



**Ceretas Annual General Meeting
Proxy Voting – Motion to be discussed**

Motion 1

“The existing Memorandum and Articles of Association of Ceretas be amended to reflect the requirements of the Executive Committee’s agreed strategy position, in particular, by removing Ceretas’ existing objects. That the revised Articles of Association in the form attached to this resolution are approved and adopted in substitution for and to the exclusion of all the existing Articles of Association of Ceretas including, for the avoidance of doubt, Ceretas’ objects previously forming part of the Company’s Memorandum of Association”.

Every Member is entitled to a proxy vote if they are unable to attend the Annual General Meeting on Wednesday 7th October 2015. The Association has two forms of proxy voting.

Special Proxy - All Special proxy votes will be cast by the Company Secretary.

General Proxy - This should be used to appoint the authorised representative of a member of the Association to vote having regard to what is said in debate at the Annual (or Adjourned as the case may be) General Meeting.

A **Special** or **General** proxy vote can be used but not **both**.

Special Proxy

I, (please print)

hereby appoint the Company Secretary or, failing him/her, another Officer of the Association to vote as directed below:

IN FAVOUR

AGAINST

ABSTAIN

At the Annual (or Adjourned as the case may be) General Meeting to be held on Wednesday 7th October 2015 and at every adjournment thereof.

As witness my hand (signature)

Date:.....

Please ensure that this proxy voting form is signed

General Proxy

I,, (please print)

a member of the Association hereby appoint

..... to vote for me and on my behalf in respect of the Motion at the Annual (or Adjourned as the case may be) General Meeting of the Association to be held on Wednesday 7th October 2015 and at every adjournment thereof.

As witness my hand (signature)

Date:

This form should be returned, and received by Ceretas before 5.00pm on Tuesday 6th October 2015.

Ceretas OFFICE :

Ceretas, c/o UKHCA, Sutton Business Centre, Restmor Way, Wallington, SM6 7AH

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Motion 2
"That the name of the Company be changed to: Ceretas Limited".

Every Member is entitled to a proxy vote if they are unable to attend the Annual General Meeting on Wednesday 7th October 2015. The Association has two forms of proxy voting.

Special Proxy - All Special proxy votes will be cast by the Company Secretary.

General Proxy - This should be used to appoint the authorised representative of a member of the Association to vote having regard to what is said in debate at the Annual (or Adjourned as the case may be) General Meeting.

A **Special** or **General** proxy vote can be used but not **both**.

Special Proxy

I, (please print)
hereby appoint the Company Secretary or, failing him/her, another
Officer of the Association to vote as directed below:

- IN FAVOUR**
- AGAINST**
- ABSTAIN**

At the Annual (or Adjourned as the case may be) General Meeting to be held on Wednesday 7th October 2015 and at every adjournment thereof.

As witness my hand (signature)

Date:.....

**Please ensure that this proxy voting
form is signed**

General Proxy

I,, (please print)

a member of the Association hereby appoint

..... to vote for me and on my behalf in respect of the Motion at the Annual (or Adjourned as the case may be) General Meeting of the Association to be held on Wednesday 7th October 2015 and at every adjournment thereof.

As witness my hand (signature)

Date:

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