

SAROSSA CAPITAL PLC

(Incorporated in England and Wales with registered number 3248123)

FORM OF PROXY

FOR USE AT THE ANNUAL GENERAL MEETING ON 10 JANUARY 2014

Form of proxy for use at the general meeting of Sarossa Capital Plc to be held at the Company's registered office at CMS Cameron McKenna LLP, Mitre House, 160 Aldersgate Street, London EC1A 4DD on 10 January 2014 at 11.00 a.m., and at any adjournment thereof ("General Meeting").

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 General Meeting or (see Note 1)

as my/our proxy to 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 13 December 2013 (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 Note 3).

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

Resolution	For	Against	Withheld
<p>1. ORDINARY RESOLUTION THAT, the Company be generally and unconditionally authorised for the purposes of Article 49.1 of the Company's Articles of Association to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 1 pence each in the Company ("Ordinary Shares") on such terms and in such manner as the directors of the Company shall determine provided that:</p> <ul style="list-style-type: none">• the maximum aggregate number of Ordinary Shares which may be purchased is 22,800,0000;• the minimum price (excluding expenses) which may be paid for each Ordinary Share is 1 pence;• the maximum price (excluding expenses) which may be paid for each Ordinary Share does not exceed 5 per cent. above the average of the middle market quotations for the Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately before the day on which the Ordinary Share is contracted to be purchased; and• this authority shall expire on 30 June 2015, unless such authority is renewed prior to that time (except in relation to the purchase of Ordinary Shares the contract for which was concluded before the expiry of such authority, in which case such purchase may be concluded wholly or partly after such expiry).			

Signature.....

Date

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 of the Meeting, please cross out the words "the Chairman of the Meeting 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 will exercise his/her discretion as to how he/she votes and as to whether or not he/she abstains from voting. 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 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, should 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 duly certified copy thereof must be deposited at the Company 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.
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 General Meeting 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 8 January 2014 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.