

Form of Proxy

For use at the 72nd Annual General Meeting of Victoria P.L.C.

I/We being (a) member(s) of the above-named Company, hereby appoint *the chairman of the meeting or
Of.....
 as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held
 on 26 July 2005 and at any adjournment thereof on the Resolutions set out in the Notice of such Meetings as
 indicated with an "X", in the appropriate spaces.

* Delete if it is desired to appoint any other person and insert their name and address.

	For "X"	Against "X"	Vote withheld "X"
Resolution 1 Adoption of accounts			
Resolution 2 Approval of Directors' Remuneration Report			
Resolution 3 Declaration of dividend			
Resolution 4 Re-election of R M Gilbert (a member of the Remuneration Committee)			
Resolution 5 Re-election of A R Bullock			
Resolution 6 Reappointment of auditors			
Resolution 7 Allotment of relevant securities			
Resolution 8 Disapplication of pre-emption rights			
Resolution 9 Purchase of own shares			
Resolution 10 Amendment to Memorandum and Articles of Association			

Unless otherwise instructed above, the proxy will vote or abstain as he thinks fit.

FULL NAME(S)

(in Block Letters)

ADDRESS

SIGNATURE

DATE 2005

NOTES:

1. This instrument of Proxy to be valid must be lodged at the Registered Office of the Company not less than 48 hours before the time appointed for holding the meeting.
2. An instrument of Proxy given by a Corporation must be either under its Common Seal or under the hand of an Officer or attorney duly authorised in writing.
3. In the case of joint holders, only one need sign as the vote of the senior holder who tenders a vote will alone be counted.

Second fold

PLEASE
AFFIX
STAMP
HERE

The Secretary
Victoria P.L.C.
Worcester Road
Kidderminster
Worcestershire
DY10 1HL

First fold

Third fold
and tuck in flap opposite