

**Chaucer Holdings PLC**

Annual General Meeting to be held on Thursday 21 May 2009 at 12.00 noon

Summary of Forms of Proxy received by Tuesday 19 May 2009 at 12.00 noon  
 being 48 hours before the time of the meeting, and conforming to Regulation 41 of the Uncertificated Securities Regulations 2001,  
 at Equiniti.

Resolution		For				Against				Discretion				Vote Withheld				Total without Vote Withheld				Total			
		No. of Cards	No. of Votes	% of Vote	% of Cap	No. of Cards	No. of Votes	% of Vote	% of Cap	No. of Cards	No. of Votes	% of Vote	% of Cap	No. of Cards	No. of Votes	% of Vote	% of Cap	No. of Cards	No. of Votes	% of Vote	% of Cap	No. of Cards	No. of Votes	% of Vote	% of Cap
<b>1</b>	To receive the Directors' Report & Financial Statements	238	289,332,184	99.89%	52.79%	3	160,423	0.06%	0.03%	11	60,242	0.02%	0.01%	2	110,753	0.04%	0.02%	252	289,552,849	100.00%	52.83%	254	289,663,602	100.00%	52.85%
<b>2</b>	To approve the Remuneration Report	216	277,648,307	95.85%	50.66%	16	648,620	0.22%	0.12%	12	65,356	0.02%	0.01%	10	11,301,319	3.90%	2.06%	244	278,362,283	100.00%	50.79%	254	289,663,602	100.00%	52.85%
<b>3</b>	To re-elect Ewen Gilmour as a director	227	288,761,059	99.69%	52.68%	11	602,563	0.21%	0.11%	11	60,242	0.02%	0.01%	5	239,738	0.08%	0.04%	249	289,423,864	100.00%	52.81%	254	289,663,602	100.00%	52.85%
<b>4</b>	To re-elect Mark Graham as a director	217	285,632,661	98.61%	52.11%	24	3,619,518	1.25%	0.66%	11	60,242	0.02%	0.01%	4	351,181	0.12%	0.06%	252	289,312,421	100.00%	52.79%	256	289,663,602	100.00%	52.85%
<b>5</b>	To re-elect Richard Scholes as a director	222	285,992,183	98.73%	52.18%	22	3,558,725	1.23%	0.65%	11	60,242	0.02%	0.01%	2	52,452	0.02%	0.01%	255	289,611,150	100.00%	52.84%	257	289,663,602	100.00%	52.85%
<b>6</b>	To re-appoint Ernst & Young LLP as auditors	234	289,409,132	99.91%	52.80%	4	169,247	0.06%	0.03%	12	65,356	0.02%	0.01%	3	19,867	0.01%	0.00%	250	289,643,735	100.00%	52.85%	253	289,663,602	100.00%	52.85%
<b>7</b>	To authorise allotments of ordinary shares	219	270,984,866	93.55%	49.44%	8	6,264,147	2.16%	1.14%	12	62,146	0.02%	0.01%	16	12,352,443	4.26%	2.25%	239	277,311,159	100.00%	50.60%	255	289,663,602	100.00%	52.85%
<b>8</b>	To disapply Section 89 of the Companies Act 1985	222	286,919,073	99.05%	52.35%	16	2,486,463	0.86%	0.45%	12	62,146	0.02%	0.01%	8	195,920	0.07%	0.04%	250	289,467,682	100.00%	52.81%	258	289,663,602	100.00%	52.85%
<b>9</b>	To authorise the purchase of ordinary shares	228	289,407,457	99.91%	52.80%	10	78,384	0.03%	0.01%	12	65,356	0.02%	0.01%	3	112,405	0.04%	0.02%	250	289,551,197	100.00%	52.83%	253	289,663,602	100.00%	52.85%
<b>10</b>	To approve amendments to the Articles of Association (effective 1 October 2009)	228	289,446,987	99.93%	52.81%	6	22,523	0.01%	0.00%	14	63,118	0.02%	0.01%	5	130,974	0.05%	0.02%	248	289,532,628	100.00%	52.83%	253	289,663,602	100.00%	52.85%
<b>11</b>	To approve amendments to the Articles of Association (effective 21 May 2009)	230	289,450,546	99.93%	52.81%	8	35,494	0.01%	0.01%	11	60,242	0.02%	0.01%	4	117,320	0.04%	0.02%	249	289,546,282	100.00%	52.83%	253	289,663,602	100.00%	52.85%
<b>12</b>	To authorise calling of general meetings on 14 clear days notice	231	285,167,024	98.45%	52.03%	11	4,330,090	1.49%	0.79%	11	60,242	0.02%	0.01%	3	106,246	0.04%	0.02%	253	289,557,356	100.00%	52.83%	256	289,663,602	100.00%	52.85%
<b>13</b>	To adopt a new approved Savings-Related Share Option Scheme	233	289,385,419	99.90%	52.80%	8	137,187	0.05%	0.03%	11	60,242	0.02%	0.01%	2	80,754	0.03%	0.01%	252	289,582,848	100.00%	52.83%	254	289,663,602	100.00%	52.85%

**Capital** 548,091,645