

# Cheerful Scout Plc

(Incorporated in England and Wales with registered number 4314540)

## FOR USE AT THE GENERAL MEETING OF THE COMPANY TO BE HELD AT THE OFFICES OF CHEERFUL SCOUT PLC, 25-27 RIDING HOUSE STREET, LONDON W1W 7DU AT 11.30 A.M. ON 26 JUNE 2009.

I/We (name(s) in full) .....  
(BLOCK LETTERS)

of .....  
being (a) holder(s) of ordinary shares of 12.5p each in Cheerful Scout Plc hereby appoint the Chairman of the meeting/or

\* .....  
as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held on 26 June 2009, and at every 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 General Meeting.

ORDINARY RESOLUTION	For	Against	Vote Withheld**
1. To authorise the consolidation of every 12,500 ordinary shares of 12.5 pence each in the capital of the Company into one share of £1,562.50 in the capital of the Company.			
<b>SPECIAL RESOLUTION</b>			
2. To authorise the Company, conditional on the passing of Resolution 1, to enter into the Purchase Contract (as defined in the circular to shareholders of the Company dated 4 June 2009 (the "Circular")).			
<b>ORDINARY RESOLUTIONS</b>			
3. To authorise, conditional on the passing of Resolutions 1 and 2, the subdivision of each of the shares arising as a result of the consolidation set forth in Resolution 1 into 12,500 ordinary shares of 12.5 pence each in the capital of the Company.			
4. To approve, conditional on the passing of Resolutions 1 to 3, the waiver from The Panel on Takeovers and Mergers of the obligation pursuant to Rule 9 of the Takeover Code that would otherwise arise on Peter Litten to make a general offer to the shareholders of the Company as a result of the Capital Reorganisation (as defined in the Circular).			

\*You may, if you wish, in the space provided insert the name(s) of the person(s) of your choice to attend and vote at the meeting on your behalf.

\*\*Please note that if the "Vote Withheld" box is marked with a "X", the Shareholder will not be counted in the calculation of votes "For" and "Against" and the Shareholder will not be taken to have given his/her/their discretion to the Proxy on how to vote.

Signature: ..... Date .....

**Notes:**

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend, speak and vote instead of him. A proxy need not be a member of the Company.
2. Completion and return of the form of proxy will not preclude ordinary shareholders from attending or voting at the meeting, if they so wish.
3. To be effective, this proxy form must reach the Company's Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of holding of the meeting.
4. In order to comply with the requirements of Rule 9 of the Takeover Code, Resolution 4 will be taken on a poll.
5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders of the Company on the register at 6.00 p.m. on 24 June 2009 shall be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
6. 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).
7. 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, you will need to complete a separate proxy form in relation to each appointment. Please contact the Company's Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU for the purpose of requesting additional proxy forms. You will need to state clearly on each proxy form how many shares the proxy was appointed in relation to. A failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by the member will result in the proxy appointment being invalid.
8. In the case of a member which is a company, the 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 the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. Except as provided above, members who have general queries about the Meeting should telephone Capita Registrars on Capita Registrars on 0871 664 0321 or, if telephoning from outside the UK, on +44 20 8639 3399. Calls to the Capita Registrars 0871 664 0321 number are charged at 10 pence per minute (including VAT) plus any of your service provider's network extras. Calls to the Capita Registrars +44 20 8639 3399 number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored randomly for security and training purposes. Capita Registrars cannot provide advice on the merits of the Proposals nor give any financial, legal or tax advice (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting, or any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.
9. A copy of the Purchase Contract will be available for inspection at the registered office of the Company from 4 June 2009 until the date of the General Meeting and at the place of the General Meeting for at least 15 minutes prior to and during the General Meeting.

Business Reply  
Licence Number  
MB122



Capita Registrars  
PO Box 25  
Beckenham  
Kent  
BR3 4BR