

**Commodity Watch PLC ('The Company') incorporated in England and Wales under the Companies Act with number 02258507**

**General Meeting Proxy Form**

Name of shareholder (s)	
Address of Shareholder	
Reference details if available	

**Before completing this form, please read the explanatory notes below**

I /We being a member of the Company appoint the Chairman of the meeting or (see note 3)

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as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held on 20<sup>th</sup> November at 9.00am and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

<b>RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Vote withheld</b>
<b>ORDINARY RESOLUTIONS</b>			
1. <b>THAT</b> subject to the passing of Resolutions 2 and 3 below and Admission, the acquisition by the Company of the entire issued share capital of Rivington Street Holdings Limited ("Rivington Street Holdings" or "RSH") pursuant to the terms and conditions of a conditional offer document from the company to the shareholders of RSH dated 3 <sup>rd</sup> November ("the Offer") as described in the circular to shareholders of the Company dated 3 <sup>rd</sup> November the "Document" is hereby approved for the purpose of Rule 38 of the rules of the PLUS Market, subject to the satisfaction of the conditions to the Offer and that the directors of the Company be and are hereby authorised to take all steps necessary or in the opinion of the directors of the Company, desirable to complete and give effect to the Offer.			

<p>2. <b>THAT</b> the directors be and they are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount equivalent to its authorised share capital provided that this authority is for a period expiring 5 years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.</p>	For	Against	Vote withheld
<p>3. <b>THAT</b> the Company be and is hereby generally and unconditionally authorised pursuant to and in accordance with section 166 Companies Act 1985 (“CA 1985”) to make market purchases (within the meaning of Section 163(3) of the CA 1985) of Ordinary shares of 1p each in the Company (“Ordinary Shares”) on such terms and in such manner as the Directors of the Company shall from time to time determine, provided that:</p> <p>(a) the maximum number of Ordinary Shares so authorised to be purchased shall not exceed 5% of the present issued Ordinary Share Capital of the Company;</p> <p>(b) the minimum price which may be paid for an Ordinary Share shall be 1p;</p> <p>(c) the maximum price, exclusive of expenses, which may be paid for an Ordinary Share is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share as published by PLUS Markets for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased;</p> <p>(d) the authority conferred comes to an end at the conclusion of the Annual General Meeting of the Company for the calendar year 2009, unless previously revoked, varied or renewed by the Company in general</p>	For	Against	Vote

<p>meeting; and  (e) that the Company may enter into a contract to purchase its Ordinary Shares under this authority prior to the expiry of this authority which would or might be completed wholly or partly after the expiry of this authority.</p> <p>References in this resolution to the CA 1985, or to sections of the CA 1985, shall, where the context requires and where appropriate, include references to the Companies Act 2006 and any corresponding or similar sections of that Act, it being the intention that, to the extent permitted by law, the authority contained in this resolution shall continue in full force and effect notwithstanding any repeal of the CA 1985 or any relevant part or section thereof.</p> <p>That subject to and conditional upon the passing of Resolutions 1 and 4, the waiver granted by the Panel on Takeovers and Mergers of the obligation that would otherwise arise on members of the Concert Party to make a general offer to the members of the Company pursuant to Rule 9 of the City Code on Takeovers and Mergers in the event that the Concert Party’s interest in the Company increases as a result of the buy back of shares by the Company pursuant to section 166 of the Companies Act 1985 (“the Act”) (or any subsequent or replacement legislation relating to this section), as described in the Company’s circular to Shareholders of which this notice forms part, be and is hereby approved.</p>			withheld
<p>4. <b>THAT</b>, subject to and conditional upon both Resolutions 1 and 2 set out in the Notice Convening this General Meeting having been passed and the Offer having been declared wholly unconditional by the Company the waiver granted by the Panel on Takeovers and Mergers of the obligation that would otherwise arise on the members of the Concert Party (as defined in the Document) to make a general offer to the members of the Company pursuant to Rule 9 of the City Code on Takeovers and Mergers as</p>			

<p>a result of the allotment and issue by the Company of 24,384,360 Ordinary Shares of 1 penny each in the Company to the Concert Party as described in the Document to Shareholders of which this notice forms part and so long as the interest of the Concert Party does not exceed 89.99% of the Enlarged Share Capital, be and is hereby approved;</p>	For	Against	Vote withheld
<b>SPECIAL RESOLUTIONS</b>			
<p>5. <b>THAT</b> subject to the passing of resolutions 1 to 4 above, the directors be and are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94(2) of the said Act) pursuant to the authority conferred by resolution 2 above as if Section 89(1) of the Act did not apply to such allotments, provided that this power shall be limited to the allotments of equity securities up to the amount of the unissued authorised share capital. The power shall (unless previously revoked or varied) expire at the conclusion of the annual general meeting of the Company to be held in 2009 provided that the directors may, before the power expires, make an offer to enter into an agreement which would or might require equity securities to be allotted after such power expires and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred had not expired.</p>			
<p>6. <b>THAT</b> subject, to, (i) the Offer being declared wholly unconditional by the Company and (ii) Admission as defined in this Document, the name of the Company be changed to “Rivington Street Holdings PLC”.</p>			

<b>Signature</b>	<b>Date</b>

## Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the registrar.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to **Capita Registrars Limited** at The Registry, 34 Beckenham Road, Beckenham Kent BR3 4TU; and
  - received by Capita Registrars Limited no later than 4p.m. on 18<sup>th</sup> November 2008.
7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is

determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

11. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.