

# Pinewood Shepperton plc

## Form of Proxy

Form of Proxy for use by members of Pinewood Shepperton plc at the Extraordinary General Meeting to be held at the offices of JPMorgan Cazenove, 20 Moorgate, London EC2R 6DA at 10.45 am on 19 June 2006 or as soon thereafter as the Annual General Meeting of the Company shall have been concluded or adjourned.

I/We being a member/members of the above-named Company, hereby appoint the following person(s):

.....  
or, failing whom, the Chairman of the Meeting as my/our proxy to attend and, on a poll, to vote on my/our behalf at the Extraordinary General Meeting of the Company to be held at 10.45 am on 19 June 2006 or as soon thereafter as the Annual General Meeting of the Company shall have been concluded or adjourned at the offices of JPMorgan Cazenove, 20 Moorgate, London EC2R 6DA (or at any adjournment thereof). I/We direct that my/our proxy will vote (or abstain from voting) on a poll on the resolution set out in the Notice of Extraordinary General Meeting as indicated below:

### Resolution

For    Against    Abstain

To adopt the Pinewood Shepperton plc 2006 Long-Term Incentive Plan and the Employee Benefit Trust to be established for use in connection with the Plan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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PLEASE COMPLETE THE DETAILS BELOW IN BLOCK CAPITALS AND SIGN AND DATE WHERE INDICATED

.....  
Signature of shareholder or common seal/signature of duly authorised officer of corporate shareholder

*Note: If joint shareholders, only one joint holder need sign.*

Print name ..... Date .....

**Please return this Form of Proxy in the reply-paid envelope provided to Lloyds TSB Registrars, The Causeway, West Sussex BN99 6ZX so as to arrive by 10.45 am on 17 June 2006. Alternatively, if you hold your shares in uncertificated form, you may appoint a proxy using the CREST electronic proxy appointment service, details of which are set out in Note 3 to the Notice of Extraordinary General Meeting.**

### Notes:

1. A proxy need not be a member of the Company but must attend the Meeting to represent you. You may appoint as your proxy a person of your own choice by inserting his/her name in the space provided. If no name is inserted in the space provided the Chairman will be deemed appointed as the proxy.
2. Please indicate with a cross in the appropriate box how you wish your votes to be cast. In the absence of any specific direction, the proxy will vote (or abstain from voting) at his or her discretion. On any other business which properly comes before the Extraordinary General Meeting (including any motion to amend the resolution or to adjourn the Meeting) the proxy will vote or abstain at his or her discretion.
3. To be valid, this Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be received by not later than 10.45 am on 17 June 2006.
4. Completion and return of this Form of Proxy will not prevent you from attending and voting at the Extraordinary General Meeting if you so wish.
5. In the case of a corporate shareholder, this Form of Proxy should either be executed by the Company under seal or signed by two Directors or a Director and the secretary or other duly authorised officer.
6. In the case of joint holders, the vote of the first-named in the register of members of the Company will be accepted to the exclusion of that of other joint holders.