

For official use

**CROMA GROUP PLC**  
**ANNUAL GENERAL MEETING**  
**THURSDAY 30 DECEMBER 2010**  
**FORM OF PROXY**

To: Croma Group PLC

I/We..... (INSERT FULL NAME)(see Note 1)

of..... (INSERT ADDRESS)

being a member/members of Croma Group PLC (the "**Company**"), hereby appoint as my/our proxy, to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at Condor House, 10 St Paul's Churchyard, London EC4M 8AL at 2 p.m. (UK time) on Thursday, 30 December 2010 and at any adjournment thereof (the "**AGM**"), the duly appointed chairman of the AGM or (see Note 2)

.....

Please tick here to indicate that this proxy appointment is one of multiple appointments being made by the same member, in which case please insert below the number of shares in relation which the proxy hereby appointed is authorised to act as your proxy

.....(see Note 3)

My/our proxy is to vote as indicated by an "X" below in respect of the resolutions set out in the notice of the AGM. If no indication is given my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1. To receive the audited financial statements of the Company.			
2. To reappoint BDO LLP as auditors of the Company.			
3. To authorise the directors to determine the remuneration of the auditors			
4. To re-elect Sebastian Morley as a director.			
5. To authorise the directors to allot relevant securities.			
6. To disapply pre-emption rights in respect of certain allotments of equity securities.			

Signature(s) or Common Seal .....

.....

Date .....

**Notes**

1. If the appointor is a corporation, this proxy form must be executed under its seal or under the hand of some officer, attorney or other person authorised to sign it on its behalf. If the appointor is not a corporation, this proxy form must be executed under the hand of the appointor or his duly authorised attorney.
2. A shareholder entitled to attend and vote at the AGM may appoint a proxy of his or her choice to attend the AGM and to speak and vote on his or her behalf. If a proxy other than the Chairman of the AGM is preferred, please enter the name of your proxy in the space provided and delete the words "the duly appointed Chairman of the AGM or". A proxy need not be a member of the Company, but must attend the AGM to represent you.
3. A shareholder is entitled to appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares held by him or her. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should photocopy the proxy form. Please indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given, in which case please also indicate in the space provided the number of shares in relation to which the proxy hereby appointed is authorised to act as your proxy. All forms must be signed and should be returned together in the same envelope.
4. To be valid, this form of proxy must be completed and signed and sent or delivered to the Company's registrars, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA together with any power of attorney or other authority (if any) under which it is signed or by a certified copy of such power or authority, so as to be received by the registrars no later than 2.00 p.m. (UK time) on Tuesday, 28 December 2010.
5. In the case of joint holders, the vote of the senior member who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the register of members in respect of the joint holding. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all the joint holders should be stated.
6. Completion and return of the form of proxy will not prevent a member from attending and voting in person at the AGM if the member so wishes. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
7. Only those shareholders registered in the register of members of the Company at 6.00 p.m. (UK time) on Tuesday, 28 December 2010 or, in the event that the meeting is adjourned, on the register of members at 6.00 p.m. (UK time) on the day falling two days before the date of any adjourned meeting, shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to the entries on the register of members after 6.00 p.m. (UK time) on Tuesday, 28 December 2010 or, in the event that the meeting is adjourned, on the register of members at 6.00 p.m. (UK time) on the day falling two days before the date of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the AGM.
8. Please indicate with an "X" in the appropriate box in the form of proxy how you wish your proxy to vote on each of the resolutions. The "vote withheld" box is provided to enable you to abstain on any particular resolution. A "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "for" or "against" a resolution. If no indication is given your proxy will have discretion to vote either for or against the resolution or to abstain.
9. You may not use any electronic address provided in this proxy form to communicate with the Company for any purpose other than those expressly stated.