

Macfarlane Group plc

ANNUAL GENERAL MEETING TO BE HELD ON 9th May 2006

Statement of Forms of Proxy received up to 48 hours before the time of the Meeting at
Lloyds TSB Registrars, The Causeway, Worthing, West Sussex, appointing the Chairman of the meeting

Resolution Number	FOR		DISCRETIONARY		AGAINST		ABSTENTIONS		TOTAL VOTE
	No. of Votes	No. of Cards	No. of Votes	No. of Cards	No. of Votes	No. of Cards	No. of Votes	No. of Cards	
1	46,763,531	199	95,828	19	5,000	1	2,809	2	46,867,168
2	46,690,486	182	96,633	20	76,079	15	3,970	4	46,867,168
3	46,757,053	194	96,633	20	13,482	7	0	0	46,867,168
4	46,745,226	195	99,030	21	22,912	5	0	0	46,867,168
5	46,740,340	191	96,940	20	27,888	8	2,000	2	46,867,168
6	39,711,049	184	102,615	22	7,038,495	9	15,009	6	46,867,168
7	39,738,490	192	96,633	20	7,026,010	7	6,035	2	46,867,168
8	39,383,589	174	96,633	20	7,069,788	19	317,158	8	46,867,168

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TOTAL NUMBER OF CHAIRMAN'S PROXY VOTES FOR USE IN THE EVENT OF A POLL

Resolution Number	FOR/DISCRETION		AGAINST		TOTAL	
	No. of Votes	No. of Cards	No. of Votes	No. of Cards	No. of Votes	No. of Cards
1	46,859,359	218	5,000	1	46,864,359	219
2	46,787,119	202	76,079	15	46,863,198	217
3	46,853,686	214	13,482	7	46,867,168	221
4	46,844,256	216	22,912	5	46,867,168	221
5	46,837,280	211	27,888	8	46,865,168	219
6	39,813,664	206	7,038,495	9	46,852,159	215
7	39,835,123	212	7,026,010	7	46,861,133	219
8	39,480,222	194	7,069,788	19	46,550,010	213

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for Lloyds TSB Registrars
The Causeway
Worthing
West Sussex
BN99 6DA