

# FORM OF PROXY

**CHARLES STANLEY GROUP PLC**  
**ANNUAL GENERAL MEETING 28 JULY 2009**

I/We (full name(s)).....

of (address).....

being (a) member(s) of the above-named Company hereby appoint the Chairman of the Meeting..... as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 28 July 2009 and at any adjournment thereof.

I/We request such proxy to vote on the resolutions as indicated below:

**Resolutions**

**Ordinary resolutions**

1. To receive the annual report and accounts for the year ended 31 March 2009
2. To declare a final dividend
3. To approve the remuneration report
4. To re-elect E Michael Clark as a Director
5. To re-elect Michael R I Lilwall as a Director
6. To re-appoint the auditors and to authorise the Directors to set the auditor's remuneration
7. To renew the authority given to the board to allot shares

For	Against	Vote withheld

**Special resolutions**

8. To renew the authority given to the Directors to allot equity securities for cash other than on a pro-forma basis including authority to sell treasury shares
9. To give the Company authority to purchase its ordinary shares
10. To adopt new Articles of Association


**Ordinary resolution**

11. To authorise the making of Scrip dividend offer to shareholders

--	--	--

Date.....Signed.....

Notes

- 1 Please indicate by an "X" in the space provided how you wish your vote to be cast. Without specific instructions the proxy will abstain or vote at his or her discretion.
- 2 In the case of joint holdings the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of other joint holders. Seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- 3 To be valid, this form, signed by the member or his or her attorney duly authorised in writing MUST BE DEPOSITED at the address overleaf no later than 11.00 am. on Friday, 24 July 2009. If signed by an attorney the form must be accompanied by a copy of any power of attorney or other authority under which it is signed or a notarially certified office copy of such power or authority.
- 4 A vote withheld is not a vote in law and will not be counted in a calculation of votes.