

SAROSSA CAPITAL PLC

(Incorporated in England and Wales with registered number 03248123)

WHITE FORM OF PROXY

FOR USE AT THE GENERAL MEETING ON 7 APRIL 2014

Form of proxy for use at the general meeting of Sarossa Capital plc to be held at the offices of CMS Cameron McKenna LLP, Mitre House, 160 Aldersgate Street, London EC1A 4DD on 7 April 2014 at 10.15 a.m. (or as soon thereafter as the Court Meeting convened for the same place and date shall have been concluded or adjourned), and at any adjournment thereof (“**General Meeting**”).

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

I/We(your name)

of(your address)

being a member(s) of **Sarossa Capital plc** (the “**Company**”), hereby appoint (see Note 1)
(or failing him, the Chairman of the General Meeting)

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the General Meeting and at any adjournment thereof in relation to the resolution specified in the Notice of General Meeting dated 20 March 2014 (the “**Resolution**”) and any other business (including adjournments and amendments to the Resolution) which may properly come before the General Meeting or any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments made (see Notes 3 and 4).

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:

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

SPECIAL RESOLUTION

THAT, for the purposes of giving effect to the scheme of arrangement dated 20 March 2014 (the “**Scheme**”) proposed to be made between the Company and the holders of the Scheme Shares (as defined in the Scheme):

For	Against	Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- (i) the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- (ii) the share capital of the Company be reduced by cancelling and extinguishing all of the Scheme Shares;
- (iii) forthwith and contingently upon the said reduction of capital taking effect, the Company shall apply the reserve arising in its books of account as a result of the cancellation of Scheme Shares in paying up, in full at par, such number of new ordinary shares of one pence each (the “**New Ordinary Shares**”) as is equal to the aggregate number of Scheme Shares so cancelled, which shall be allotted and issued, credited as fully paid, to Sarossa Plc (incorporated in Jersey with registered number 115158) and/or its nominee or nominees;
- (iv) conditionally upon the Scheme becoming effective, the directors of the Company be and they are hereby generally and unconditionally authorised, for the purposes of section 551 of the Companies Act 2006, to give effect to this special resolution and accordingly to effect the allotment of the New Ordinary Shares, provided that (a) the maximum aggregate nominal amount of the relevant securities which may be allotted hereunder shall be the aggregate nominal amount of the New Ordinary Shares created pursuant to paragraph (iii) above, (b) this authority shall expire on the date which is 18 months following the passing of this resolution unless renewed prior to that date and (c) this authority shall be without prejudice and in addition to any subsisting authority conferred on the directors of the Company pursuant to the said section 551; and
- (v) pursuant to Rule 41 of the AIM Rules for Companies, the admission to trading on AIM (a market operated by the London Stock Exchange plc) of all of the issued ordinary shares of one pence each in the capital of the Company be cancelled with effect from the date that the Scheme becomes effective and that application be made and all other necessary steps be taken in order to effect such cancellation.

Signature.....Date.....

Notes:

1. Should you wish your proxy to speak at the General Meeting on your behalf, you will need to appoint someone other than the Chairman of the General Meeting, and should give them your instructions as to what you wish them to say directly. 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 General Meeting. If you wish to appoint the Chairman of the General Meeting as your proxy, please leave the space provided to insert a name and address on page 1 blank. If you wish to appoint a proxy other than the Chairman of the General Meeting, please write the full name and address of your proxy in the space provided on page 1. **Do not write your own name in this space.**
2. If you do not indicate how you wish your proxy to vote on the Resolution in the boxes provided on page 1 or on any other matters (including any amendments to the Resolution), the proxy will exercise his/her discretion as to how he/she votes and as to whether or not he/she abstains from voting. Your proxy will also vote at his/her discretion in relation to any other business arising at the General Meeting. A 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against the Resolution.
3. If you are a member of the Company holding more than one share, you may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy, please photocopy this form. Please indicate on each copy in the spaces provided on page 1 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, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given and how each proxy is instructed to vote by ticking or crossing (as applicable) the relevant box provided on page 1. All forms of proxy must be signed and should be returned together in the same envelope.
4. The following principles will apply in relation to the appointment of multiple proxies:
 - (a) If you do 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 General Meeting in person, then the vote in person will override the proxy vote(s).
5. 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.
6. To be effective, this form of proxy together with any power of attorney or other authority under which it is executed or a duly certified copy thereof must be deposited at the Company's Registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen B63 3DA, as soon as possible and in any event not less than 48 hours before the time fixed for the holding of the General Meeting or, if adjourned, not less than 48 hours before the time fixed for the holding of the adjourned meeting.
7. 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.
8. Any alteration to this form must be initialled.
9. Entitlement to attend and vote at the General 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.
10. 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 10.15 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.