

Form of Proxy
Impax Asset Management Group plc

Form of proxy for use at the Annual General Meeting of Impax Asset Management Group plc (The "Company") to be held at the offices of MHP Communications Ltd., 60 Great Portland Street, London W1W 7RT at 11.00 a.m. on 2 March 2011.

I/We.....
 (BLOCK LETTERS PLEASE)

of.....

being (a) member(s) of Impax Asset Management Group plc hereby appoint the Chairman of the Meeting or

.....
 as my/our proxy, to vote for me/us and on my/our behalf as indicated below at the aforementioned Annual General Meeting of the Company and at any adjournment thereof.

Please indicate with an "X" here if this proxy appointment is one of multiple appointments being made.

The manner in which the proxy is to vote should be indicated by inserting "X" in the space provided. Where no "X" is inserted, the proxy will vote or abstain at his/her discretion.

Ordinary resolutions	FOR	AGAINST	VOTE WITHHELD
1. To receive and adopt the Company's annual accounts for the financial year ended 30 September 2010.			
2. To re-elect Mr J. Keith R. Falconer as a Director.			
3. To re-elect Mr Peter J. Gibbs as a Director.			
4. To re-appoint KPMG Audit Plc as auditors of the Company and to authorise the Directors to fix their remuneration.			
5. To declare a final dividend in respect of the financial year ended 30 September 2010 of 0.6 pence per share.			
Special resolutions			
6. To disapply pre-emption rights.			
7. To authorise the Company to make market purchases of its shares.			

Date 2011 Signed

Notes

- Any member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his or her stead. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. A proxy need not be a member of the Company. A form of proxy is enclosed for use of members. Completion and return of a form of proxy or CREST Proxy Instruction (as described in note 4) will not preclude a member from attending and voting in person at the meeting should he or she so decide. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy. If you appoint a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power of authority) must be deposited at the offices of Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 10.30 a.m. on 28 February 2011. To change your proxy instructions simply submit a new proxy appointment using the methods set out above and in the notes to the form of proxy. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the number of votes they may cast), members must be entered in the Register of Members at 6.00 p.m. on 28 February 2011 (or, in the event of any adjournment, 6.00 p.m. on the date which is two days before the time of the adjourned meeting).
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using 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 sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Capita Registrars Limited (CREST Participant ID: RA10), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.