

# ORA Capital Partners Limited

(Incorporated in Guernsey with registration number 49907)

## Form of Proxy

### General Meeting

Form of proxy for use at the general meeting of ORA Capital Partners Limited ("the Company") to be held at 11.00 a.m. on 18 October 2011 at the Company's registered office, Dixcart House, Sir William Place, St. Peter Port, Guernsey GY1 4EZ ("**General Meeting**").

I/We.....(your name)

of.....(your address) being a

member/members of the Company entitled to receive notice, attend and vote at general meetings of the Company, hereby appoint the Chairman of the General Meeting (*Note 1*) .....as my/our proxy to vote for me/us and on my/our behalf at the General Meeting and at any adjournment thereof in relation to the resolutions specified in the Notice of General Meeting dated 27 September 2011 ("the Resolutions") and any other business (including adjournments and amendments to the resolutions) which may properly come before the General Meeting or any adjournment thereof.

I/We direct my/our proxy to vote as follows in respect of the resolutions (*Note 2*):

ORDINARY RESOLUTION	For	Against	Abstain
1. To authorise the directors of the Company to make market purchases of ordinary shares of the Company on such terms and in such manner as the directors of the Company shall determine provided that: 1.1. the maximum aggregate number of ordinary shares which may be purchased is 8,425,937 ordinary shares; 1.2. the minimum price (excluding expenses) which may be paid for each ordinary share is 10p; 1.3. the maximum price (excluding expenses) which may be paid for any ordinary share does not exceed 5 per cent. above the average closing price of such shares for the five business days on the London Stock Exchange prior to the date of purchase; and 1.4. this authority shall expire on 17 April 2013, unless such authority is renewed prior to that time (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority, in which case such purchase may be concluded wholly or partly after such expiry).			
<b>ORDINARY RESOLUTION (to be taken on a poll)</b>			
2. To approve the waiver granted by the Panel on Takeovers and Mergers of the obligation which would otherwise arise under Rule 9 of the City Code on Takeovers and Mergers for Richard Griffiths to make a general offer to shareholders of the Company as a result of the implementation by the Company of the Buyback (as such terms are defined in the Circular).			

In the absence of instructions the proxy is authorised to vote (or abstain from voting) on the resolutions at his or her discretion. The proxy is also authorised to vote (or abstain from voting) on any other business which may properly come before the General Meeting.

Signed..... Dated .....2011

#### Notes:

- (1) A member wishing to appoint someone other than the Chairman of the General Meeting as his or her proxy (who need not be a member of the Company) should insert that person's name in the space provided in substitution for the reference to "the Chairman of the General Meeting" and initial the alteration.
- (2) Please indicate by inserting an "X" under "FOR" or "AGAINST" or "ABSTAIN" how you wish your vote to be cast on the resolutions. On receipt of this form of proxy duly signed but without any specific directions as to how you wish your vote to be cast, you will be considered to have authorised the proxy to vote or abstain at his or her discretion.
- (3) To be effective, this form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy or office copy thereof must reach Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, as soon as possible and in any event not less than 48 hours before the time fixed for the holding of the General Meeting. The completion and return of a form of proxy will not preclude a member from attending the General Meeting and voting in person.
- (4) In the case of a corporation, this form of proxy must be under the common seal or signed by an officer or attorney duly authorised in writing.
- (5) In the case of joint holders, the vote of the senior shareholder who tenders a vote will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names are stated in the register of members of the Company.
- (6) Any alterations made to this form of proxy should be initialled.
- (7) To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to vote as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate 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.
- (8) To allow effective constitution of the meeting, if it is apparent to the Chairman that no shareholders of the Company 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 shareholder of the Company, provided that such substitute proxy shall vote on the same basis as the Chairman.
- (9) Entitlement to attend and vote at the General Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members at 6.00 p.m. on 16 October 2011 or, in the event that the meeting is adjourned, the Register of Members at 6.00 p.m. on the day which is two days before the date of the adjourned meeting.
- (10) CREST members should use the CREST electronic proxy appointment service and should refer to Notes 9 to 11 of the Notice of General Meeting in relation to the submission of a proxy appointment via CREST.