

PROXY VOTING FORM



Please FAX Back to **FAO Company Secretary 02890460573**
Extraordinary General Meeting
Open College Network Northern Ireland

Before completing this form, please read the explanatory notes	
'I' Member's Name	
'of' Member's Address	

A member of the above Company hereby appoint (see note 3)

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And failing him/her

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To vote for me and on my behalf at the Extraordinary General Meeting of the Company to be held on 26th April 2010 at 11am at the registered offices of the company at OCN Northern Ireland, 1st Floor, Unit 17, Pilot's View, Heron Road, Sydenham Business Park, Belfast BT3 9LE and at every adjournment thereof.

Please return your nomination by 2.30pm on Friday 23th April 2010

As witness my hand this (insert day) _____ day of (insert Month) _____ 2010

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

I direct my proxy to vote on the following resolutions as I have indicated by marking the appropriate box with an 'X'. If no indication is given, my proxy will vote or abstain from voting at his or her discretion.

Special Resolution	For	Against
"That the attached Memorandum and Articles of Company are adopted as the Memorandum and Company for OCN NI Limited immediately on the passing of this special resolution on 26 th April 2010"		

Signature	Date

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Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. 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.
3. A proxy must attend the meeting to represent you. It is usual to appoint as your proxy the Chair. If you wish to appoint a person other than the Chair of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chair, 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 on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly.
4. You may not appoint more than one proxy.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, the form must be:
 - completed and signed
 - sent or delivered to the Company Secretary at the Company's registered office, OCN Northern Ireland, 1st Floor, Unit 17, Pilot's View, Heron Road, Sydenham Business Park, Belfast BT3 9LE
 - received by the Company Secretary no later than Friday 23rd April at 2.30pm
7. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. 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.
9. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
10. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.