

LITCOMP PLC (Company)

FORM OF PROXY

For use at the General Meeting of the Company

Before completing this form, please read the explanatory notes below

I/We
(Please insert full name(s) and address(es) in block capitals)

of

being a member/members of the Company hereby appoint the Chairman of the meeting or

--

(see Note 3)

as my/our proxy to attend, speak and vote for me/us on my/our behalf as directed below at the General Meeting of the Company to be held at 10.00 a.m. on 11 December 2009 at the offices of Seymour Pierce Limited at 20 Old Bailey, London, EC4M 7EN and at any adjournment thereof. My/Our proxy is to vote as indicated by the marking of an "X" in the appropriate box below. 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 properly put before the meeting.

RESOLUTION	For	Against	Vote withheld	Discretionary
THAT the proposed management roll over and Executive Directors' incentivisation scheme, the principal terms of which are summarised in paragraph 6 of Appendix III of the offer document dated 25 November 2009 issued by Torridon Capital Limited ("the Offeror") and containing the recommended cash offer by the Offeror for the Company, be and are hereby approved.				

Signature Date

Notes to the proxy form

- In order to comply with the requirements of the Panel on Takeovers and Mergers and Rule 16 of the City Code on Takeovers and Mergers, the ordinary resolution set out above will be taken on a poll and only the votes of the Independent Shareholders (as defined in the Offer Document) will be counted for this purpose.
- 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 a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy (enclosed).
- 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.
- 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 in the box. If you sign and return the Form of Proxy with no name inserted in the box, 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.
- You may appoint more than one proxy provided that 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, please contact Capita Registrars, Proxy Department The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, telephone number (during normal business hours only) 0871 664 0300 (calls cost 10p a minute plus network extras, lines are open 8.30 a.m.-5.30 p.m. Mon-Fri), overseas shareholders should telephone +44 208 639 3399.
- To direct your proxy how to vote on the resolution mark the appropriate box with an 'X'. To abstain from voting on the 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 you either select the "Discretionary" option or 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.
- To appoint a proxy using the Form of Proxy, the form (together with any authority under which it is signed, or a certified copy of such authority) must be:
 - completed and signed;
 - sent or delivered to Capita Registrars Proxy Department, (during normal business hours) The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
 - received by Capita Registrars no later than 10.00 a.m. on 9 December 2009.
- In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company authorised for that purpose and in accordance with the provisions of section 44 of the Companies Act 2006 (if applicable).
- Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
- As an alternative to completing this hard-copy Form of Proxy, you can appoint a proxy electronically. To do this log on to www.capitaregistrars.com and select "Account Registration" then enter your surname, Investor code, postcode and email address. Create a password and click "Register" to proceed. You will be able to vote immediately by selecting "Proxy Voting" from the menu. For an electronic proxy appointment to be valid, your appointment must be received by Capita Registrars no later than 10.00 a.m. on 9 December 2009.
- CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Capita Registrars ID RA10 by 10.00 a.m. on 9 December 2009.
- In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- For details of how to change your proxy instructions or revoke your proxy appointment please see the notes to the note of the meeting.

BUSINESS REPLY PLUS
Licence No. MB122



**Capita Registrars
Proxy Department
PO Box 25
Beckenham
Kent
BR3 4BR**