

**Reconstruction Capital II Limited**  
**Form of Proxy for the Annual General Meeting on 14<sup>th</sup> December 2012**

I/We

.....  
*(block capitals please)*

of

.....  
 being a member of Reconstruction Capital II Limited, hereby appoint (see notes 1 and 2)

.....  
 or failing him/her the chairman of the meeting to be my/our proxy and exercise all or any of my/our rights to attend, speak and vote for me/us in respect of my/our voting entitlement on my/our behalf at the annual general meeting of the Company to be held at 10.00am on Friday 14<sup>th</sup> December 2012 and at any adjournment thereof. The proxy will vote as indicated below in respect of the resolutions set out in the notice of meeting:

<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>Vote withheld</b>
1      That in accordance with Article 138.2 of the articles of association of the Company, the Company continues as presently constituted for a further two years until the Annual General Meeting to be convened in 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2      That, conditional on Resolution 1 being approved, the proposed new investment objective and policy of the Company set out in the circular to Shareholders dated 19 <sup>th</sup> November 2012 to which this notice forms part be adopted as the investment objective and policy of the Company with immediate effect and the existing investment objective and policy be and is hereby replaced.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

     Please indicate by placing an X in this box if this proxy appointment is one of multiple appointments being made (see note 2 overleaf).

**Please refer to the notes overleaf**

Signed: .....

Date: .....2012

## RECONSTRUCTION CAPITAL II LIMITED

### NOTES RELATING TO FORM OF PROXY

- 1 Every member has the right to appoint some other person(s) of his/her choice, who need not be a member, as his/her proxy to exercise all or any of his/her rights to attend, speak or vote on his/her behalf at the meeting. A member wishing to appoint a person other than the chairman of the meeting as proxy should insert the name of such person in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter alongside the proxy holder's name the number of shares in relation to which they are 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). Any alteration or deletion must be signed or initialled.
- 2 A member may appoint more than one proxy in relation to a meeting, provided that the proxy is appointed to exercise the rights attached to a different share or shares held by him/her. To appoint more than one proxy, please contact Heather Wilkins at Sanne Trust Company Limited on +44 (0)1534 750571 for (an) additional form(s), or you may photocopy this form. Please indicate alongside the proxy holder's name the number of shares in relation to which the proxy holder is authorised to act as your proxy. Please also indicate by placing an **X** in the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
- 3 Use of the form of proxy does not preclude a member from attending and voting in person.
- 4 Where the form of proxy is executed by an individual it must be signed by that individual or his or her attorney.
- 5 Where the form of proxy is executed by joint shareholders it may be signed by any of the members, but the vote of the member whose name stands first in the register of members of the company will be accepted to the exclusion of the votes of the other joint holders.
- 6 Where the form of proxy is executed by a corporation it must be either under its seal or under the hand of an officer or attorney duly authorised.
- 7 If the form of proxy is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise his/her discretion as to whether and how he/she votes, as he/she will on any other matters to arise at the meeting.
- 8 To be valid, the form of proxy, together with, if applicable, the power of attorney or other authority under which it is signed, or a certified copy thereof, must be received by Sanne Trust Company Limited at 13 Castle Street, St Helier, Jersey JE4 5UT not later than 10.00am on Thursday 13<sup>th</sup> December 2012.
- 9 The "vote withheld" option is provided to enable a member to abstain from voting on the resolution; however, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "for" and "against" the resolution.