

**ENDACE LIMITED**

Incorporated in New Zealand with registered number 151 7930

**(the "Issuer Company")**

**FORM OF DIRECTION**

Form of direction for completion by holders of Depository Interests representing shares on a one for one basis in the Issuer Company in respect of the annual meeting of the Issuer Company at the offices of Endace Europe Limited, Davidson House, Forbury Square, Reading, Berkshire RG1 3EU, United Kingdom on Wednesday 28 July 2010 at 9.30 am BST

I/We (name of shareholder) \_\_\_\_\_

of (address) \_\_\_\_\_

*(Please insert full name(s) and address(es) in BLOCK CAPITALS.)*

being a holder of Depository Interests representing shares in the Issuer Company hereby instruct Capita IRG Trustees Limited, the Depository, to vote for me/us and on my/our behalf in person or by proxy at the annual meeting of the Issuer Company to be held on the above date (and at any adjournment thereof) as directed below.

*(Tick the box that applies)*

**General Business**

	For	Against	Withhold
1. Adoption of Directors' Report, the Financial Statements and the Auditor's Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Mark Giles as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Selwyn Pellett as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Michael Riley as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-appointment of auditor and authorising directors to fix auditor's fees and expenses	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Authorising non-executive directors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*(Tick the box that applies)*

**Special Business**

	For	Against	Withhold
7. Authority to allot Relevant Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Dis-application of Pre-Emptive Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature:.....

Date: .....

**Notes:**

1. To be effective, this form of direction and the power of attorney or other authority (if any) under which it is signed, or a notarised or otherwise certified copy of such power or authority, must be deposited with Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 72 hours before the time appointed for holding the meeting.
2. Any alterations made to this form of direction should be initialled.
3. In the case of a corporation this form of direction should be given under its common seal or under the hand of an officer or attorney duly authorised in writing.
4. Please indicate how you wish your votes to be cast by ticking the box provided. On receipt of this form duly signed, you will be deemed to have authorised Capita IRG Trustees Limited to vote, or to abstain from voting, as directed above. Please note that if you tick the "withhold" box, such a vote is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolution.