

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 Tuesday 26 July 2011 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.

Please indicate with an "X" in the spaces below how you wish your vote to be cast. If no indication is given, you will be deemed as instructing the Depository to abstain from voting.

General Business	For	Against	Abstain / Withhold
1. To receive the Directors' Report, the Financial Statements and the Auditors' Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To elect Clayton Wakefield as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect John Scott as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mark Rowan as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint auditors and authorise directors to fix auditors' fees and expenses	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise non-executive directors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
 Special Business	 For	 Against	 Abstain / Withhold
7. To authorise the Company to allot Relevant Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To authorise the Disapplication 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 notarially or otherwise certified copy of such power or authority, must be deposited at Capita Registrars, PXS, 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 placing "X" in 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 per your instructions.
5. Depository Interests held in uncertificated form (i.e. in CREST), representing shares on a one for one basis in the Issuer Company, may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
6. The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The person appointed proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
7. Depository Interest holders wishing to attend the meeting should contact the Depository at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or email custodymgt@capitaregistrars.com by no later than 3:00 pm on 21 July 2011.