

# PLASTICS CAPITAL PLC

(company number 6387173) ('the Company')

## FORM OF PROXY FOR USE AT THE GENERAL MEETING

to be held at 10.00 a.m. on 20 November 2014 and at any adjournment thereof

I/We (full name(s) and address(es) in which the shares are registered. Please use block capitals)

of .....  
being a member(s) of the above-named Company, appoint the Chairman of the meeting, or (see note 1 below)

as my/our proxy to attend, to speak and to vote for me/us on my/our behalf at the extraordinary general meeting of the Company to be held on 20 November 2014 and at any adjournment of such meeting in relation to the resolutions specified in the notice of the general meeting dated 3 November 2014 (the "Resolutions") and any other business (including adjournments and amendments to the Resolutions) which may properly come before the extraordinary general meeting or any adjournment thereof.

I/We instruct my/our proxy to vote in respect of the Resolutions as follows:

ORDINARY RESOLUTION	For	Against	Vote Withheld (see note 4)
1. To authorise the directors to allot relevant securities up to an aggregate nominal amount of £51,020.41			
SPECIAL RESOLUTION			
2. To disapply the statutory pre-emption rights on allotment of relevant securities			

Please indicate by inserting an 'X' in the box, how you wish your vote(s) to be cast. In the absence of specific instructions your proxy will vote (or abstain from voting) as he thinks fit. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the extraordinary general meeting.

Dated this ..... day of .....2014

Signature(s).....

Please tick here if this proxy is one of multiple appointments being made (see note 2).

Enter number of ordinary shares of 1p in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full voting entitlement.

### Notes:

1. Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the extraordinary general meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the extraordinary general meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box the number of shares in relation to which they are authorised to act as your proxy (see note 2 below). 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). You can only appoint a proxy using the procedures set out in these notes. Submission of a proxy form or forms does not preclude you from attending the extraordinary general meeting and voting in person. If you have appointed a proxy or proxies and attend the extraordinary general meeting in person, your proxy appointment or appointments will be automatically terminated.
2. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. 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 act 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. Specifying a number of shares each proxy appointment relates to in excess of those held by you may result in the appointment being invalid. Unless the proxy form states the number of shares this proxy appointment relates to, it will be deemed to relate to all the shares in the Company held by you (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).
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Capita Registrars (ID RA 10) by no later than 10.00 a.m. on 18 November 2014. Please refer to the notes to the notice of the extraordinary general meeting for further information on proxy appointments through CREST.
4. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular 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' a resolution.
5. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the extraordinary general meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at 6.00 p.m. on 18 November 2014 or, if the extraordinary general meeting is adjourned, shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned extraordinary general meeting. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. In the case of joint holders of a share, the vote of the senior holder who tenders a vote, whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the share. In the case of a corporation this form of proxy must be executed under its common seal or signed on its behalf by an attorney or officer of the corporation. If this proxy form is executed under a power of attorney or other authority, the power of attorney or other authority (or a notarially certified copy of it) must be lodged with the proxy form.
7. If you submit more than one valid proxy appointment in relation to the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. Any alteration to this form of proxy should be initialled.
9. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
10. To be effective, all proxies must be signed and lodged no later than 10:00 a.m. on 18 November 2014 at the office of the Company's registrars at: Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, BR3 4TU.

Business Reply Plus  
Licence Number  
RLUB - TBUX - EGUC



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