

# PROXY FORM

## DAWNAY, DAY CARPATHIAN PLC

**For use by shareholders at the Extraordinary General Meeting to be held at IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP at 11.00 a.m. on 26 August 2008**

I/We .....  
(Name in full in block capitals please)

of .....

being (a) member(s) of Dawnay, Day Carpathian Plc (the "Company") hereby appoint the chairman of the meeting (see note 4 below)

as my/our proxy to vote for me/us on my/our behalf at the extraordinary general meeting of the Company to be held at 11 a.m. on 26 August 2008 and at any adjournment of that meeting.

I/We would like my/our proxy to vote on the resolution proposed at the meeting as specified below.

Special Resolution	For	Against
1 To change the name of the Company to Carpathian plc		

Dated: .....2008 Signature: .....

### NOTES

1. Please indicate with an "X" either under the column "For" or the column "Against" to reflect how you wish your proxy to vote. If no specific direction as to voting is given, the proxy will vote at his discretion.
2. To be valid, this form, together with any power of attorney or other written authority, if any, under which it is signed or a notarially certified copy, must be completed, signed and deposited with IOMA Fund and Investment Management Ltd, IOMA House, Hope Street, Douglas, Isle of Man IM86 2AF not later than 48 hours before the time for which the meeting has been convened.
3. Your proxy can vote for you on a poll. Your proxy can, depending on your shareholding, demand (or join in demanding) a poll on any or all of the resolutions proposed.
4. If you wish to appoint another person to be your proxy instead of a Director or the secretary of the Company, you should delete the relevant words and write the name of your proxy in the space provided and initial the alteration.
5. The form must (a) in the case of an individual be signed by the appointer or his attorney duly authorised in writing; and (b) in the case of a corporation be executed under its common seal or signed by an officer or attorney so authorised.
6. In the case of joint holders, the signature of any one holder will be sufficient but the names of the joint holders should be stated and the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names appear in the register of members in respect of the shares.
7. Any alterations to this form must be initialled.
8. Completion and return of the form of proxy will not prevent you from attending and voting in person at the meeting instead of your proxy, if you wish.
9. The right to vote represented by this proxy shall automatically come to an end at the close of the extraordinary general meeting or any adjournment thereof. Any interest in the voting rights attaching to the shares I/we hold in the Company shall be considered accordingly.

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BUSINESS REPLY SERVICE  
Licence No. D096



**Dawnay, Day Carpathian PLC**  
**IOMA House**  
**Hope Street**  
**Douglas**  
**ISLE OF MAN**  
**IM86 2AF**

1st Fold

2nd Fold