

**INTERIOR SERVICES GROUP PLC**  
**FORM OF PROXY FOR ANNUAL GENERAL MEETING**

I/We ..... (Shareholder’s name)  
of .....(Shareholder’s address)  
being (a) member(s) of the above named Company, hereby appoint the Chairman of the Meeting or  
.....

as my/our proxy to exercise all or any of my/our rights to attend and speak for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 8 December 2008 and at any adjournment thereof.

Number of share(s) (see notes 1 and 2):.....

**For the appointment of more than one proxy, please refer to Explanatory Note 1 and 2.**

Please tick here if this proxy appointment is one of multiple appointments made in respect of the same holding

I/We direct that my/our vote(s) be cast on the specified resolutions as indicated below. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

| RESOLUTIONS  | FOR                      | AGAINST                  | VOTE<br>WITHELD          |
|--|--------------------------|--------------------------|--------------------------|
| <b>Ordinary business</b>   |                          |                          |                          |
| 1. To receive the Reports and Accounts.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Report of the Board to the Shareholders on Directors’ Remuneration.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-appoint Deloitte & Touche LLP as auditors of the Company until the conclusion of the next general meeting at which accounts are laid.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To declare a final dividend for the year ended 30 June 2008 of 9.20 pence per ordinary share payable to shareholders on the register at the close of business on 14 November 2008.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-appoint J L Jeremy, who is retiring as a director of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-appoint M J Barnes, who is retiring by rotation in accordance with the Company’s Articles of Association, as a director of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-appoint R M Dantzig, who is retiring by rotation in accordance with the Company’s Articles of Association, as a director of the Company.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-appoint G V Aldridge, who is retiring in accordance with the Company’s Articles of Association, as a director of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Special business</b>  |                          |                          |                          |
| 9. To authorise the directors to exercise all powers of the Company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985 (the “Act”)).  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To authorise the directors pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) for cash and/or to sell equity securities held as treasury shares for cash pursuant to section 162D of the Act (or partly in one way and partly the other) in each case as if section 89 of the Act did not apply. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To authorise the Company pursuant to the provisions of article 53 of the Company’s Articles of Association to make one or more market purchases  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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(within the meaning of section 163(3) of the Act) of ordinary shares of 1p each in the capital of the Company.

12. To adopt revised regulations with effect from the termination of the Annual General Meeting as the Articles of Association of the Company.

Please indicate with an "X" in the appropriate box opposite the resolutions how you wish your vote to be cast; in the absence of any specific directions your proxy will vote (or abstain from voting) as he or she thinks fit on the specified resolutions.

Signed this                      day of    2008

.....(PLEASE SIGN HERE)

**NOTES:**

1. A proxy need not be a shareholder but must attend the meeting to represent you. If you wish to appoint someone other than the Chairman of the meeting, insert the name of the person you wish to appoint in block capitals in the space provided. If the proxy is being appointed in relation to less than your full entitlement, please indicate in the space provided below the proxy holder's name, the number of shares in relation to which the proxy is authorised to act. If that space is left blank, the proxy will be deemed to be authorised in respect of your full voting entitlement. Where you appoint someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments at the meeting on your behalf, you will need to appoint someone other than the chairman and give them the relevant instructions directly.
2. To appoint more than one proxy, you may photocopy this form. Please indicate in the space provided below the proxy holder's name, the number of shares in relation to which the proxy is authorised to act. If that space is left blank the proxy will be deemed to be authorised in respect of your full voting entitlement. Please also indicate by ticking the box provided if the proxy appointment is one of multiple appointments being given.
3. To be effective, this proxy form, fully completed, together with the power of attorney or any other authority under which it is executed (or a notarially certified copy thereof) must be lodged at the offices of the registrars, Capita Registrars (Proxies), PO Box 25, Beckenham, Kent BR3 4BR using the pre-paid envelope provided, not later than 48 hours before the time fixed for the meeting or any adjournment thereof.
4. If the shareholder is a corporation, this proxy form should be executed under its common seal, or signed on its behalf by a duly authorised officer or attorney.
5. In the case of joint holders the signature on this proxy form of any one holder will suffice but the vote of the first-named on the Register of Members will be accepted to the exclusion of the votes of other joint holders.
6. If you wish to appoint someone other than the Chairman of the Meeting, strike out the words "the Chairman of the Meeting", and insert, in block letters, the name of the person you wish to appoint in the space provided. A proxy need not be a shareholder.
7. Please indicate in the spaces provided how you wish your votes to be cast. Without such specific directions, the proxy will vote or abstain at his/her discretion.
8. Any alteration to this proxy form should be initialled.
9. The completion and return of this proxy form will not prevent a shareholder from attending the meeting and voting in person.
10. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the 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.

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 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 instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by

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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 provider(s) 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 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 provider(s) 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.