

# 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 5 JUNE 2014.

I/We being a member/members of the above-named Company, hereby appoint the following person(s) (to be completed in block capital letters):

.....  
(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 5 June 2014 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 the Meeting as indicated below:

Please tick the box 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	Discretionary	Vote withheld
1. To receive the Company's annual accounts and the Directors' Strategic and Auditors' reports				
2. To approve the Directors' remuneration report				
3. To approve the Directors' remuneration policy				
4. To declare a final dividend of 91 pence per ordinary share				
5. To re-elect Mr M C Perkins as a Director				
6. To re-elect Mr C J Ames as a Director				
7. To re-elect Mr P J Field as a Director				
8. To re-elect Mr A K Mathur as a Director				
9. To re-elect Mr C J Relleen as a Director				
10. To re-elect Mr M Dünki as a Director				
11. To re-elect Mr F Vuilleumier 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 or against the resolution.

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

.....  
Signature(s) (see note 6 in the case of a corporate shareholder)

*Note: If joint shareholders, only one joint holder needs sign.*

Print Name..... Date..... 2014

Please return this form of proxy to Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF so as to arrive by 11.30 a.m. on 3 June 2014. 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 the Meeting.

### Notes:

1. A proxy need not be a member of the Company. 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 or she 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. If you select 'Discretionary' or do not make a 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 notariially certified or office copy of such power or authority) must be received by the Company's Registrars, Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by not later than 11.30 a.m. on 3 June 2014.
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 under the hand of two authorised signatories or a director in the presence of a witness (whose name, address and occupation should be stated).
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 5 June 2014 at 11.30 a.m.

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

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

Business Reply Plus  
Licence Number  
RLUB - TBUX - EGUC



PXS 1  
34 Beckenham Road  
BECKENHAM  
BR3 4ZF