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## **M & F WORLDWIDE CORP.**

### **COMMON STOCK**

#### **THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS FOR THE SPECIAL MEETING TO BE HELD ON DECEMBER 21, 2011**

The undersigned appoints Barry F. Schwartz, Michael C. Borofsky and Edward P. Taibi, and each of them, attorneys and proxies, each with power of substitution, to vote all shares of Common Stock of M & F Worldwide Corp. (the "Company") that the undersigned may be entitled to vote at the Special Meeting of Stockholders of the Company to be held on December 21, 2011 on the proposals set forth on the reverse side hereof and on such other matters as may properly come before the meeting and any adjournments or postponements thereof, provided the Company does not know, at a reasonable time before the Special Meeting, that such matters are to be presented at the meeting.

**The proxy holders will vote the shares represented by this proxy in the manner indicated on the reverse side hereof. Unless a contrary direction is indicated, the proxy holders will vote such shares "FOR" adoption of the Agreement and Plan of Merger and FOR the proposal to adjourn the Special Meeting, if necessary or appropriate, to solicit additional proxies. If any further matters properly come before the Special Meeting, it is the intention of the persons named above to vote such proxies in accordance with their best judgment.**

**(Continued and to be signed on the reverse side.)**



**SPECIAL MEETING OF STOCKHOLDERS OF**  
**M & F WORLDWIDE CORP.**

**December 21, 2011**

**Important Notice Regarding the Availability of Proxy Materials**  
**for the Stockholder Meeting To Be Held on December 21, 2011.**

The proxy statement is available at [http://mandfworldwide.com/Financial\\_reporting/proxy\\_materials.htm](http://mandfworldwide.com/Financial_reporting/proxy_materials.htm)

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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**THE BOARD RECOMMENDS A VOTE "FOR" EACH OF THE FOLLOWING PROPOSALS.**  
**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE**

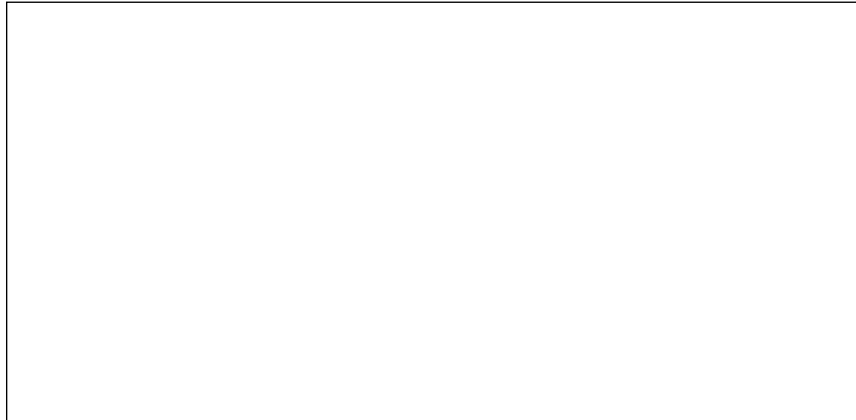
- |   | FOR                      | AGAINST                  | ABSTAIN                  |
|---|--------------------------|--------------------------|--------------------------|
| 1. Adoption of the Agreement and Plan of Merger, dated as of September 12, 2011, by and among M & F Worldwide Corp., MX Holdings One, LLC, MX Holdings Two, Inc., and MacAndrews & Forbes Holdings, Inc., as described in the Proxy Statement.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Approval of the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the Agreement and Plan of Merger.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Special Meeting or any adjournment or postponement thereof on behalf of the undersigned, provided the Company does not know, at a reasonable time before the Special Meeting, that such matters are to be presented at the meeting. |                          |                          |                          |

**PLEASE MARK, SIGN, DATE, AND RETURN THE PROXY PROMPTLY USING THE ENCLOSED ENVELOPE.**

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder  Date:  Signature of Stockholder  Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.



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**(Continued and to be signed on the reverse side.)**



**SPECIAL MEETING OF STOCKHOLDERS OF**  
**M & F WORLDWIDE CORP.**

**December 21, 2011**

**PROXY VOTING INSTRUCTIONS**

**INTERNET** - Access "[www.voteproxy.com](http://www.voteproxy.com)" and follow the on-screen instructions. Have your proxy card available when you access the web page.

**TELEPHONE** - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 PM EST the day before the meeting.

**MAIL** - Sign, date and mail your proxy card in the envelope provided as soon as possible.

**IN PERSON** - You may vote your shares in person by attending the Special Meeting.

<b>COMPANY NUMBER</b>	
<b>ACCOUNT NUMBER</b>	

**Important Notice Regarding the Availability of Proxy Materials  
for the Stockholder Meeting To Be Held on December 21, 2011.**

The proxy statement is available at [http://mandfworldwide.com/Financial\\_reporting/proxy\\_materials.htm](http://mandfworldwide.com/Financial_reporting/proxy_materials.htm)

↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ↓

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**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE**

- |   |  |
|---|--|
|   | FOR    AGAINST    ABSTAIN  |
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Signature of Stockholder  Date:  Signature of Stockholder  Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.