

THE GRIMSBY TOWN FOOTBALL CLUB plc

PROXY FORM

I/We

of

being a member/members of the above named company, hereby appoint

of

or failing him/her,

of

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting on 29th December 2006 and at any adjournments thereof.

Subject to any specific voting instructions given, I/We understand that my/our proxy will exercise their discretion as to how they vote and whether they abstain from any resolution by whomsoever proposed (including, without limitation, any resolution to amend a resolution or to adjourn the meetings).

Signed.....

Dated.....

Notes for Corporate Shareholders

Would Corporate shareholders note that proxy forms must be given under the common seal of the company, or under the hand of a duly authorised officer of the company. Any person appointed as a proxy for a company would not be able to speak at the Annual General Meeting in accordance with the company's Articles of Association.

If the person attending the Annual General Meeting, on behalf of the company wishes to speak, they must be appointed as a Corporate Representative in accordance with Section 375 of the Companies Act 1985.

Authorisation under Section 375 would be accepted on the presentation of a certified copy of the Directors' Minute authorising the person attending the meeting to act as the Company's Corporate Representative.

E-MAIL

E-mail proxies may be submitted to companysecretary@gtfc.co.uk and must be received no less than 48 hours before the time of the meeting.