

# SAROSSA PLC

(Incorporated in Jersey with registered number 115158)

## FORM OF PROXY GENERAL MEETING

Form of proxy for use at the general meeting of Sarossa Plc (the “**Company**”) to be held at 11.00 a.m. on 6 January 2016 at the Company’s registered office 17 The Esplanade, St Helier, Jersey JE2 3QA (the “**GM**”).

I/We.....(your name)

of.....(your address)

being a member(s) of the Company entitled to receive notice, attend and vote at general meetings of the Company hereby

appoint the Chairman of the GM or (see Note 1) .....

as my/our proxy to vote for me/us and on my/our behalf at the GM and at any adjournment thereof in relation to the resolutions specified in the notice of GM dated 1 December 2015 (the “**Resolutions**”) and any other business (including adjournments and amendments to the resolutions) which may properly come before the GM or any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments made (see Note 3).

I/We direct my/our proxy to vote as indicated by an X in the appropriate column in respect of the Resolutions (see Note 2).

Resolutions	For	Against	Withhold
1. <b>THAT</b> , as a special resolution, with effect from 1 February 2016, the admission to trading on AIM (a market operated by London Stock Exchange Plc) of the ordinary shares of 1p each in the capital of the Company currently in issue and admitted to trading on AIM be cancelled and that the directors of the Company be and are hereby authorised to take all steps which are necessary or desirable in order to effect such cancellation.			
2. <b>THAT</b> , as a special resolution, the Company be generally and unconditionally authorised for the purposes of article 45.1 of the Company’s articles of association to make purchases of ordinary shares of the Company on the AIM market of the London Stock Exchange plc (subject to the terms set out in the resolution in the notice of GM).			
3. <b>THAT</b> , as an ordinary resolution, the waiver granted by the Panel on Takeovers and Mergers of the obligation which would otherwise arise under Rule 9 of the City Code on Takeovers and Mergers for members of the Concert Party (as defined in the document enclosing the notice of the GM) to make a general offer to shareholders of the Company as a result of the exercise by the Company of the Buyback (as defined in the document enclosing the notice of GM) (whether in whole or in part) be and it is hereby approved.			

Date .....2015

Signature(s) and/or common seal (see notes 4 and 5).....

### Notes:

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 GM or” 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 registrars, Neville Registrars (Proxies), Neville House, 18 Laurel Lane, Halesowen, 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 4 January 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. To allow effective constitution of the meeting, if it is apparent to the Chairman that no members will be present in person or by proxy, other than by proxy in the Chairman’s favour, then the Chairman may appoint a substitute to act as proxy in his stead for any member, provided that such substitute proxy shall vote on the same basis as the Chairman.
10. 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 (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.