

# ANNUAL GENERAL MEETING

10.00 a.m. Friday 13 June 2014 at  
The Bulgari Hotel, 171 Knightsbridge,  
London SW7 1DW

This card also serves as an Attendance Card for shareholders attending the Annual General Meeting, and accordingly should be presented at the Shareholder Registration desk on arrival.



SOCO International plc  
48 Dover Street  
London  
W1S 4FF  
United Kingdom

Company number: 3300821

You may register the appointment of a proxy by:  
(a) logging onto [www.sharevote.co.uk](http://www.sharevote.co.uk) and using the reference numbers shown on the Form of Proxy, or by  
(b) completing the Form of Proxy and depositing it with the registrars.

Please read the Notice of Meeting available on [www.socointernational.com](http://www.socointernational.com) and the Notes overleaf before using or completing the Form of Proxy.

Detach here and return Form of Proxy in supplied envelope



## SOCO International plc FORM OF PROXY



Voting ID

Task ID

Shareholder Reference Number

I/We being (a) member(s) of the above named company hereby appoint the Chairman of the Meeting/or

to act as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10.00 a.m. on 13 June 2014 at The Bulgari Hotel, 171 Knightsbridge, London SW7 1DW and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions as indicated below:

Please indicate with an "X" in the appropriate space how you wish your vote to be cast. In the absence of any instructions, the proxy will be deemed to have authority to vote or abstain as he/she thinks fit on any business arising at the meeting (including any motion to amend a resolution or adjourn the meeting).

Please tick here if this proxy is one of multiple appointments being made. For the appointment of more than one proxy, please see note 6 overleaf.

### RESOLUTIONS

	For	Against	Vote Withheld (Note 1)
1. To receive and adopt the Annual Report and Accounts for the financial year ended 31 December 2013.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Remuneration Policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Report (other than the part containing the Remuneration Policy) included in the Annual Report and Accounts for the financial year ended 31 December 2013.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To reappoint Rui C de Sousa, who is Chairman of the Nominations Committee, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To reappoint Edward T Story, who is a member of the Nominations Committee, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To reappoint Roger D Cagle as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To reappoint Cynthia B Cagle as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To reappoint Olivier M G Barbaroux, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To reappoint Robert M Catherly, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To reappoint Ettore P M Contini as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To reappoint John C Norton, who is Chairman of the Audit Committee, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To reappoint António V M Monteiro, who is Chairman of the Remuneration Committee and a member of the Audit and Nominations Committees, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To reappoint Michael J Watts, who is a member of the Audit, Remuneration and Nominations Committees, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To elect Robert G Gray, who is a member of the Audit and Remuneration Committees, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To elect Marianne Daryabegui, who is a member of the Audit, Remuneration and Nominations Committees, as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To reappoint Deloitte LLP as auditors to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise the Directors to agree the Auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To approve and authorise a contract to buy back deferred shares (s.694 of the Companies Act 2006).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To authorise the Directors to allot securities (s.551 of the Companies Act 2006).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To disapply pre-emption rights (s.570(1) and s.573 of the Companies Act 2006).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. To authorise the Company to repurchase its own shares (s.701 of the Companies Act 2006).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22. To authorise the Directors to call general meetings of the Company (other than an annual general meeting) on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGNATURE

DATED

2014



## NOTES

- 1 The “Vote Withheld” option is provided to enable you to abstain on the resolution. However, it should be noted that a “Vote Withheld” is not a vote in law and will not be counted in the calculation of the proportion of votes “For” and “Against” a resolution.
- 2 To be effective this Form of Proxy must be deposited with the Company’s Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom not later than 10.00 a.m. on 11 June 2014. The completion and return of a Form of Proxy will not, however, preclude shareholders from attending and voting in person at the Meeting or at any adjournment thereof should they wish to do so. For further detail on how to submit your proxy, please refer to notes 1, 2 and 3 to the Notice of Meeting.
- 3 Alternatively, Electronic Proxy Appointment (“EPA”) is available for this Meeting. To use this facility you must visit [www.sharevote.co.uk](http://www.sharevote.co.uk) where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown on the Form of Proxy will be required to complete the procedure. EPA will not be valid if received after 10.00 a.m. on 11 June 2014 and will not be accepted if found to contain a computer virus.
- 4 A response envelope for the return of this Form of Proxy is enclosed. Shareholders mailing the Form of Proxy from outside the United Kingdom will need to attach appropriate postage to the response envelope in order to ensure that their votes are received in time.
- 5 If the proxy is being appointed in relation to less than your full voting entitlement, please enter next to the proxy holder’s name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- 6 You can appoint the Chairman of the Meeting or anyone else to be your proxy at the Annual General Meeting. You can also, if you wish, 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 the Chairman as your sole proxy in respect of all of your shares, fill in any voting instructions and sign and date the form of proxy – leave all other proxy appointment details blank.
  - To appoint a single proxy other than the Chairman in respect of all of your shares, delete the words “the Chairman of the Meeting” and insert the name of your proxy in the space provided. Please initial the amendment.
  - To appoint more than one proxy, you should photocopy the Form of Proxy. You must complete a separate form of proxy for each proxy. Please indicate, next to the proxy holder’s name, the number of shares in relation to which you authorise them to act as your proxy. Please also indicate, by marking the box on the Form of Proxy, if the proxy instruction is one of multiple instructions being given. All forms of proxy must be signed and should be returned to Equiniti in the same envelope.
- 7 Where the Member is a corporation, this form must be executed as a deed or signed by an officer, attorney or other person duly authorised by the corporation.
- 8 In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register.
- 9 A member may appoint a proxy of his own choice in which case the words “the Chairman of the Meeting” should be deleted, and the name of the person appointed as proxy should be inserted in the space provided. A proxy need not be a member of the Company.
- 10 CREST members wishing to appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system must ensure that, in order for such CREST Proxy Instruction to be effective, it is received by the Company’s agent, Equiniti (ID number RA19), no later than 10.00 a.m. on 11 June 2014 or no later than 48 hours before any adjournment of the meeting, together with any power of attorney or other authority under which it is sent. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Equiniti 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. For further information relating to the CREST proxy system, please refer to the CREST manual and the notes to the Notice of Meeting.