

Camellia Plc

Form of proxy

FORM OF PROXY FOR USE BY MEMBERS OF CAMELLIA PLC AT THE ANNUAL GENERAL MEETING (THE “MEETING”) TO BE HELD AT THE GORING HOTEL, BEESTON PLACE, GROSVENOR GARDENS, LONDON SW1W 0JW AT 11.30 A.M. ON 9 JUNE 2011.

I/We being member/members of the above-named Company, hereby appoint the following person(s):

..... (see note 1)

or, failing whom, the Chairman of the Meeting as my/our proxy to attend, speak and vote on my/our behalf at the Meeting of the Company to be held at 11.30 a.m. on 9 June 2011 at The Goring Hotel, Beeston Place, Grosvenor Gardens, London SW1W 0JW (or at any adjournment thereof). I/We direct that my/our proxy will vote (or abstain from voting) on the resolutions set out in the notice of annual general meeting as indicated below:

Please tick here if this proxy appointment is one of multiple appointments being made. ☐

For the appointment of more than one proxy, please refer to note 2.

RESOLUTIONS	For	Against	Vote withheld
1. To receive the Company’s annual accounts and the Directors’ and Auditors’ reports			
2. To approve the Directors’ remuneration report			
3. To declare a final dividend of 80 pence per ordinary share			
4. To re-elect Mr M C Perkins as a Director			
5. To re-elect Mr C J Ames as a Director			
6. To re-elect Mr P J Field as a Director			
7. To re-elect Mr A K Mathur as a Director			
8. To re-elect Mr C J Relleen as a Director			
9. To re-elect Mr D A Reeves as a Director			
10. To re-elect Mr C P T Vaughan- Johnson as a Director			
11. To re-elect Mr M Düнки as a Director			
12. To re-appoint PricewaterhouseCoopers LLP as auditors to the Company			
13. To authorise the Directors to determine the auditors’ remuneration			
14. To authorise the Company to make market purchases of its own ordinary shares			
15. To permit general meetings to be called on 14 days’ notice			

Please note that a “vote withheld” is not a vote in law and will not be counted in the calculation of the votes cast for and against the resolution.

PLEASE COMPLETE THE DETAILS BELOW IN BLOCK CAPITALS AND SIGN AND DATE WHERE INDICATED

.....

Signature of shareholder or common seal/signature of duly authorised officer of corporate shareholder.

Note: If joint shareholders, only one joint holder need sign.

Print Name Date

Please return this form of proxy to Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU so as to arrive by 11.30 a.m. on 7 June 2011. Alternatively, if you hold your shares in uncertificated form, you may appoint a proxy using the CREST electronic proxy appointment service, details of which are set out in note v to the notice of annual general meeting.

Notes:

1. A proxy need not be a member of the Company but must attend the Meeting to represent you. You may appoint as your proxy persons of your own choice by inserting their names in the space provided. If no name is inserted in the space provided the Chairman will be deemed appointed as the proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the space provided next to the proxy’s name the number of shares in relation to which he is 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 proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy, you may photocopy this form. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. Please indicate with a cross in the appropriate box how you wish your votes to be cast. In the absence of any specific direction, the proxy will vote (or abstain from voting) at his or her discretion. On any other business which properly comes before the Meeting (including any motion to amend any resolution or to adjourn the Meeting) the proxy will vote or abstain at his or her discretion.
4. To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be received by the Company’s Registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by not later than 11.30 a.m. on 7 June 2011.
5. Completion and return of this form of proxy will not prevent a member from attending and voting at the Meeting.
6. In the case of a corporate shareholder, this form of proxy should either be executed by the Company under seal or signed by two Directors or a Director and the Secretary or other duly authorised officer or attorney.
7. In the case of joint holders, the vote of the first-named in the register of members of the Company will be accepted to the exclusion of that of other joint holders.

ANNUAL GENERAL MEETING

Thursday 9 June 2011 at 11.30am.

The Annual General Meeting of Camellia Plc will be held at:

**The Goring Hotel
Beeston Place,
Grosvenor Gardens,
London SW1W 0JW**

Business Reply
Licence Number
RSBH-UXKS-LRBC

PXS
34 Beckenham Road
Beckenham
BR3 4TU