

CATTLES PLC

SCHEME CREDITORS' MEETINGS

FORM OF PROXY

THE SCHEME MEETING IS TO BE HELD AT THE ALBERT HALL CONFERENCE CENTRE, NORTH CIRCUS STREET, NOTTINGHAM NG1 5AA COMMENCING AT 10 AM ON TUESDAY 1 FEBRUARY 2011

PLEASE READ THE GENERAL INSTRUCTIONS BELOW AND THE GUIDANCE NOTES ON PAGE 9 BEFORE COMPLETING THIS FORM OF PROXY

General Instructions

1. This Form of Proxy is to be used by Scheme Creditors for the purposes of voting at meetings to consider the proposed scheme of arrangement between Cattles plc (*Cattles*) and its Scheme Creditors (the *Scheme*).
2. Terms used in this document which are not otherwise defined in this document have the same meanings as are given to them in the Scheme.
3. The High Court has convened the following two meetings of Scheme Creditors to vote on the Scheme:

	Meeting	Begins (approx time)
(a)	The Scheme Creditor Meeting for all Scheme Creditors apart from Cattles Staff Pension Fund Limited	10.00 am on 1 February 2011
(b)	The Scheme Creditor Meeting for the Pension Trustee	10.30 am on 1 February 2011

4. Before completing this Form of Proxy please also read the guidance notes on pages 9 to 11.
5. If necessary, please use additional sheets of paper to provide further information. If you do need additional sheets of paper, please ensure that each one is clearly marked with the name of the Scheme Creditor and the words "Form of Proxy – additional information", and also that it is clear to which Part of this form and to which question(s) any additional information relates. If you do use additional sheets of paper, please ensure that each one is securely fastened to your form.

Part B – Attendance at Scheme Creditor Meeting

I, being a Scheme Creditor, **will not** (delete as applicable) be attending the Scheme Creditor Meeting.^(iv)

If you are not attending the Scheme Creditors’ Meeting, but still wish to cast your vote, then you must appoint a proxy holder to attend and vote on your behalf by completing Part C of this Form of Proxy. You may appoint the Chairman of the Scheme Creditor Meeting as your proxy.

Part C – Appointment of proxy

I hereby appoint:

Name of Proxy ^(v)
1. IAN BARRY DEARING – a shareholder in Cattles plc
OR failing him
2. CHRIS STROUD- a shareholder in Cattles plc
OR failing him
3.

as **my** proxy holder to act for **me** at the Scheme Creditors’ Meeting held at the Albert Hall Conference Centre, North Circus Street, Nottingham NG1 5AA on 1 February 2011 at 10.00am, or any adjournment thereof, to vote on **my** behalf and as **my** proxy holder may elect or as hereinafter indicated in Part D of this form (Voting Direction) **and do hereby submit the attached Voting Direction and supporting information for the purposes of voting on the proposed Scheme.** I **am** entitled to attend the Scheme Creditors’ Meeting for the purposes of considering and, if thought appropriate agreeing (with or without modification) the Scheme (referred to in the notice summoning the Scheme Creditors’ Meetings).

This Form of Proxy must be signed below by the Scheme Creditor or a duly authorised individual on behalf of the Scheme Creditor. If you are a duly authorised representative, agent or attorney of a Scheme Creditor, please enter the capacity in which you have signed the form (for example director, partner or agent and/or attorney) below.^(vi)

A signature on this form shall constitute the giving of warranties that:

- (a) the signatory has been duly authorised by the relevant Scheme Creditor to sign the form on its behalf; and**

4.	Please state whether any party is jointly liable for the debt: ^(ix)
	Welcome Financial Services Limited and the directors, former directors and other officers of Cattles plc and Welcome Financial Services plc
5.	Please state the legal basis of your claim against Cattles: ^(x)
	Statute , common law and equity the basis of the actions set out in section 1 above
6.	Please state whether, so far as you are aware, anyone else has filed a Form of Proxy relating to your claim: ^(xi)
	No
7.	Please state any other facts of which you are aware that would assist the Company in considering your Claim: ^(xii)
	<p>Copy contract notes in relation to shares in Cattles plc may be attached.</p> <p>S793 notices and register of members of Cattles plc will confirm my interests.</p> <p>My present holding is of _____ shares in Cattles plc</p>

Guidance notes

- (i) The name of the Scheme Creditor should be the full legal name of the Scheme Creditor including (if relevant) its company number.
- (ii) If the Scheme Creditor is a company then the address given should be its registered address or the place to which correspondence should be directed. If the Scheme Creditor is an individual then the address given should be their home address or the place to which correspondence should be directed.
- (iii) Please give the name of the person for whose attention correspondence relating to your vote should be directed. The email address and telephone number requested at sections 4, 5 and 6 of Part A (General details) should be the email address, telephone and fax number at which this person may be reached.
- (iv) If you intend to attend the meeting in person, delete the words “will not”. You should leave the next part (Part C – Appointing a proxy) blank.

If you do not intend to attend the meeting in person, delete the word “will”. You must complete the next part (Part C – Appointing a proxy). Completion of Part C will not preclude you from attending, speaking and voting at the meeting (or any adjournment thereof) in person, if you wish to do so.

- (v) If you are attending the meeting then please leave this part blank.

If you do not intend to attend the meeting but wish to vote then you must appoint a proxy holder. Proxy holders may only be appointed using the procedures set out in this form. You may either appoint the Chairman of the meeting as your proxy holder or you may appoint a named individual as your proxy holder.

The proxy holder must be a person aged 18 or over or “Chairman of the Scheme Meeting”. If you wish to provide for alternative proxy holders in the event that your first choice is unable to attend please state the names of the alternatives as well.

You must instruct your proxy to vote “FOR”, “AGAINST” or “ABSTENTION” or to vote at the “PROXY HOLDER’S DISCRETION” regarding the Scheme by marking the appropriate box in the table in Part D – Voting Direction.

If you appoint the Chairman of the Scheme Creditor Meeting to be your proxy, you must specifically direct the chairman to vote either for the approval, or for the rejection, of the resolutions. If the Chairman of the Scheme Creditor Meetings is appointed as proxy, but is not given specific directions on how to vote, that vote will be invalid.

If you appoint a person other than the Chairman of the Scheme Creditor Meeting as your proxy holder, that person must personally attend the meeting and provide evidence (for example, a deed of assignment or a letter of authority) satisfactory to the Chairman of the meeting of their authority to act on your behalf to submit the vote.

Failure to provide such evidence of authority on behalf of one or more Scheme Creditors will invalidate the forms in respect of those Scheme Creditors only.

- (vi) Should you attend the meeting on behalf of a Scheme Creditor, evidence (for example, a deed of assignment or a letter of authority) satisfactory to the Chairman of the meeting of authority to act on their behalf is required.

Failure to provide suitable evidence could result in your exclusion from the meeting.

- (vii) The description of the nature of your claim against Cattles and how it arose should describe the circumstances giving rise to the claim in sufficient detail for the Scheme Supervisors to determine the validity of that claim and its amount.

This should include, for example, the date on which any relevant agreement was signed and the date and location of any relevant events. If the claim derives from the Scheme Creditor having been a holder of, or being interested in, notes issued by Cattles, then you should include details of the Scheme Creditor's holding or interest, including the date on which and value at which it was bought and sold (if applicable).

Cattles may request further information from Scheme Creditors in relation to any claims for the purposes of agreeing the quantum of the claim for voting purposes.

- (viii) Please explain the value given to your claim.

The value of the claim should be expressed in Sterling unless the claim arises in another currency. If the claim arises in another currency then you should explain why it does, and express the value of the claim in the relevant currency.

If the claim is the sum of a number of amounts (e.g. a principal amount, plus interest), then you should state what those constituent amounts are and what they represent. Other amounts could include, for example, lease rental obligations, dilapidations claims, VAT etc.

Where insufficient space has been provided to detail all the components of your claim, such as is likely to be the case for complex leasehold liability claims, please provide your calculations and assumptions on additional sheets of paper. Please securely fasten such additional sheets to your claim form, clearly marking each one with the name of the Scheme Creditor and making clear to which question this additional information relates.

- (ix) If any other parties are jointly liable with Cattles for the debt, please identify the parties in question and specify the nature of the claim against each one.

- (x) When stating the legal basis of the liability of Cattles, you should explain the legal nature of the claim that the Scheme Creditor is making, e.g. "claim for a debt owed under a credit facility" or "claim for breach of contract".

