

**Worthington Group plc**  
Registered in England No. 527186  
**FORM OF PROXY**

For use at the Annual General Meeting to be held on 26 September 2011

I/We \_\_\_\_\_ being a member of the Company and entitled to vote at the Annual General Meeting, hereby appoint

Please carefully complete using BLOCK CAPITALS and black ink.

or failing him/her, the Chairman of the Meeting (see note 3) as my/our proxy, to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 26 September 2011 at 2nd Floor, Bowman House, 29 Wilson Street, London EC2M 2SJ at 10.00 a.m. and at any adjournment thereof.

**Ordinary Resolutions**

1. To adopt the Report and Accounts
2. To re-elect Anthony Ralph Cooke as a Director
3. To re-elect Peter Townsend as a Director
4. To re-elect John Ramsden Taylor as a Director
5. To re-elect Shipleys LLP as Auditors

FOR	AGAINST	WITHHELD
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Special Resolutions**

6. To authorise the Directors to allot Shares.
7. To authorise the Directors to allot Equity Securities pursuant to Section 561 of the Companies Act 2006

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Please also tick this box if you are appointing more than one proxy

Date:   /   /

Signature(s):

**Notes**

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
4. 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, (an) additional proxy form(s) may be obtained by contacting the registrar or you may photocopy the Form of Proxy. Please indicate next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. In the case of a member which is a company, this 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.
7. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Neville Registrars Limited, CREST participant ID 7RA11 by 10.00am on 24 September 2011.
9. For further details of how to appoint a proxy using this form see the notes to the notice of the meeting.
10. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of the meeting.

Detach proxy card along perforation before mailing

Business Reply  
Licence Number  
BM3865

NEVILLE REGISTRARS LIMITED  
NEVILLE HOUSE  
18 LAUREL LANE  
HALESOWEN  
WEST MIDLANDS  
B63 3BR

