

# GLI FINANCE LIMITED

(a non-cellular company limited by shares incorporated in Guernsey with registration number 43260)

## FORM OF PROXY

### EXTRAORDINARY GENERAL MEETING

On Friday 12 December at 11.00 a.m.

I/We (full name)

.....  
being a member of GLI Finance Limited (the "**Company**"), do hereby appoint the Chairman of the meeting, or

.....  
(name & address of proxy in block capitals)

as my/our proxy to attend, and on a poll, vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 4NA on Friday 12 December 2014 at 11.00 a.m. or any adjournment thereof.

The proxy is to vote in respect of all of my Ordinary Shares / the number of Ordinary Shares specified below (delete as appropriate)

..... as follows:

Please tick here if this proxy appointment is one of multiple appointments being made

Special Resolution	For	Against	Discretionary	Vote withheld
1. THAT the draft articles of incorporation produced to the meeting and initialled by the Chairman for the purposes of identification be adopted as the articles of incorporation of the Company in substitution for and the exclusion of the existing articles of incorporation of the Company.				

**\*please complete either "For", "Against", "Discretionary" or "Vote withheld" for the above resolution by marking "X" in the relevant box. If no indication is given, your proxy will have discretion to vote for or against or to abstain (including on any other matter which may properly come before the meeting) as he/she thinks fit.**

**If by an individual:**

**If for and on behalf of a corporation:**

Signed by:.....

Signed by:.....

Dated:.....2014

For and on behalf

of:.....

Position:.....

Dated:.....2014

**NOTES:**

1. A Shareholder is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company. A Shareholder may appoint more than one proxy in relation to the EGM, provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by the Shareholder. A Shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. A proxy may be an individual or a body corporate who need not be a Shareholder.
2. To appoint more than one proxy to vote in relation to different Shares within your holding 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 of Proxy must be signed and should be returned together in the same envelope.
3. If you wish to appoint as your proxy someone other than the chairman of the meeting, cross out the words "the Chairman of the meeting" and write on the dotted line the full name and address of your proxy. The change should be initialled.
4. Please indicate with an "X" in the appropriate box how you wish your vote to be cast in respect of the Resolution. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he or she thinks fit on the specified Resolution and, unless instructed otherwise, the person appointed proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to Resolution) which may properly come before the meeting.
5. This form must be signed and dated by the Shareholder or his/her attorney duly authorised in writing. If the Shareholder is a company, it may execute under its common seal or by the signature of a duly authorised officer or attorney. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of shareholders in respect of the joint holding. The names of all joint holders should be stated but the signature of any one is sufficient. In all cases, names must be entered as they appear on the Company's register.
6. Any corporation which is a Shareholder may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at the EGM and the person so authorised shall be entitled to exercise the same power on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder.
7. To change your proxy instructions, simply submit a Form of Proxy using the method set out above. If you submit more than one valid Form of Proxy, the appointment received last before the latest time for the receipt of Forms of Proxy will take precedence. Please note that the cut-off time for receipt of Forms of Proxy also applies in relation to amended instructions; any amended Form of Proxy received after the relevant cut-off time will be disregarded.
8. To be valid, this Form of Proxy must be completed and lodged, together with the power of attorney or any other authority (if any) under which it is signed, or a notarially certified copy of such power, with **Equiniti Limited, Freepost RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU** not less than 48 hours before the time fixed for holding the EGM.
9. Only Shareholders registered in the register of shareholders of the Company 48 hours before the time fixed for the EGM or any adjourned meeting shall be entitled to attend, speak and vote at the meeting in respect of the number of Shares registered in their name at that time. Changes to entries on the register after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
10. The 'vote withheld' option 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.
11. Return of a completed Form of Proxy will not preclude a Shareholder from attending and voting personally at the EGM. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
12. The quorum for a meeting of Shareholders is two or more Shareholders (provided that they are entitled to vote on the business to be transacted at the meeting) present in person or by proxy and holding 5 per cent. or more of the voting rights available at such meeting.
13. The passing of the special resolution requires Shareholders present (whether in person or by proxy) and holding at least 75 per cent. of the Shares voted to vote in favour of the special resolution.
14. If the Resolution is duly passed at the EGM (or any adjourned meeting thereof), and other necessary formalities are completed, this will result in the proposed Resolution becoming binding on each Shareholder whether or not he or she voted in favour of the Resolution, or voted at all.
15. To allow effective constitution of the EGM, if it is apparent to the chairman that no 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 Shareholder, provided that such substitute proxy shall vote on the same basis as the chairman.

16. If, within half an hour from the appointed time for the EGM, a quorum is not present, the meeting shall stand adjourned to such time and place as the Board may determine. The quorum for such adjourned meeting shall be such Shareholder or Shareholders who shall attend in person or by proxy.
17. Terms defined in the circular to Shareholders dated 17 November 2014 shall, unless the context otherwise requires, bear the same meaning when used in this Form of Proxy.