

WORTHINGTON GROUP PLC

PROXY FOR GENERAL MEETING

I/We the undersigned, being (a) member(s) of the Company, HEREBY APPOINT the Chairman of the meeting or

.....
 (NAME(S) IN FULL IN BLOCK CAPITALS)

as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at 3.30 p.m. on 30 March 2011 at 1 The Green, Richmond, Surrey TW9 1PL and at any adjournment thereof.

Special Resolutions	For	Against	Withheld
<ul style="list-style-type: none"> • Resolution 1: that the terms of the contract between Neville Registrars Limited and the Company for the sale and purchase of all the deferred ordinary shares of 1p each be approved and that the transfer of the Company's ordinary shares from the Official List category of "premium listing" (commercial company) to "standard listing" be approved 			
<ul style="list-style-type: none"> • Resolution 2: that, subject to the passing of resolution 1, new Articles of Association be adopted 			

Notes:

1. A member entitled to attend the meeting is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. A proxy need not be a member of the Company.
2. To appoint more than one proxy, additional proxy form(s) may be obtained by contacting the Registrars helpline on 0121-585-1131 or a member may photocopy this form. If a proxy is being appointed in relation to less than a member's full voting entitlement, please enter in the box below the proxy holder's appointment the number of shares in relation to which they are authorised to act as a member's proxy. If left blank, the proxy will be deemed to be authorised in respect of a member's full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account.) Please also indicate by ticking the box provided 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.
3. The Chairman of the meeting shall act as a proxy unless another proxy is desired, in which case, insert the full name of the proxy in the space provided. A proxy need not be a member of the Company, but must attend the meeting in person. The proxy will act in his/her discretion in relation to any business, other than that indicated, at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
4. The form of proxy should be signed and dated by the member or his attorney duly authorised in writing. In the case of a corporation, the form of proxy should be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. Any alteration made to the form of proxy should be initialled.
5. In the case of joint holders, the signature of any one holder is sufficient. However, 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 and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members.
6. A member should direct the proxy how to vote on the Resolutions by marking the appropriate box with an X. The "vote withheld" option is provided to enable members to abstain on any of the resolutions. 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 votes "for" or "against" a resolution.
7. If the form of proxy is returned duly signed but without any indication as to how the proxy should vote on any resolution, the proxy will exercise his discretion as to how he votes and whether or not he abstains from voting on the resolution. The proxy may also vote or abstain from voting as he thinks fit on any other business which may properly come before the meeting.
8. To be valid, the duly signed and dated form of proxy, together with any power of attorney or other authority under which it is signed (or a notarially certified copy of such power or authority), must be returned to the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA so as to be received by no later than 3.30 p.m. on 28 March 2011.
9. Completion and return of a form of proxy will not preclude a member from attending the meeting and voting in person.
10. Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 the Company has specified that only those members registered in the register of members of the Company at 6.00 p.m. on 28 March 2011 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 the register of members after 6.00 p.m. on 28 March 2011 shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Enter number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full entitlement	
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Please also tick this box if you are appointing more than one proxy

Dated this day of2011

Signature

Full name(s) in which shares are registered.....

.....
 (PLEASE USE BLOCK LETTERS)

BUSINESS REPLY SERVICE:

Licence No. BM3865



Neville Registrars Limited
Neville House
18 Laurel Lane
Halesowen
West Midlands
B63 3BR