

**ENDACE LIMITED**

Incorporated in New Zealand with registered number 151 7930

(the "Company")

**PROXY FORM**

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

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

*(Please insert full name(s) and address(es) in BLOCK CAPITALS. If shares are held jointly, enter details of other joint holders.)*

appoint (name) \_\_\_\_\_

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

or failing him/her (name) \_\_\_\_\_

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

or failing him/her the chairperson of the Company as my proxy to exercise my vote at the annual meeting of shareholders of the Company to be held 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, and at any adjournment of that meeting.

*(Please note that if the shares are held jointly, the appointment made in this section is made on behalf of each joint holder.)*

**Voting Instructions**

I direct my proxy to vote in the following manner:

*(Tick the box that applies)*

| <b>General Business</b>   | 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)

| <b>Special Business</b>                   | 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"/> |

*(Please note that if the shares are held jointly, the voting instructions given in this section are given on behalf of each joint holder.)*

Signature:..... Date: .....

**Notes:**

1. As a shareholder you may attend the meeting and vote, or you may appoint a proxy to attend the meeting. A proxy need not be a shareholder of the Company.
2. If you are joint holders of shares each of you must sign this proxy form.
3. To be effective, this proxy form 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 at Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 48 hours before the time fixed for the meeting or any adjourned meeting.
4. Any alterations made to this form of proxy should be initialled.
5. In the case of a corporation this proxy should be given under its common seal or under the hand of an officer or attorney duly authorised in writing.
6. If you wish to appoint a proxy please indicate how you wish your votes to be cast by ticking the box provided. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he or she thinks fit. 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.