

**Form of Proxy for use at the Annual General Meeting of MCB Finance Group Plc  
to be held at 10 a.m. on Tuesday 11 May 2010.**

I/We, the undersigned, being (a) member(s) of the above-named company, hereby appoint **the Chairman of the Meeting** or

Mr(s).....(Note 2)

as my/our proxy to vote on my/our behalf at the annual general meeting of the Company, notice of which was sent to shareholders together with the directors' report and accounts for the year to 31 December 2009, and at any adjournment thereof. I/We wish my/our proxy to vote as shown below in respect of the Resolutions set out in the Notice of the Meeting.

Please tick here if this proxy appointment is one of multiple appointments made (Note 1).

Enter the number of shares in relation to which your proxy is authorised or leave box blank to authorise your proxy to act in relation to your full voting entitlement (Note 1).

<b>Resolutions:</b>	<b>For</b>	<b>Against</b>	<b>Vote withheld</b>	<b>Discretionary</b>
1. Ordinary resolution to receive and adopt the directors' report and audited accounts for the financial year ended 31 December 2009.				
2. Ordinary resolution to re-appoint Mazars LLP as auditors of the Company and to authorise the directors of the Company to fix the remuneration of the auditors.				
3. Ordinary resolution to authorise directors to allot shares in accordance with the terms of Resolution 3.				
4. Special resolution to disapply pre-emption rights on allotment of shares in accordance with the terms of Resolution 4.				

If you want your proxy to vote in a certain way on the resolutions specified, please place an "X" in the appropriate box. If you select "Discretionary" or fail to select any of the given options your proxy can vote as he/she chooses or alternatively can decide not to vote at all. Your proxy can also do this on any other Resolution that is put to the Meeting. The "Vote withheld" option is 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.

Please return your proxy to: MCB Finance Group Plc, 65 Duke Street, London W1K 5NT.

Signed ..... dated this ..... day of .....2010

Name .....

Address .....

**Notes:**

1. A member entitled to attend, speak and vote at the Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. To appoint more than one proxy you may photocopy this form of proxy. 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 on this form of proxy if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope. The proxy need not be a member of the Company.
2. If you wish to appoint a proxy other than the Chairman of the meeting, cross out the words "the Chairman of the meeting or" and write the full name and address of your proxy in the space provided. The deletion must be initialled by you.
3. Deposit of the form of proxy will not prevent a shareholder attending the meeting and voting in person. This form of proxy must be signed and dated by you or your attorney duly authorised in writing. If someone else signs the form of proxy on your behalf, you or that person must send the power of attorney or other written authority under which it is signed (or a notarially certified copy of such power or authority) to the Company together with the form of proxy. In the case of a corporation, this form of proxy must be given under its common seal or signed on its behalf by a duly authorised officer or an attorney.
4. In the case of joint holders of shares the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior 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 is determined by the order in which the names stand in the register of members in respect of the joint holding.
5. To be effective at the meeting this form of proxy must be duly completed and deposited at the Company's registered office, 65 Duke Street, London W1K 5NT not later than 10.00 a.m. on Friday, 7 May 2010 together, if appropriate, with the power of attorney or other authority under which it is signed or a duly certified copy of that power or authority.
6. If you submit two or more valid but differing appointments of proxies in respect of the same share, the one which is last deposited or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other as regards that share. If the Company is unable to determine which was last deposited or received, none of them shall be treated as valid in respect of that share.
7. Any alterations (including any deletions) made to this form of proxy must be initialled.