

INTERNATIONAL PUBLIC PARTNERSHIPS

FORM OF PROXY

EXTRAORDINARY GENERAL MEETING OF INTERNATIONAL PUBLIC PARTNERSHIPS LIMITED TO BE HELD AT 12 NOON ON 15 JANUARY 2010 (the “**Meeting**”)

NAME OF REGISTERED
SHAREHOLDER

INVESTOR CODE

I/We hereby appoint the Chairman of the Meeting or
..... to be my/our proxy to attend, speak and, on a poll, vote on my/our behalf at the Extraordinary General Meeting of International Public Partnerships Limited (the “**Company**”) to be held at 12 noon on 15 January 2010 and at any adjournment thereof. I request my/our proxy to vote in the manner indicated below:

RESOLUTIONS

FOR AGAINST WITHHELD

- | | | | | |
|----|---|--------------------------|--------------------------|--------------------------|
| 1. | THAT the directors of the Company from time to time (the “ Board ”) be and are generally empowered in accordance with Article 40(5) of the Company’s articles of association (the “ Articles ”) (in substitution for any existing such power or authority) to allot up to 105,494,506 ordinary shares (within the meaning given in the Articles) for cash, as if the pre-emption provisions contained in Article 40 of the Articles did not apply to any such allotment, provided that: | ☐ | ☐ | ☐ |
| | (a) this power shall (unless previously revoked, varied or renewed by the Company) expire on the conclusion of the annual general meeting of the Company to be held in 2010, save that the Company may make prior to such expiry an offer or agreement which would or might require shares to be allotted after expiry of such period and the Board may allot shares pursuant to such an offer or agreement notwithstanding the expiry of the authority given by this resolution; and | | | |
| | (b) this power shall be limited to the allotment of ordinary shares of 0.01 pence each in the Company’s capital in connection with the firm placing, open offer and offer for subscription (as such terms are defined in the prospectus issued by the Company dated 16 December 2009, a copy of which is produced to the meeting and initialled by the Chairman for the purposes of identification). | | | |
| 2. | THAT the Company’s Articles be amended as detailed in the circular and notice of extraordinary general meeting dated 16 December 2009. | ☐ | ☐ | ☐ |
| 3. | THAT, conditional on resolution number 2 above being passed, the Board may, in respect of dividends declared for any financial period or periods of the Company ending prior to the next Annual General Meeting of the Company, offer shareholders the right to elect to receive further shares, credited as fully paid, in respect of all or any part of such dividend or dividends declared in respect of any such period or periods. | ☐ | ☐ | ☐ |

Date:

Signature:

NOTES

1. Only holders of the ordinary shares in the Company or their duly appointed representatives are entitled to attend, speak and vote at the Meeting. A member so entitled may appoint (a) proxy (ies) who need not be (a) member(s) to attend, speak and, on a poll, vote on his/her behalf.
2. A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him.
3. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please insert his/her name and delete "the Chairman of the Meeting or".
4. Please indicate with an "x" in the boxes how you wish your vote to be cast. Unless otherwise instructed, the person appointed a proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution and on any other business (including amendments to resolutions and procedural business) which may come before the Meeting.
5. The "Withheld" option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
6. This Form of Proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
7. In the case of joint holders, only one need sign this Form of Proxy, and such persons shall elect one of their number to vote. In default of such election the person whose name stands first in the Register of Members shall alone be entitled to vote.
8. To be valid this Form of Proxy must reach the Company's Registrar by no later than 12 noon on 13 January 2010.

Lodgement of a Form of Proxy does not prevent a member from attending the meeting in person.

Please return this Form of Proxy to the Company, c/o the Company's Registrar, Capita Registrars, Proxies Department, PO Box 25, Beckenham, Kent, BR3 4BR.