

FORM OF PROXY
ST PETER PORT CAPITAL LIMITED

(a closed-ended investment company incorporated in Guernsey with registration number. 46526)

(the "Company")

Words and expressions defined in the circular to Ordinary Shareholders dated 24 May 2012 shall, save where the context otherwise requires, bear the same meanings in this Form of Proxy.

This is a Form of Proxy for use by Ordinary Shareholders at the Extraordinary General Meeting of the Company to be held at Martello Court, Admiral Park, St Peter Port, Guernsey on 18 June 2012 at the time specified in the Notice of the EGM, to consider and, if thought fit, pass the Ordinary and Special Resolutions.

As a holder of Ordinary Shares in the Company you have the right to attend, speak and vote at the EGM. If you cannot, or do not want to, attend the EGM, but still want to vote, you can appoint someone to attend the EGM and vote on your behalf. That person is known as a "proxy".

Only Ordinary Shareholders may vote in relation to the Resolutions.

You can use this Form of Proxy to appoint the Chairman of the EGM or someone else, as your proxy. Your proxy does not need to be an Ordinary Shareholder of the Company.

I/We (name in full)(in BLOCK CAPITALS)

of
 being (an) Ordinary Shareholder(s) entitled to attend and vote at the EGM, hereby appoint the Chairman of the EGM

or
 (see Note 1) as my/our proxy to attend and, on a poll, to vote for me/us on my/our behalf at the EGM to be held on 18 June 2012, and at any adjournment thereof.

Ordinary Resolution	For	Against	At Discretion
1. THAT the vote for the continuation of the Company as set out in the Ordinary Resolution in the Notice of EGM be duly approved			
Special Resolution	For	Against	At Discretion
2. THAT the changes to the Articles as set out in the Special Resolution in the Notice of EGM be duly approved			

Please indicate with an "X" in the appropriate box opposite the resolution how you wish your votes to be cast (see Notes 4 and 5).

Signature(s)(See Note 6)

Date

Notes:

- If you wish to appoint as a proxy a person or persons other than the Chairman of the EGM (who need not be an Ordinary Shareholder), please delete the words "the Chairman of the EGM" and insert the name of the other person or persons. All alterations made to this Form of Proxy must be initialled by the signatory.
- The completion and return of this Form of Proxy will not prevent you from attending in person and voting at the EGM should you subsequently decide to do so.
- An Ordinary Shareholder may appoint more than one proxy to attend provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. When two or more valid but differing instruments of proxy are delivered in respect of the same Ordinary Share for use at the same EGM and in respect of the same matter, the one which is lastly delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the other or others as regards that Ordinary Share. If the Company is unable to determine which instrument was lastly delivered, none of them shall be treated as valid in respect of that Ordinary Share.
- If you wish your proxy to cast all of your votes for or against a resolution you should insert an "X" in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, insert the relevant number of Ordinary Shares in the appropriate box. In the absence of instructions, your proxy may vote or abstain from voting as he or she thinks fit on the specified resolution and, unless instructed otherwise, may also vote or abstain from voting as he or she thinks fit on any other business (including on a motion to amend a resolution, to propose a new resolution or to adjourn the EGM) which may properly come before the EGM.
- The "At Discretion" option is provided to enable you to give discretion to your proxy to vote or abstain from voting on a particular resolution as he or she thinks fit.
- This Form of Proxy must be signed by the Ordinary Shareholder or his/her attorney. Where the Ordinary Shareholder is a corporation, the signature must be under seal or signed by a duly authorised representative. In the case of joint Ordinary Shareholders, any one Ordinary Shareholder may sign this Form of Proxy. The vote of the senior joint Ordinary Shareholder (whether in person or by proxy) will be taken to the exclusion of all others, seniority being determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- To be valid, this Form of Proxy (together with any power of attorney or other authority under which it is signed or a copy of such authority certified notariially or in some other way approved by the Board of Directors) must be lodged with **Capita Registrars, PXS, 34 Beckenham Road Beckenham, Kent BR3 4TU** as soon as possible but, in any event, so as to arrive not later than 11.15 a.m. (GMT) on 16 June 2012.
- To allow effective constitution of the EGM, if it is apparent to the Chairman that no Ordinary Shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any Ordinary Shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.

Business Reply
Licence Number
RSBH-UXKS-LRBC



PXS
34 Beckenham Road
BECKENHAM
BR3 4TU