

GROUP NBT PLC

Form of proxy

I/We (name)

(Please complete in BLOCK CAPITALS)

of (address)

being (a) member(s) of the Company hereby appoint the Chairman of the meeting (see note 3 below)

or (name of proxy)

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the offices of Nabarro LLP, Lacon House, 84 Theobald's Road, London WC1X 8RW at 10.00 a.m. on 26 November 2009 and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions as indicated in the notes below:

ORDINARY RESOLUTIONS	Vote		
	For	Against	Withheld
1. To receive and adopt the Annual Report and Accounts			
2. To approve the payment of the proposed dividend of 2.0 pence per share			
3. To receive and approve the Directors' Remuneration Report			
4. To re-elect John Parcell as Director			
5. To re-elect Raj Nagevadia as Director			
6. To reappoint BDO LLP as auditors			
7. To authorise the Directors to agree the auditors' remuneration			
8. To authorise the Directors to allot shares pursuant to section 551 of the Companies Act 2006			
SPECIAL RESOLUTIONS			
9. To disapply the statutory pre-emption rights for certain issues of shares			
10. To authorise the Company to purchase its own shares			
11. Subject to the passing of resolution 12, to delete the Memorandum of Association of the Company			
12. To adopt the New Articles in substitution for and to the exclusion of the existing Articles of the Company.			

Names of joint holders (if any).....

Signature dated

NOTES

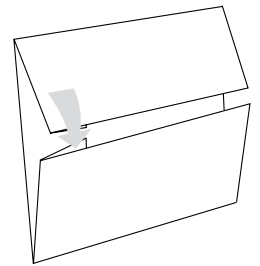
1. Please indicate with an 'X' in the appropriate box how you wish the proxy to vote. Unless so instructed, the proxy will vote or abstain as he thinks fit. The proxy will act at his discretion in relation to any other business arising at the meeting (including the resolution to amend a resolution or to adjourn the meeting).
2. As a member of the Company entitled to attend and vote at the above meeting, you are entitled to appoint one or more proxies to attend and vote in your place on a poll. A proxy need not be a member of the Company but must attend the meeting in person to represent you. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. If you wish to appoint a proxy other than the Chairman of the meeting please delete the words 'Chairman of the meeting' and insert the name(s) and address(es) of the person(s) you wish to appoint. If you sign and return this proxy form with no name inserted in the relevant space, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy 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 on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. If you appoint more than one person to act as proxy the number of shares in respect of which each such proxy is to vote must be specified. In the absence of any specific direction, a proxy shall be deemed to be entitled to vote in respect of all the shares in the relevant holding. Any alteration or deletion must be signed or initialled.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. 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 be effective, this Form of Proxy and any power of attorney or other authority (if any) under which it is executed (or a duly notarially certified copy of any such power of attorney or authority), must be lodged either, in the case of hard copies, at the offices of the Company's registrars, Capita Registrars, Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, or in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the Notice, and in either case, not less than 48 hours before the time for holding the meeting.
6. Where the member is a corporation this Form of Proxy must be under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
7. In the case of joint holders, only one need sign this Form of Proxy, but the name of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the Register of Members in respect of the joint holding (the first-named being the most senior).
8. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. Deposit of a form of proxy does not preclude you from attending and voting in person at the meeting or at any adjournment thereof.

Business Reply
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Capita Registrars
Proxies Department
PO Box 25
34 Beckenham Road
Beckenham
Kent BR3 4BR

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