

**PROXY FORM
TOUCHSTONE GROUP PLC
(the "Company")
(Incorporated in England and Wales with registered number 03537238)**

For use at the Annual General Meeting of the Company to be held at 2.30 p.m. on 5th September 2013 at 3rd Floor, 1 Triton Square, London NW1 3DX

Before completing this form, please read the explanatory notes below

I/We
(BLOCK CAPITALS PLEASE)

of
(ADDRESS)

.....
(NAME AND ADDRESS)

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 2.30 p.m. on 5th September 2013 and at any adjournment thereof.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

	Resolutions	For	Against
1.	Adoption of directors' report and accounts		
2.	Re-elect David Tiplady Thompson as a director		
3.	Re-appoint Baker Tilly UK Audit LLP as auditors		
4.	To approve the loan of £350,000 to be made by the Company to Keith Birch in accordance with the provisions of section 197 of the Companies Act 2006		
5.	Authority of directors to allot shares and grant rights		
6.	Disapplication of statutory pre-emption rights		

Please indicate how you wish to vote with a tick in the appropriate box. If no indication is given, your proxy will be deemed to have the authority to vote or abstain at his/her discretion.

Signature..... Dated.....2013

Notes:

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 the meeting. 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 does not need to be a member of the Company, but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name and address where indicated above, and delete the words "the Chairman of the meeting". If you sign and return this proxy form with no name inserted above, 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.
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. To appoint more than one proxy you will need a separate proxy form in relation to each appointment. Please state clearly on each proxy form the number of shares in relation to which the proxy is appointed. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Capita Registrars at the address in note 6 below.
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 this form must be:
 - completed and signed;
 - sent or delivered to Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
 - received by Capita Registrars no later than 2.30 p.m. on 3rd September 2013.
7. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer or an attorney for the company.
8. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, the signature of only one of the joint holders is required on the proxy form, but the names of all joint holders should be stated. The vote (whether in person or by proxy) of the first named on the register of member of the Company will be accepted to the exclusion of the other joint holders.