

LIBERTY INTERNATIONAL – ANNUAL GENERAL MEETING 18 APRIL 2008

FORM OF PROXY



Completion instructions:

1. Print form
2. Mark with an 'X' against each resolution how you wish to vote
3. Sign and date form, enter name in capitals and **state investor code (UK) or shareholder reference number (SA)**
4. Either fax, email as an attachment or post to the relevant registrar as shown below under "Despatch instructions" below

I/We being a member/members of the company hereby appoint the Chairman of the meeting or (see note 1)

Multiple proxies only (see note 2)

Please tick here if this proxy appointment is one of multiple appointments being made.

Enter here the number of shares for which the proxy is authorised to act. shares

as my/our proxy to vote for me/us and to act on my/our behalf at the Annual General Meeting of the company to be held on 18 April 2008 and at any adjournment thereof. Please indicate with an 'X' in the space below how you wish your vote to be cast (note 3).

RESOLUTION	Please mark 'X' to indicate how you wish to vote		
Ordinary Business	For	Against	Vote Withheld
1 To receive the accounts and the reports of the Directors and the Auditors for the year ended 31 December 2007	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To declare a final ordinary dividend of 17.6p per share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Sir Robert Finch as a Director (Chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Mrs K.E. Chaldecott as a Director (executive)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Mr I.J. Henderson as a Director (non-executive)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Mr R. Rowley as a Director (non-executive)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Mr R.W.T. Buchanan as a Director (non-executive, nine years' service)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Mr G.J. Gordon as a Director (non-executive, more than nine years' service)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect Mr M. Rapp as a Director (non-executive, more than nine years' service)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To re-appoint PricewaterhouseCoopers LLP as Auditors and to authorise the Audit Committee to determine their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

RESOLUTION	Please mark 'X' to indicate how you wish to vote		
Special Business	For	Against	Vote Withheld
11 To approve the Directors' remuneration report for the year ended 31 December 2007 (Ordinary Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To authorise the Directors to allot the unissued share capital for a period expiring at the conclusion of the Annual General Meeting of the company to be held in 2009 or 18 July 2009 if earlier (Ordinary Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 To disapply the pre-emption provisions of Section 89(1) of the Companies Act 1985, to the extent specified (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 To authorise the company to purchase its own shares (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 To extend and amend the Executive Share Option Scheme (Ordinary Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 To extend and amend the Incentive Share Option Scheme (Ordinary Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 To adopt Revised Articles of Association of the company with immediate effect (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 To adopt further Revised Articles of Association of the company with effect from 1 October 2008 (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To assist with arrangements, if you intend attending the meeting in person please place an 'X' in the box opposite

Signature

Date

Name of shareholder (please print):

Investor code (UK)/Shareholder reference number (SA)

(This is important – please provide. It can be found on your last dividend advice)

Despatch instructions:

If you are a shareholder on the UK Register:

Fax to: +44 (0)20 8639 2180

Or email to: kgillen@capitaregistrars.com

Or post to (stamp required):

Proxies, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU

Contact number for queries:

UK: 0871 664 0300 (calls cost 10p per minute plus network extras)

Outside UK: +44 20 8639 2342

Alternatively, UK registered shareholders may vote electronically via the registrar's website www.capitaregistrars.com/shareholders

For shares held in CREST, please send this form to your CREST sponsor or voting service. To vote electronically via CREST, refer to the "For CREST Members Only" note in the Notice of Annual General Meeting.

If you are a shareholder on the South African Register:

Fax to: +27 (0)11 688 5238

Or email to: proxy@computershare.co.za

Or post to (stamp required):

Proxies, Computershare, PO Box 61051, 2107 South Africa

Contact number for queries:

+27 (0)11 370 5000

For shares held via a CSDP or broker, please send this form to your CSDP or broker.

Notes

- 1 A member is entitled to appoint a proxy of his own choice. If any other proxy is preferred strike out the reference to the "Chairman of the meeting" and insert the name of the proxy you wish to appoint and initial the alteration. A proxy need not be a member of the company.
- 2 To appoint more than one proxy, complete a separate proxy form for each proxy to be appointed. Complete the box to the right of the name of the proxy by entering a tick and the number of shares for which the proxy is authorised. Sign all forms and return together.
- 3 Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
 - 3.1 on any resolution referred to above if no instruction is given in respect of that resolution; and
 - 3.2 on any business or resolution considered at the meeting other than the resolutions referred to above.

The vote withheld option is provided to enable you to instruct your proxy not to vote on the resolution. However it should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the proportion of votes "For" and "Against" the resolution.
- 4 If the member is a corporation, this form must be executed under its common seal or under the hand of an attorney or a duly authorised officer of the corporation.
- 5 In the case of joint holders the signature of one will be sufficient but the names of all the joint holders should be stated. If more than one joint holder is present at the meeting either personally or by proxy the vote of the joint holder whose name stands first in the register of members shall be counted.
- 6 To be valid the instrument appointing a proxy (and where it is signed on behalf of the appointor by an attorney, the letter or power of attorney, or a duly certified copy thereof) must (failing previous registration with the company) **be delivered by 11.00 a.m. (London time) on 16 April 2008** or, in the case of an adjourned meeting, at least 48 hours before the time appointed for holding the adjourned meeting at which the person named in the instrument proposes to vote or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.
- 7 The completion and return of this form will not preclude a member from attending the meeting and voting in person.