



# Form of Proxy

## Cheerful Scout Plc

### ("the Company")

(Registered in England and Wales with Registered Company Number 4314540)

For use at the Annual General Meeting of the Company convened for 13 December 2010 at 10.30 a.m. to be held at the Company's offices at 25-27 Riding House Street, London W1W 7DU.

I/We .....  
(BLOCK LETTERS PLEASE)

of .....

being a member of **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 Annual General Meeting of the Company to be held at the Company's offices at 25-27 Riding House Street, London W1W 7DU on 13 December 2010 at 10.30 a.m. on the following resolutions, to be submitted to the meeting and at any adjournment thereof, and any other business which may properly come before the meeting and any adjournment thereof.

Please indicate with an 'X' in the appropriate space how you wish your vote to be cast. Unless otherwise instructed, the proxy will vote as he thinks fit or abstain.

Ordinary Resolutions	For	Against	Vote Withheld**
1 To receive and adopt the report of the directors of the Company and the audited accounts for the Company for the year ended 30 June 2010.			
2 To re-appoint Neville Newman as a Director of the Company, who retires in accordance with the Company's Articles of Association.			
3 To appoint RSM Tenon Audit Limited as auditors of the Company and to authorise the Directors to fix their remuneration.			
4 To authorise the Company to make market purchases of up to 1,190,625 Ordinary Shares subject to certain limitations.			
5 To authorise the Directors generally and unconditionally to allot relevant securities in accordance with Section 551 of the Companies Act 2006 subject to certain limitations.			
<b>Special Resolution</b>			
6 To authorise the disapplication of the statutory rights of pre-emption in relation to the allotment of equity securities subject to certain limitations.			

Signature .....

Dated ..... day of ..... 2010

\* 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.

**Notes:**

- (1) A member entitled to attend and vote at the meeting is also entitled to appoint a proxy or proxies to exercise all or any of his rights to attend, speak and vote at the meeting instead of him. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
- (2) A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. To appoint more than one proxy you may photocopy this form. 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 if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. If a member wishes to appoint a proxy other than the Chairman, delete the words "the Chairman of the Meeting or" initial the alteration and insert the name of the person you wish to appoint as your proxy. All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.
- (3) Completion and return of the form of proxy will not preclude ordinary shareholders from attending or voting at the meeting, if they so wish.
- (4) To be effective, this proxy form must be lodged with the Company's Registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not later than 48 hours before the time of the Meeting, or any adjournment thereof, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or, where the proxy form has been signed by an officer on behalf of a corporation, a notarially certified copy of the authority under which it is signed.
- (5) In the case of a joint holding, a proxy need only be signed by one joint holder. If more than one such joint holder lodges a proxy only that of the holder first on the register of members will be counted. Any alterations made in this proxy should be initialed.
- (6) In the case of a corporation this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised. 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.
- (7) As provided by Regulation 41 of the Uncertificated Securities Regulations 2001, only those members registered in the register of members of the Company by 6.00 pm on 11 December 2010 shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

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**Business Reply  
Licence Number  
RSBH-UXKS-LRBC**

**PXS  
34 Beckenham Road  
BECKENHAM  
BR3 4TU**