

Camellia Plc

Form of proxy

FORM OF PROXY FOR USE BY MEMBERS OF CAMELLIA PLC AT THE GENERAL MEETING (THE “MEETING”) TO BE HELD AT THE RUBENS HOTEL, 39 BUCKINGHAM PALACE ROAD, LONDON, SW1W 0PS AT 11.30 A.M. ON 6 AUGUST 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 6 August 2014 at The Rubens Hotel, 39 Buckingham Palace Road, London, SW1W 0PS (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. That the listing of the ordinary shares of 10 pence each in the capital of the Company on the premium segment of the official list of the UK Listing Authority and admission to trading on the London Stock Exchange's main market for listed securities be cancelled and application be made for admission of the said shares to trading on AIM and the directors of the Company be and are hereby authorised to do and/or procure to be done all such acts and/or things as they may consider necessary or desirable in connection therewith.				

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 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, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF so as to arrive by 11.30 a.m. on 4 August 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 4 to the Notice of the Meeting and note 9 below.

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 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 notarially certified or office copy of such power or authority must be received by the Company's Registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by not later than 11.30 a.m. on 4 August 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 be executed by the company under seal or signed by two directors or a director and the company secretary or signed by a director in the presence of a witness who attests his or her signature.
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.
8. Only those members entered on the register of members of the Company at 6.00 p.m. on 4 August 2014 or, in the event that this Meeting is adjourned, in the register of members as at 6.00 p.m. on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the Meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members by the close of business on 4 August 2014 or, in the event that this Meeting is adjourned, in the register of members after the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the Meeting.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting to be held on 6 August 2014 at 11.30 a.m. and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Capita Asset Services (CREST Participant ID: RA10), no later than 48 hours before the time appointed for the Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.



GENERAL MEETING

Wednesday 6 August 2014 at 11.30 a.m.

A General Meeting of Camellia Plc will be held at:

The Rubens Hotel

39 Buckingham Palace Road

London

SW1W 0PS



Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



PXS 1
34 Beckenham Road
BECKENHAM
BR3 4ZF