

AEC Education plc
Registered in England No. 5174452

FORM OF PROXY

For use by ordinary shareholders at the Annual General Meeting to be held on 30 June 2010 at 9.00 a.m.

I/We _____ being a member of the Company and entitled to vote at the Annual General Meeting, hereby appoint

Please carefully complete using BLOCK CAPITALS and black ink.

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 30 June 2010 at the offices of WH Ireland Limited, 24 Martin Lane, London EC4R 0DR at 9.00 a.m. and at any adjournment thereof.

Ordinary Resolutions

- | | FOR | AGAINST | WITHHELD |
|--|--------------------------|--------------------------|--------------------------|
| 1. To receive the Company's annual accounts | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To pay a final dividend of 0.15 pence per ordinary share | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the re-appointment of Sawin and Edwards Chartered Accountants as auditors of the Company and to authorise the Directors to fix their remuneration | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-appoint David Ho Peng Cheong as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-appoint Gopinath Pillai as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-appoint Naresh Malhotra as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To authorise the Company and its subsidiaries to make political donations not exceeding £10,000 in total and incur political expenditure not exceeding £10,000 in total | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolutions

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| 8. To amend the Company's Articles of Association | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To grant authority to allot securities | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To disapply pre-emption rights on allotment of shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Enter number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full entitlement

Please also tick this box if you are appointing more than one proxy

Date: D D / M M / Y Y

Signature(s):

Notes

- A member entitled to attend, speak and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. To appoint more than one proxy you may photocopy this Form of Proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate on this Form of Proxy if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope. The proxy need not be a member of the Company.
- If you wish to appoint a proxy other than the Chairman of the meeting, cross out the words "the Chairman of the meeting" and write the full name and address of your proxy in the space provided. The change must be initialled.
- Please indicate with an "X" how you wish to vote. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may also vote or abstain from voting as he/she thinks fit on any other matter (including amendments to resolutions) which may properly come before the meeting.
- This Form of Proxy must be signed and dated by the shareholder or his/her attorney duly authorised in writing. In the case of a corporation this Form of Proxy must be given under its common seal or signed on its behalf by a duly authorised officer or an attorney. In the case of joint holders the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be effective at the meeting this Form of Proxy must be duly completed and deposited at the offices of the Company's registrars, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not later than 9.00 a.m. on Monday, 28 June 2010 (being 48 hours (excluding any part of a day that is not a working day) before the time of the meeting) together, if appropriate, with the power of attorney or other authority under which it is signed or a duly certified copy of that power or authority.
- Completion and return of the Form of Proxy will not preclude a Shareholder from attending and voting in person at the meeting.
- The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members entered on the register of members of the Company at 9.00 a.m. on Monday, 28 June 2010 (being not more than 48 hours prior to the time fixed for the meeting) shall be entitled to attend and vote at the meeting or, if the meeting is adjourned, not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after such time shall be disregarded in determining the right of any person to attend or vote at the meeting.
- CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of a CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's agent, Neville Registrars (whose CREST ID is 7RA11) not later than 9.00 a.m. on Monday, 28 June 2010 (being 48 hours (excluding any part of a day that is not a working day) before the time of the meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for receipt of proxies will take precedence.
- Any alterations made to this Form of Proxy must be initialled.

Detach proxy card along perforation before mailing



Business Reply
Licence Number
BM3865

NEVILLE REGISTRARS LIMITED
NEVILLE HOUSE
18 LAUREL LANE
HALESOWEN
WEST MIDLANDS
B63 3BR

