Oglesby & Butler Group plc ("the Company") to be held on 3 December 2010 at 9.30 a.m.

**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.

- 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 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).
- 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.
- Pursuant to Section 134(A) of the Companies Act 1963 and 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 close of business on the day which is two days before the date of the 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.
- 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 9.30 a.m. on 1 December 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.
- In the case of joint Shareholders the signature of the first named holder will suffice.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.
- 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 1 447 5503 to request a change of address form or to: [www.computershare.com/ie](http://www.computershare.com/ie) or to use the online Investor Centre Service.

**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 9.30 a.m. on 1 December 2010.**

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

All Named Holders:

SRN.

PIN.



#### To Vote Using the Internet

Go to the following website:

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

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

**To View the Circular dated 10 November 2010 Online**

**[www.portasol.com/](http://www.portasol.com/)**



Poll Card To be completed only at the Extraordinary General Meeting if a Poll is called.

**Special Business**

- |  | For                      | Against                  | Vote<br>Withheld         |
|--|--------------------------|--------------------------|--------------------------|
| <b>1. To approve the Scheme of Arrangement</b><br>The scheme of arrangement be approved and the directors of the Company be authorised to take all such action as they consider necessary or appropriate for carrying the Scheme into effect.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>2. Cancellation of Scheme Shares</b><br>The issued share capital of the Company be reduced by cancelling and extinguishing all the Scheme Shares (as defined in the scheme document dated 10 November 2010) but not thereby reducing the authorised share capital of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>3. Directors' authority to allot securities and paying up reserves</b><br>Subject to the reduction of capital referred to in number 2 above taking effect:  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3.1 the directors of the Company be generally authorised pursuant to and in accordance with Section 20 of the Companies (Amendment) Act 1983 to effect the allotment of the new ordinary shares referred to in paragraph 3.2 below; and  |                          |                          |                          |
| 3.2 the reserve credit arising in the books of account of the Company as a result of the cancellation of the Scheme Shares be applied in paying up in full at par such number of new ordinary shares of €0.12 each as shall be equal to the aggregate of the number of Scheme Shares (as defined in the scheme document) cancelled pursuant to Resolution 2 above. |                          |                          |                          |

**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 and vote on my/our behalf on any matter at an Extraordinary General Meeting of Oglesby & Butler Group plc at 9.30 a.m. on 1 December 2010 at the Royal Marine Hotel, Marine Road, Dun Laoghaire, Co. Dublin, Ireland and at any adjournment thereof.

**Special Business**

- |  | For                      | Against                  | Vote<br>Withheld         |
|--|--------------------------|--------------------------|--------------------------|
| <b>1. To approve the Scheme of Arrangement</b><br>The scheme of arrangement be approved and the directors of the Company be authorised to take all such action as they consider necessary or appropriate for carrying the Scheme into effect.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>2. Cancellation of Scheme Shares</b><br>The issued share capital of the Company be reduced by cancelling and extinguishing all the Scheme Shares (as defined in the scheme document dated 10 November 2010) but not thereby reducing the authorised share capital of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>3. Directors' authority to allot securities and paying up reserves</b><br>Subject to the reduction of capital referred to in number 2 above taking effect:  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3.1 the directors of the Company be generally authorised pursuant to and in accordance with Section 20 of the Companies (Amendment) Act 1983 to effect the allotment of the new ordinary shares referred to in paragraph 3.2 below; and  |                          |                          |                          |
| 3.2 the reserve credit arising in the books of account of the Company as a result of the cancellation of the Scheme Shares be applied in paying up in full at par such number of new ordinary shares of €0.12 each as shall be equal to the aggregate of the number of Scheme Shares (as defined in the scheme document) cancelled pursuant to Resolution 2 above. |                          |                          |                          |

I/We instruct my/our proxy 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.

**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).

**NOTES TO THE FORM OF PROXY**

**NOTES**

- 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 Court 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 over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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 for has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- To appoint more than one proxy you may photocopy this form or an additional form may be obtained by contacting the Registrars Helpline on 01 447 5503 (or from outside Ireland on +353 1 447 5503) between 9.00 a.m. and 5.00 p.m. (Dublin time) on any business day. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which in aggregate should not exceed the number of shares held by you). Please also indicate 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 with any power of attorney or other authority under which the form(s) is executed or a notarially certified copy thereof. Please note that you may not appoint more than one proxy to exercise rights attached to any one share.
- If you wish to vote for the Scheme, please sign the box in the Form of Proxy marked "FOR the Scheme". If you wish to vote against the Scheme, please sign the box in the Form of Proxy marked "AGAINST the Scheme". Please sign one box only. Unless there is a signature in one or other of the two boxes, this Form of Proxy will be invalid.
- Pursuant to Section 134A of the Companies Act 1963 and Regulation 14 of the Companies Act 1990 (Uncertified Securities) Regulations 1996 entitlement to attend and vote at the meeting and the number of votes that 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 close of business on the day which is two days before the date 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.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
- The Form of Proxy over must arrive 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 during usual business hours accompanied by any Power of Attorney under which it is executed (if applicable) no later than 48 hours before the time fixed for the meeting (or, if appropriate, the time of any adjourned meeting). Alternatively the form (and any applicable evidence of a power of attorney or other authority) may be handed to the Chairman of the Meeting at the start of the Meeting.
- Alternatively, if you are a CREST member and wish to submit your proxy electronically through CREST, to be valid the appropriate CREST message must be transmitted so as to be received by the Company's agent (ID 3RA50) by no later than 9.00 a.m. on 1 December 2010 or if the Court Meeting is adjourned 48 hours before the time appointed for the adjourned meeting in accordance with the procedure set out in the notice of the Court Meeting.

