

Rok plc invites you to attend the Annual General Meeting of the Company to be held at **Woodbury Park Hotel, Golf & Country Club, Woodbury Park, Woodbury, Exeter EX5 1JJ**, on 1 May 2008 at 12.00 Noon.

Shareholder Reference Number

Form of Proxy - Annual General Meeting to be held on 1 May 2008

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0870 707 1274 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at the close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0870 707 1274 to request a change of address form or go to www.computershare.co.uk to use the online Investor Centre service.
7. Any alterations made to this form should be initialled.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person.

To be effective, all votes must be lodged at the office of the Company's registrars at:

Computershare Investor Services PLC, PO Box 82, The Pavilions, Bridgwater Rd, Bristol BS99 7FA by 29 April 2008 at 12.00 Noon

ALTERNATIVELY YOU CAN LODGE YOUR PROXY USING THE INTERNET 24 HOURS A DAY 7 DAYS A WEEK

All Named Holders:



To Vote Using the Internet

Go to the following website:

www-uk.computershare.com/Investor/Proxy/

You will be asked to enter the Shareholder Reference Number (SRN) and PIN as printed opposite and agree to certain terms and conditions.

SRN.

PIN.

Poll Card

To be completed **only** at the AGM if a Poll is called.

Ordinary Business

	For	Against
1. To approve the financial statements, the directors' and the auditors' reports for the year ended 31 December 2007.	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend of 2.35p per ordinary share payable on 9 May 2008.	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Stephen Pettit as a director.	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect John Samuel as a director.	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint KPMG Audit Plc as auditors of the Company and authorise the directors to agree their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the directors' remuneration report for the year ended 31 December 2007.	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

	For	Against
7. That the Directors be generally and unconditionally authorised to allot ordinary shares up to an aggregate nominal amount equal to £1,170,480.	<input type="checkbox"/>	<input type="checkbox"/>
8. That the Directors be generally and unconditionally authorised to allot ordinary shares other than on a pre-emptive basis up to an aggregate nominal amount equal to £177,345.	<input type="checkbox"/>	<input type="checkbox"/>
9. That the Company be generally and unconditionally authorised to make market purchases of 17,734,456 ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>
10. That the Company's Articles of Association be amended, as set out in the Notice of Meeting, to remove the upper age limit of directors.	<input type="checkbox"/>	<input type="checkbox"/>
11. That the Company's Articles of Association be amended, as set out in the Notice of Meeting, to enable shareholders to appoint multiple proxies.	<input type="checkbox"/>	<input type="checkbox"/>
12. That the Remuneration Committee be authorised to make certain changes to the Rok Long Term Incentive Plan (the 'LTIP'), as set out in the Notice of Meeting.	<input type="checkbox"/>	<input type="checkbox"/>

Signature _____

Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



I/We hereby appoint the Chairman of the Meeting OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).*

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Rok plc to be held at

Woodbury Park Hotel, Golf & Country Club, Woodbury Park, Woodbury, Exeter EX5 1JJ on 1 May 2008 at 12.00 Noon, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

Ordinary Business

	For	Against	Vote Withheld
1. To approve the financial statements, the directors' and the auditors' reports for the year ended 31 December 2007.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend of 2.35p per ordinary share payable on 9 May 2008.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Stephen Pettit as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect John Samuel as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint KPMG Audit Plc as auditors of the Company and authorise the directors to agree their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the directors' remuneration report for the year ended 31 December 2007.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

	For	Against	Vote Withheld
7. That the Directors be generally and unconditionally authorised to allot ordinary shares up to an aggregate nominal amount equal to £1,170,480.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. That the Directors be generally and unconditionally authorised to allot ordinary shares other than on a pre-emptive basis up to an aggregate nominal amount equal to £177,345.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. That the Company be generally and unconditionally authorised to make market purchases of 17,734,456 ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. That the Company's Articles of Association be amended, as set out in the Notice of Meeting, to remove the upper age limit of directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. That the Company's Articles of Association be amended, as set out in the Notice of Meeting, to enable shareholders to appoint multiple proxies.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. That the Remuneration Committee be authorised to make certain changes to the Rok Long Term Incentive Plan (the 'LTIP'), as set out in the Notice of Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/we instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

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