

# CVS GROUP PLC

(the "Company")

## FORM OF PROXY

### GENERAL MEETING

I/We .....  
 (in block capitals please)  
 of .....

being (a) member(s) of the above-named Company, hereby appoint the chairman of the meeting or

Name of proxy	Number of shares in relation to which the proxy is authorised to act

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the general meeting of the Company to be held at 10.30 a.m. on 10 March 2010 and at any adjournment of the meeting.

Please tick here if this proxy appointment is one of multiple appointments being made

I/we request my/our proxy to vote in the manner indicated below:

ORDINARY RESOLUTION	FOR	AGAINST	WITHHELD
1. (granting the directors authority under section 551 of the Companies Act 2006 to allot shares or to grant rights to subscribe for or convert securities into shares)			
SPECIAL RESOLUTION			
2. (providing that the statutory pre-emption rights contained in section 561 of the Companies Act 2006 be disapplied)			

Dated ..... 2010 Signature.....

#### NOTES

- You are entitled to appoint one or more proxies of your own choice to exercise all or any of your rights to attend, speak and vote on your behalf at the meeting and any adjournment of it. You may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. You can only appoint proxies using the procedures set out in these notes. A proxy need not be a member of the Company.
- If you wish to appoint a proxy other than the chairman of the meeting, please insert their full name in the space provided and delete the words "the chairman of the meeting or". Please initial any such alteration. If you sign and return the form with no name in the space provided, the chairman of the meeting will be deemed to be your proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the name of the proxy the number of shares in relation to which they are authorised to act as your proxy. If you sign and return the form and leave this box blank your proxy will be deemed to be authorised 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).
- To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company's registrar, Computershare Investor Services PLC, on 0870 707 1656 or from outside the UK: +44 (0) 870 707 1656 (calls cost 10p per minute plus network extras, lines are open 8.30 a.m. - 5.30 p.m., Mon-Fri) or you may photocopy this form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Please therefore indicate in the box next to the name of the proxy 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 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. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid.
- Completion and return of this form of proxy (or such other instrument or CREST Proxy instruction (as defined in paragraph 11 below)) will not preclude you from attending and voting at the meeting in person if you wish to do so. If you do attend the meeting in person, your proxy appointments will automatically be terminated. If you wish a 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.
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- If you want your proxy to vote in a certain way on the resolutions specified please indicate with an "X" in the appropriate box above. If you fail to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. Your proxy can also do this on any other business which may come before the meeting, including amendments to resolutions and any procedural business.
- The "withheld" option on this form of proxy is provided to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a vote withheld in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "For" or "Against" a resolution.
- In the case of a corporation, this form of proxy must be executed under its common seal or signed on its behalf by its duly authorised officer, attorney or other person authorised to sign.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. 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).
- To be valid this form of proxy must be completed, signed and sent, together with any power of attorney or other authority under which it is signed, to the Company's registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to arrive no later than 10.30 a.m. on 8 March 2010 (or, in the event that the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment of such meeting 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. Please note the following:
  - 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 ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 (3RAS0) by the latest time(s) for receipt of proxy appointments specified in this form of proxy. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications 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 EUI does not make available special procedures in CREST for any particular messages. 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), to procure that his CREST sponsor or 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 timings.
  - The Company may treat as invalid a CREST Proxy instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- You may not use any electronic address provided in this proxy form to communicate with the Company for any purpose other than those expressly stated.

BUSINESS REPLY  
Licence no RRLU-BGHH-XJLX

**Computershare Investor Services PLC**  
**The Pavilions**  
**Bridgwater Road**  
**Bristol**  
**BS99 6ZY**

