

FORM OF PROXY

CARPATHIAN PLC

For use by holders of Ordinary Shares of £0.01 each in CARPATHIAN PLC (the "Company") at the Annual General Meeting (the "Meeting") of the Company to be held at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP on 21 July 2009, at 3p.m.

PLEASE READ THE NOTICE OF THE MEETING AND THE ACCOMPANYING NOTES CAREFULLY BEFORE COMPLETING THIS PROXY FORM

I /We being a member of the Company appoint the Chairman of the Meeting or (see note 3)

as my/our proxy to attend, speak and vote on my/our behalf at the Meeting of the Company to be held at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP on 21 July 2009, at 3p.m. and at any adjournment of the Meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. 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 properly put before the Meeting.

Please clearly mark the box below to instruct your proxy how to vote.

Ordinary Business	For	Against	Vote Withheld (note 5)
1. To consider and adopt the audited accounts of the Company for the year ended 31 December 2008, together with the Directors' and Auditors' Reports thereon.			
2. To re-elect Patrick Rupert Cottrell as a Director.			
3. To re-appoint Rory Patrick Macnamara as a Director.			
4. To re-appoint Timothy Graham Walker as a Director.			
5. To re-appoint KPMG Audit LLC as auditors of the Company and to authorise the Directors to determine their remuneration.			
Special Business	For	Against	Vote Withheld (note 5)
6. To re-register the Company as a company incorporated under the Companies Act 2006 and to adopt a new memorandum of association and new articles of association (the "New Articles").			
7. To cancel and reclassify £150,000,000 of paid up share capital as distributable reserves.			
8. To re-denominate the par value of the Company's Ordinary Shares and to make certain consequential amendments to the New Articles.			
9. To authorise the Company's Directors, if Resolution 8 is passed, to allot Ordinary Shares of €0.01 up to an aggregate par value of €773,827 or, if Resolution 8 is not passed, Ordinary Shares of £0.01 up to an aggregate par value of £773,827.			
10. To disapply the pre-emption rights pursuant to article 5.2 of the New Articles in respect of the allotment for cash of Ordinary Shares of €0.01 up to an aggregate par value of €116,074 (if Resolution 8 is passed) or Ordinary Shares of £0.01 up to an aggregate par value of £116,074 (if Resolution 8 is not passed).			

Signature(s)

Print Name

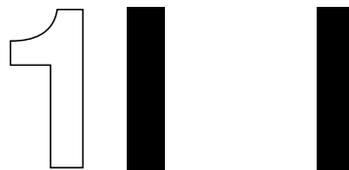
Date

Notes to the proxy form:

- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
- A proxy does not need to be a member of the Company but must attend the Meeting to represent you. To appoint as your proxy a person other than the Chairman of the Meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, additional proxy form(s) may be obtained from IOMA Fund and Investment Management Limited at the address set out in note 6.
- To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
- To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to the Company's registrars, IOMA Fund and Investment Management Limited, IOMA House, Hope Street, Douglas, Isle of Man IM86 2AF; and
 - received by IOMA Fund and Investment Management Limited no later than 3p.m. on 19 July 2009.
- In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 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 48 hours before the time appointed for holding the Meeting. 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 18(4) of the Uncertificated Securities Regulations 2005 of the Isle of Man.

BUSINESS REPLY SERVICE
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**CARPATHIAN PLC
IOMA HOUSE
HOPE STRET
DOUGLAS
ISLE OF MAN
IM86 2AF**

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