

NOTICE OF AVAILABILITY

The Notice of General Meeting and Circular to which this Proxy Form relates are available on the Company's website at www.sarossapl.com

NOTES TO THE FORM OF PROXY

- 1 A proxy need not be a member of the Company. Completion and return of this form of proxy does not preclude a member from subsequently attending and voting at the meeting. If you wish to appoint a proxy other than the Chairman, please cross out the words "the Chairman of the Meeting" and write the full name and address of your proxy in the space provided. The change should be initialled.
- 2 If you do not indicate how you wish your proxy to vote on the specified resolutions or on any matters (including any amendments to the resolutions), the proxy may exercise his/her discretion as to how he/she votes and as to whether or not he/she abstains from voting. A vote withheld will not be counted in the calculation of the proportion of the votes for and against a resolution.
- 3 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, must 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 of proxy must be signed and should be returned together in the same envelope.
- 4 This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. In the case of a corporation this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing.
- 5 To be effective, this form of proxy together with any power of attorney or other authority under which it is executed (or a copy of such power or authority certified notarially or in some other way approved by the board of directors of the Company) must be deposited at the Company's Transfer Agent, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, as soon as possible and in any event not less than 48 hours (not counting non-working days) before the time fixed for the holding of the GM.
- 6 In the case of joint holders, the signature of any one of them will suffice but the names of all joint holders should be stated. The vote of the senior who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- 7 Any alteration to this form must be initialled.
- 8 Entitlement to attend and vote at the GM and the number of votes which may be cast thereat will be determined by reference to the register of members at 11.00 a.m. on 18 July 2016 or, in the event that the meeting is adjourned, the register of members at 11.00 a.m. on the day which is two days before the date of the adjourned meeting (not counting non-working days).
- 9 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) of the meeting 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 sponsor 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 ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must in order to be valid, be transmitted so as to be received by Neville Registrars Limited (ID 7RA11) no later than 48 hours before the time fixed for the GM (not counting non-working days). For this purpose the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Neville Registrars is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 10 You should carefully read the notes to the Notice of General Meeting and your attention is drawn in particular to the conditionality of the passing of resolutions 2 and 5 (conditional on the passing of resolutions 1 and 3) and that only shareholders who are members of the concert party and who have given an irrevocable undertaking not to accept the Tender offer may vote on resolution 2 and only shareholders who are not sellers of ORA Limited shares may vote on resolutions 1 and 5. Votes given in contravention of these requirements will not be counted.

Please complete and return this Form of Proxy to the Transfer Agent at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

Sarossa Plc

(a company limited by shares incorporated in Jersey with registered number 115158)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the General Meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company, to be held on 20 July 2016 at the Company's registered office, Floor 1, Liberation Station, The Esplanade, St Helier, Jersey, JE2 3AS at 11:00 a.m. and at any adjournment thereof.

Resolutions (*Special Resolutions)

	FOR	AGAINST	WITHHELD
1 To authorise the Directors to allot 462,008,478 Ordinary Shares in connection with the Acquisition of ORA Limited and to approve the terms of the Acquisition Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2* To authorise the Company to make purchases of up to 152,671,756 Ordinary Shares under the Tender Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To dis-apply Rule 9 of the City Code on Takeovers and Mergers for members of the Concert Party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4* To change the Company's name from Sarossa Plc to ORA Capital Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5* To authorise the Company to make purchases of up to 462,008,478 Ordinary Shares from the sellers of ORA Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6* To authorise the amendment of the Company's Memorandum of Association in order to increase the authorised share capital of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you are planning to attend the General Meeting please tick the following box :

Mark this box with an "X" if you are appointing more than one proxy :

Signed

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote :

Date:

D

D

-

M

M

-

Y

Y

>123-0




Sarossa Plc

Attendance Card

The General Meeting will start at 11:00 a.m. and is being held on 20 July 2016 at the Company's registered office, Floor 1, Liberation Station, The Esplanade, St Helier, Jersey, JE2 3AS.

If you plan to attend the General Meeting, please bring this card with you to ensure you gain admission as quickly as possible.

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the General Meeting.

>123-0
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

NEVILLE
REGISTRARS



Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



Neville Registrars Limited
Neville House
18 Laurel Lane
Halesowen
B63 3DA