

Intention to attend the meeting

If you wish to attend the Parity Group plc General Meeting on 27 May 2011, please indicate here and return this card or if you are using our website for the appointment of your proxy, you may also use it to register your intention to attend the meeting.

You may, if you wish, complete and return the attached form of proxy in case you find you are unable to attend this meeting. If you do attend and vote at the meeting your voting instructions on the attached form of proxy will be superseded.

Notes:

- 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 the General Meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to the offices of the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZJ; and
 - received by the Company's registrars no later than 11.00 a.m. on 25 May 2011, being 48 hours before the time of the General Meeting.
- Any alteration made to this form of proxy should be initialled.
- Any power of attorney or any other authority under which this form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.
- In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear UK & Ireland") specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RAYF) by the latest time for the receipt of proxy appointments specified in note 2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK and Ireland does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timing.

(Continued overleaf)

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**Proxy for the General Meeting
Parity Group plc**

for use at the General Meeting of Parity Group plc (the "Company") to be held at 11.00 a.m. on 27 May 2011

VOTING ID TASK ID SHAREHOLDER REFERENCE NUMBER

You may submit your proxy electronically at www.sharevote.co.uk using the above numbers

I/We hereby appoint Philip Swinstead OBE (Chairman of the Company), or, failing him, such other person as may be appointed Chairman of the meeting, or (see note 11)

as my/our* proxy to attend, speak and vote on my/our* behalf at the General Meeting of the Company to be held at 11.00 a.m. on 27 May 2011 and at any adjournment thereof in connection with the following resolutions of which notice has been given.

* delete as appropriate

Number of shares (if not your full voting entitlement)

Please tick here if this proxy appointment is one of multiple proxy appointments (see note 12)

Please indicate your instructions by marking the "For", "Against" or "Vote withheld" boxes in black ink like this

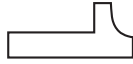
In the absence of any specific directions, the proxy will abstain or vote at his or her discretion, as he will on any other business which comes before the meeting.

Ordinary Resolutions	Vote			Special Resolution	Vote		
	For	Against	withheld		For	Against	withheld
1 To authorise the Directors to allot unissued shares and to grant the option	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3 To partially disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the terms of the Issue including the issue price	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Date

Signature(s)

**EQUINITI LIMITED
ASPECT HOUSE
SPENCER ROAD
LANCING
WEST SUSSEX
BN99 6ZX**



**RESPONSE SERVICE No.
SEA 10855**

**BUSINESS REPLY
SERVICE
Licence No. SEA10855**

**EQUINITI LIMITED
ASPECT HOUSE
SPENCER ROAD
LANCING
BN99 6ZX**



8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001.
9. As an alternative to completing this form of proxy, you can appoint a proxy electronically by visiting the website of Equiniti, at www.sharevote.co.uk. You will need the Voting ID, Task ID and Shareholder Reference Number given on this form of proxy. For an electronic proxy appointment to be valid, your appointment must be received by Equiniti Limited by no later than 11.00 a.m. on 27 May 2011, being 48 hours before the time of the General Meeting.
10. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.
11. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space provided. If you sign and return this form of proxy with no name inserted in the space provided, 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 General Meeting and are aware of your voting intentions. Please note the Company is under no obligation to check whether any proxy appointed by you (other than the Chairman) votes in accordance with your instructions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
12. 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. In order to appoint more than one proxy, you should contact the registrars' helpline on 0871 384 2277 or you may photocopy this form. Calls to this number cost 8 pence per minute from a BT landline; other providers' costs may vary. Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday. If calling from overseas the helpline number is +44 (0)121 415 0189. Please indicate in the box overleaf the number of shares in relation to which he or she is authorised to act as your proxy. 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.
13. 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 General Meeting.
14. In the case of a member which is a company, this form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
15. 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).