

Form of Proxy for use at the General Meeting of MCB Finance Group Plc ("Company")

to be held at 10.00 a.m. on Tuesday 4 October 2011 at the offices of Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES, United Kingdom

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

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

as my/our proxy to vote on my/our behalf at the general meeting of the Company ("GM"), notice of which was sent to shareholders, and at any adjournment thereof. I/We wish my/our proxy to vote as indicated by an 'X' in the appropriate column as shown below in respect of the resolution ("**Resolution**") set out in the notice of general meeting.

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

| RESOLUTION | For | Against | Vote withheld | Discretionary |
|--|-----|---------|---------------|---------------|
| Special Resolution | | | | |
| 1. Special resolution to authorise the cancellation of the admission of the Company's ordinary shares to trading on AIM. | | | | |

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, 101 Wigmore Street, London W1U 1QU.

Signed dated this day of2011

Name

Address

Notes:

1. A member entitled to attend, speak and vote at the GM 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 GM 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 EGM this form of proxy must be duly completed and deposited at the Company's registered office, 101 Wigmore Street, London W1U 1QU not later than 10.00 a.m. on Monday 3 October 2011 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.