

**FOR USE AT THE COURT MEETING ON 7 APRIL 2014
– BLUE FORM OF PROXY**

SAROSSA CAPITAL PLC

(Incorporated in England and Wales with registered number 03248123)

**IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT**

No. 1966 of 2014

**IN THE MATTER OF SAROSSA CAPITAL PLC
AND IN THE MATTER OF THE COMPANIES ACT 2006**

Shareholder Name
Address
.....
.....
.....
.....

Please read the notes on page 2 before filling in this form. Fill in this form using black ink.

I/We being a member/members of **SAROSSA CAPITAL PLC** (the “**Company**”) hereby appoint (see note ii):

Name of Proxy (or failing him, the Chairman of the Meeting)

Address

.....
(Please complete this section in block capitals)

as my/our proxy to attend and vote for me/us on my/our behalf at the meeting of the holders of Scheme Shares (as defined in the circular sent to shareholders of the Company and dated 20 March 2014) to be held at 10.00 a.m. on 7 April 2014 at the offices of CMS Cameron McKenna LLP, Mitre House, 160 Aldersgate Street, London EC1A 4DD and at any adjournment of that meeting for the purposes of considering and, if thought fit, approving (with or without modification) the proposed scheme of arrangement referred to in the Notice convening the said meeting (the “**Scheme**”) and at such meeting, or any adjournment thereof, to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as indicated below.

Enter number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full entitlement.

Number of shares:

Multiple Proxies:

If you wish to appoint multiple proxies using this form, please photocopy this page indicating on each copy the name and address of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed in the spaces provided above and how each proxy is instructed to vote in the relevant box below. You should send all the pages to the Company’s Registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen B63 3DA. Further details relating to the appointment of multiple proxies are set out overleaf and headed “Multiple Proxy Voting Instructions”.

IMPORTANT – If you wish to vote for the Scheme, **sign in the box** marked “FOR the Scheme”. If you wish to vote against the Scheme, **sign in the box** marked “AGAINST the Scheme” (see note iii). **Only complete one box.**

FOR the Scheme (Sign in the box above)

AGAINST the Scheme (Sign in the box above)

To assist with arrangements, if you intend to attend the meeting in person please place an ‘X’ in the box opposite

NOTES ON FILLING IN YOUR FORM OF PROXY

- (i) You are requested to lodge this form of proxy, duly completed, and any power of attorney or other authority under which it is executed or a copy of it notarially certified or certified in a way approved by the Board with the Company's Registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen B63 3DA by no later than 10.00 a.m. on 5 April 2014 or, if the meeting is adjourned, not later than 48 hours before the time fixed for the holding of the adjourned meeting. However, if the form is not so returned, it may be handed to the Chairman or the Registrars on behalf of the Chairman at the meeting at any time before the taking of the poll.
- (ii) Should you wish your proxy to speak at the meeting on your behalf, you will need to appoint someone other than the Chairman; and should give them your instructions as to what you wish them to say directly. Should you wish to appoint the Chairman of the Meeting as your proxy, please leave the space provided on page 1 to insert a name and address blank. Should you wish to appoint a person other than the Chairman as your proxy, then write the full name(s) and address(es) of the proxy or proxies desired IN BLOCK CAPITALS in the space provided. A proxy need not be a member of the Company. **Do not write your own name in this space.**
- (iii) Your proxy will vote as you indicate overleaf. For any other business arising at the meeting, your proxy will vote at his or her discretion.
- (iv) In the case of joint holders the signature of only one of the joint holders is required, but if more than one joint holder votes in person or by proxy, the vote of the first named on the Company's register of members will be accepted to the exclusion of other joint holders. If the appointer is a corporation, this form of proxy must be executed under seal or under the hand of its duly authorised officer, attorney or other person authorised to sign.
- (v) The completion and return of this form of proxy will not prevent you from attending and voting at the meeting should you wish to do so.
- (vi) This form is for use in respect of the shareholder account specified over the page only and should not be amended or submitted in respect of a different account.
- (vii) Entitlement to attend and vote at the Court Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members at 6.00 p.m. on 5 April 2014 or, in the event that the meeting is adjourned, the Register of Members at 6.00 p.m. on the day which is two days before the date of the adjourned meeting.
- (viii) CREST participants may vote using the CREST proxy voting system and they should refer to the CREST manual for instructions. CREST messages must be received by the issuer's agent (CREST participant ID 7RA11) by 10.00 a.m. on 5 April 2014 or, if the meeting is adjourned, not later than 48 hours before the time of the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

MULTIPLE PROXY VOTING INSTRUCTIONS

If you are a member of the Company holding more than one share, you may appoint more than one proxy to attend and vote at the Court Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following principles shall apply in relation to the appointment of multiple proxies.

- (a) Where a proxy does not state the number of shares in the space provided on page 1 to which the appointment applies then, subject to the following principles, that proxy is deemed to have been appointed in relation to the total number of shares registered in your name.
- (b) When considering conflicting proxies, later proxies will prevail over earlier proxies, and which proxy is later will be determined on the basis of which proxy is last delivered or received by electronic means via CREST.
- (c) If conflicting proxies are delivered or received by electronic means at the same time in respect of (or deemed to be in respect of) an entire holding, none of them will be treated as valid, and, if the Company is unable to determine which was delivered or received last, again none of them will be treated as valid.
- (d) If a member appoints a proxy or proxies and then decides to attend the Court Meeting in person and vote using his poll card, then the vote in person will override the proxy vote(s).