

Form of Proxy

IMPAX GROUP PLC

Form of proxy for use at the Annual General Meeting to be held at the offices of Mazars LLP, Tower Bridge House, St Katharine's Way, London E1W 1DD at 10.30 a.m. on 2 February 2009.

I/We
(BLOCK LETTERS PLEASE)

of

being (a) member(s) of Impax 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	WITHHELD
1. To receive and adopt the Directors' report and financial statements for the year ended 30 September 2008			
2. To re-elect J K R Falconer as a Director			
3. To elect M B E White as a Director			
4. To elect P J Gibbs as a Director			
5. To elect G de Froment as a Director			
6. To re-appoint Mazars LLP as auditors			
7. To authorise the directors to allot shares (Section 80)			
8. To declare a final dividend in respect of the financial year ended 30 September 2008 of 0.35 pence per share			
Special resolutions			
9. To disapply pre-emption rights (Section 95)			
10. To amend the Articles of Association			
Number of Ordinary Shares in respect of which the proxy is appointed:			

Date Signature

Notes:

- 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 the Annual General Meeting.
- The appointment of a proxy does not preclude you from attending the meeting and voting in person. If you appoint a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 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, delete "the Chairman of the Meeting or" and insert the name of the person you wish to appoint. Any alterations to this form must be initialled. 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. If the number of shares in respect of which the proxy is appointed is not completed it will be deemed to be completed with the number of shares registered in your name as at 6.00 p.m. on 31 January 2009.
- To appoint more than one proxy you may photocopy this form. 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 if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
- Please indicate with an "X" in the relevant box marked "For" or "Against" how you wish the proxy to vote. In the absence of any instruction the proxy will vote or abstain as he thinks fit.
- In the case of a member which is a corporation, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or a duly authorised attorney for the company.
- In the case of joint holders the vote of the first-named holder on the Register of Members (whether voting in person or by proxy) will be accepted to the exclusion of the votes of the other joint holders.
- 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.
- To appoint a proxy using this form, the form must be completed, signed and sent or delivered to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU to be received by the registrars not less than 48 hours before the time appointed for the holding of the Meeting.
- A 'withheld' option is provided to enable you to instruct your proxy not to vote on any particular resolution. However a 'withheld' vote is not a vote in law and will not be counted in the calculation of votes 'for' and 'against' a resolution. Failing to mark any box in respect of a resolution will mean your proxy can vote as he or she wishes or can decide not to vote at all.

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Licence No MB 122

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Capita Registrars
Proxies Department
PO Box 25
Beckenham
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BR3 4BR