

**NASSTAR PLC**

**FORM OF PROXY**

For use at the general meeting convened for Friday 8 July 2011 at 10.00am at the offices of Marriott Harrison, Staple Court, 11 Staple Inn Buildings, London WC1V 7QH.

I/We (BLOCK CAPITALS PLEASE)

.....

being a member/members of the Company, hereby appoint the Chairman of the Meeting (see note 1) or failing him:-

.....

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the General Meeting of the Company to be held on Friday 8 July 2011 at 10.00 am and at any adjournment thereof. My/our proxy is to vote as indicated below in respect of the resolutions set out in the notice of general meeting (see note 2).

Please complete the fourth column entitled "No. of shares in respect of which proxy direction is given" only if you require your proxy to act for you in respect of less than your entire holding of Nasstar Plc shares, and insert in the fourth column the number of shares in respect of which the direction is given.

**DATED:**.....2011

Signature.....

<b><u>ORDINARY RESOLUTION:</u></b>		<b><u>FOR*</u></b>	<b><u>AGAINST*</u></b>	<b><u>WITHHELD*</u></b>	<b><u>NO. OF SHARES IN RESPECT OF WHICH PROXY DIRECTION IS GIVEN</u></b>
1.	To authorise the directors to allot shares and rights to subscribe for shares.				
<b><u>SPECIAL RESOLUTION:</u></b>					
2.	To authorise the directors to allot shares and rights to subscribe for shares on a non pre-emptive basis.				

**\* TICK WHICHEVER IS DESIRED**

1. A Member may appoint a proxy of his own choice. If such an appointment is made, delete the words "the Chairman of the Meeting" and insert the name of the person appointed Proxy in the space provided.
2. If the appointor is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf. In the case of joint holders, the signature of any holder will be sufficient but the names of all the joint holders should be stated.

3. If this form is returned without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes or whether he abstains from voting. 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. Where no voting indication is given the proxy will vote or abstain at his/her discretion. The completion and return of this form of proxy will not affect the right of a member to attend, speak and vote in person at the meeting convened by this notice.
4. To be valid this form must be completed and deposited at the Registered Office of the Company not less than 48 hours before the date and time fixed for the holding of the Meeting or any adjourned meeting (excluding weekends and public holidays).
5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic appointment service may do so for the general meeting to be held on 8 July 2011 and any adjournment(s) thereof by utilising 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.
6. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (CREST Proxy Instruction) must be properly authenticated in accordance with CRESTCo’s 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 instructions given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent, Neville Registrars Limited (CREST Participant ID:R023) the latest time(s) for receipt of proxy appointments specified in the notice of general meeting and in note 4 of this form of proxy. For this purpose, the time of receipt shall be taken as the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company’s agent (Neville Registrars Limited) 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 CRESTCo 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 his/her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by a particular time. In this connection, CREST members and, where applicable, 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) of the Uncertificated Securities Regulations 2001.