



Form of Proxy
Extraordinary General Meeting

to be held at 10.00 a.m. on 8 January 2016, at the offices of Eversheds LLP, One Wood Street, London, EC2V 7WS.

As a shareholder of the Company you have the right to attend, speak at and vote at the Extraordinary General Meeting (the 'Meeting'). If you cannot, or do not want to, attend the Meeting, but still want to vote, you can appoint someone to attend the Meeting and vote on your behalf. That person is known as a 'proxy'.

You can use this Form of Proxy to appoint the Chairman of the Meeting, or someone else, as your proxy. Your proxy does not need to be a shareholder of the Company.

BARCODE:

I/We (name in full) (in BLOCK CAPITALS)

INVESTOR CODE:

being (a) shareholder(s) of the Company entitled to attend and vote at meetings, hereby appoint the Chairman of the Meeting or

EVENT CODE:

(see Note 1) as my/our proxy to attend and, on a poll, to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at the offices of Eversheds LLP on 8 January 2016 at 10.00 a.m., and at any adjournment thereof and to vote at that meeting as indicated below.

Please tick here if this proxy appointment is one of multiple proxies being made (see Note 1) []

Resolutions

Table with 4 columns: Resolution description, For, Against, Vote Withheld. Includes Ordinary Resolutions and Special Resolution.

Please indicate with an 'X' in the appropriate box opposite the resolutions how you wish your votes to be cast (see Note 4).

Signature(s) Date (See Note 6) See Notes overleaf

Please fold this proxy card and return it in the prepaid envelope provided.

Notes to the Form of Proxy

1. If you wish to appoint as a proxy a person other than the Chairman of the Meeting (who need not be a shareholder), please delete the words 'the Chairman of the Meeting' and insert the name of the other person. All alterations made to this Form of Proxy must be initialled by the signatory. A proxy need not be a member of the Company but must attend the meeting in person. If you are appointing more than one proxy you must indicate the number of shares in respect of which you are making this appointment. You should include the number of shares in the box provided for your first named proxy and either obtain (an) additional proxy form(s) from the Registrars or you may photocopy this form. Please return all the forms together and tick the box to indicate that each form is one of multiple instructions being given. Please take care when completing the number of shares; if the total number of shares exceeds the total held by the member, all appointments may be invalid.
2. The completion and return of this Form of Proxy will not prevent you from attending in person, speaking and voting at the Extraordinary General Meeting should you subsequently decide to do so.
3. When two or more valid but differing instruments of proxy are delivered in respect of the same share for use at the same meeting and in respect of the same matter, the one which is lastly delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which instrument was lastly delivered, none of them shall be treated as valid in respect of that share.
4. If you wish your proxy to cast all of your votes for or against a resolution you should insert an 'X' in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, insert the relevant number of shares in the appropriate box. In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend a resolution, to propose a new resolution or to adjourn the Extraordinary General Meeting) which may properly come before the Extraordinary General Meeting.
5. The 'Vote Withheld' option is provided to enable you to instruct your proxy to abstain from voting on a particular resolution. A 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' or 'Against' a resolution.
6. This Form of Proxy must be signed by the shareholder or his/her attorney. Where the shareholder is a corporation, the signature must be under seal or signed by a duly authorised representative. In the case of joint shareholders, any one shareholder may sign this Form of Proxy. The vote of the senior joint shareholder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint shareholding.
7. To be valid, this Form of Proxy (together with any power of attorney or other authority under which it is signed or a notarially certified copy thereof) must be deposited at the offices of Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham BR3 4ZF as soon as possible but, in any event, so as to arrive no later than 10.00 a.m. on 6 January 2016. Alternatively, if you are a user of the CREST system see Note 9.
8. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company as at 6.00 p.m. on 6 January 2016 shall be entitled to attend and vote at the Extraordinary General Meeting in respect of the number of shares registered in their name at such time. If the Extraordinary General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is 6.00 p.m. on the day two days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend or vote at the meeting.
9. CREST members should refer to Note 6 to the Notice of Extraordinary General Meeting for information on the submission of a proxy appointed through CREST.
10. Shareholders should refer to the Notes to the Notice of Extraordinary General Meeting before completing this Form of Proxy.