

**THE NORTH OF ENGLAND PROTECTING AND INDEMNITY  
ASSOCIATION LIMITED**

**FORM OF PROXY**

The undersigned, a Member of The North of England Protecting and Indemnity Association Limited, hereby appoints the Chairman of the meeting or ..... or ..... to be the undersigned's proxy in the order named to vote on behalf of the undersigned at the Annual General Meeting of the Members of the said company to be held on 15 October, 2010, and any adjournment thereof.

This form is to be used in respect of the following Resolutions. This proxy will be used only in the event of a poll being directed or demanded.

	<b>For</b>	<b>Against</b>
The Resolution to adopt the Report and Accounts.		
The Resolution to elect Directors and to replace those who retire in accordance with the Bye-laws.		
The Resolution to appoint Ernst & Young LLP as Auditors, and to authorise the Directors to fix their remuneration.		

As witness the hand of the undersigned this ..... day of .....2010

For (Name of Member IN CAPITALS)

.....

By ..... (Office) .....

**Notes**

1. If you wish any person other than the Chairman to act as your proxy, please insert the name of your proxy in the space provided. That person must either be a Director or a Member of the Association or a duly authorised representative of a body corporate which is a Member of the Association. If no name is inserted you will be deemed to have appointed the Chairman of the meeting. A proxy need not be a Member.
2. Please indicate with an X in the appropriate spaces how you wish your votes to be cast in respect of each of the Resolutions. On receipt of this form duly signed but without any specific direction how you wish your votes to be cast, the proxy will vote in favour of the Resolutions unless so instructed and on any other Resolutions proposed at the meeting your proxy will vote or abstain at his discretion.
3. In the case of a corporation this form should either be under its seal or be signed by an authorised officer of the corporation, who should state in the line below his office (e.g. Company Secretary, Director).
4. To be valid at the Annual General Meeting referred to, this form must be completed, signed and deposited with the Secretary of the Association, Baltic Place, South Shore Road, Gateshead, Tyne & Wear, NE8 3BA, England, not less than 12 hours before the time appointed for holding the meeting. Completion and return of this form will not prevent you from attending the voting in person if you so wish.