

# City of London Group plc

## Form of Proxy Annual General Meeting

Name(s):.....

Address:.....

I/We, being (a) shareholder(s) of Ordinary Shares of 10p each in City of London Group plc, hereby appoint the Chairman of the Meeting

*\*If any other proxy is preferred, strike out the words 'the Chairman of the meeting,' insert the full names of the person you wish to appoint and initial the alteration. A proxy need not be a member of the Company.*

of: .....

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 18 August 2010 and at any adjournment thereof. I request my proxy to vote as indicated below:

| Resolution   | For | Against | Vote Withheld |
|--|-----|---------|---------------|
| 1. To receive the report of the directors and statement of accounts for the year ended 31 March 2010 together with the auditor's report thereon. |     |         |               |
| 2. To approve the remuneration report.   |     |         |               |
| 3. To declare a final dividend of 0.5 pence per ordinary share.  |     |         |               |
| 4. To re-elect John Greenhalgh as a member of the Board.   |     |         |               |
| 5. To elect Eric Anstee as a member of the Board.  |     |         |               |
| 6. To elect John Kent as a member of the Board.  |     |         |               |
| 7. To re-appoint Rees Pollock, Chartered Accountants, as the auditors of the Company.  |     |         |               |
| 8. To authorise the directors to determine the Auditor's remuneration.   |     |         |               |
| 9. To grant authority to the directors to allot equity securities.   |     |         |               |
| 10. To disapply shareholders' rights of pre-emption on allotment of shares.  |     |         |               |
| 11. To disapply shareholders' rights of pre-emption on sale of treasury shares.  |     |         |               |
| 12. To authorise the directors to issue shares below the net asset value.  |     |         |               |
| 13. To authorise the Company to purchase its own shares.   |     |         |               |
| 14. To authorise the directors to call general meeting on not less than 14 clear days' notice.   |     |         |               |

**Notes for completion of proxy form**

1. Every shareholder has the right to appoint some other person(s) of their choice who need not be a shareholder as his proxy, to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. To appoint a person other than the Chairman please insert the name of your chosen proxy holder in the space provided. Unless you authorise your proxy to act in respect of your 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 specify next to their name the number of shares in relation to which they are authorised.
2. Please indicate how the proxy is to vote by placing an "X" in the appropriate box opposite each Resolution. If this form is signed and returned without any indication as to how the proxy is to vote, he will exercise his discretion both as to how he votes and as to whether or not he abstains from voting on any resolution put to the meeting including, without limitation, any resolution to adjourn the meeting or to amend a resolution.
3. Please execute and date the form of proxy. If the appointer is a corporation, this form of proxy must be executed under its common seal or under the hand of an officer, attorney or other person duly authorised in that behalf.
4. This form of proxy must be completed and deposited, together with the power of attorney, if any, under which it is signed or a copy of such power or authority certified notarially or in some other way approved by the Directors, with the Registrar of the Company, at least 48 hours before the time appointed for holding the meeting or adjourned meeting. The address of the Registrars is Capita Registrars, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
5. Only those shareholders registered on the register of members of the Company at 6pm on 16 August 2010 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the register of members thereafter will be disregarded in determining the rights of any person to attend or vote at the meeting.
6. Up to but no more than two proxies may be appointed in respect of shares comprised in the same holding. If more than one proxy is appointed a separate form of proxy should be completed for each person appointed and each form of proxy should show the number of shares to which it relates.
7. Any alteration made in this form of proxy should be initialled by the person (s) signing it.
8. In the case of joint holders, the vote of the senior (according to the order in which the names stand in the register in respect of the holding) who tenders a vote in person or by proxy will be accepted to the exclusion of the votes of the other joint holder (s).
9. Completion and return of this form of proxy will not preclude the appointer from attending and voting in person at the meeting.

Signature or common seal .....Dated..... 2010

Name.....Number of shares held.....

Please detach the attendance slip, if planning to attend the AGM, before posting the form of proxy to the registrars.

**City of London Group plc  
Attendance Slip  
Annual General Meeting**

To be held at: The City Club, 19 Old Broad Street, London EC2N 1DS on 18 August 2010, at 12:00 noon.

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please:

RSVP: Myo Sone, City of London Group plc, Mercury House, Triton Court, 14 Finsbury Square, London EC2A 1BR.

Tel: 0207 628 5518; Fax: 0207 628 8555; email: myo@cityoflondongroup.com

Name(s) of person(s) attending .....Date .....