

Attendance card

Please bring this card with you to the Court Meeting and present it at the Shareholder Registration Desk. This will facilitate entry to the Court Meeting.

For use by members of Cazenove Capital Holdings Limited (the “**Company**”) for the meeting of shareholders of the Company convened by order of the Court pursuant to Article 125 of the Companies (Jersey) Law 1991 to be held at 11.00 a.m. on 17 May 2013 at the Institute of Directors, 116 Pall Mall, London, SW1Y 5ED (the “**Court Meeting**”).

Shareholder Reference Number:

Blue Form of Proxy

Name:
Address1
Address2
Address3
Postcode
SRN: XXXXXXXXXX

Court Meeting to be held at 11.00 a.m. on 17 May 2013

Kindly note: in addition to completing this BLUE form of proxy please also complete and return the WHITE form of proxy enclosed.

This form is issued only to the addressee(s) and is specific to the unique designed shareholder reference number stated above. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Equiniti, the Company’s Registrars, accept no liability for any instruction that does not comply with these conditions.

Please read the notice of the Court Meeting (the “**Notice**”) set out in Part XIV of the scheme circular dated 19 April 2013 (the “**Scheme Circular**”) accompanying this form of proxy and the notes below before completing this form. Reference to the “Scheme” in this form are to the Scheme referred to in the Notice.

To be valid your signed and dated proxy form(s) must be completed and deposited together with any power of attorney or authority under which it is signed or a certified copy of such power or authority at the offices of the Company’s Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA as soon as possible and no later than 11.00 a.m. on 15 May 2013 or in the case of an adjourned meeting, not less than 48 hours before the time of such meeting. Alternatively, the Form of Proxy may be handed to Equiniti on behalf of the Chairman of the Court Meeting, or the Chairman himself, before the commencement of the Court Meeting.

I/We being a member/members of Cazenove Capital Holdings Limited hereby appoint the Chairman of the Court Meeting or the following person (see notes 2 and 3).

(Please leave the box blank if you have selected the Chairman. Do not insert your own name(s).)

as my/our proxy to attend and vote in respect of my/our full voting entitlement (or my/our voting entitlement based on the number of shares if stated in the box below - see notes 6, 7 and 8) on my/our behalf at the Court Meeting to be held at 11.00 a.m. on 17 May 2013 at the Institute of Directors, 116 Pall Mall, London SW17 5ED and at any adjournment of it for the purpose of considering and if thought fit, approving (with or without modification) the proposed Scheme referred to in the Notice to vote for me/us and in my/our names for the said Scheme (either with or without modification, as my/our proxy may approve) or against the said Scheme as indicated by my signature below.

Number of shares (see notes 6, 7 and 8)

Please tick here to indicate that this proxy appointment is one of multiple appointments being made (see notes 6, 7 and 8).

Please sign ONE of the boxes below (see note 4)

IMPORTANT: If you wish to vote for the Scheme, sign the box marked “FOR”, or if you wish to vote against the Scheme sign the box marked “AGAINST”

Please indicate your instructions by signing either the FOR or AGAINST box below. Only insert your signature once. If you sign both boxes, or if you do not sign either, then this form shall be invalid.

FOR the said Scheme

AGAINST the said Scheme

Signature

Signature

Dated

Poll Card to be completed only at the Court Meeting

FOR the said Scheme

AGAINST the said Scheme

Signature

Signature

Dated day of2013



Notes:

1. Terms defined in the Notice shall have the same meanings when used in this form of proxy, unless the context otherwise requires.
2. This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. Please indicate in the appropriate box how you wish the proxy to vote in respect of the scheme. The proxy will exercise his discretion as to how he votes on any other business considered at the meeting.
3. In the case of joint holders the signature of any of them will suffice, but the names of all joint holders should be shown, and 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 holder(s) 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 joint holding.
4. In the case of a corporation this form of proxy must be under the common seal or executed by an authorised officer, attorney or other authorised person.
5. To be valid your signed and dated proxy form(s) must be completed and deposited together with any power of attorney or authority under which it is signed or a certified copy of such power or authority at the offices of the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA as soon as possible and no later than 11.00 a.m. on 15 May 2013 or in the case of an adjourned meeting, not less than 48 hours before the time of such meeting. Alternatively, the Form of Proxy may be handed to Equiniti on behalf of the Chairman of the Court Meeting, or the Chairman himself, before the commencement of the Court Meeting.
6. If you wish someone other than the Chairman to be your proxy delete 'the Chairman of the Meeting OR' and insert the name of the person you wish to appoint and initial the alteration. Such proxy need not be a member of the Company but must attend the Court Meeting in person to represent you. Any alteration to this form of proxy must be initialled by the appointer. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy, you should photocopy the form of proxy. You must complete a separate form of proxy for each appointment, and indicate in the box on the front of the form the number of shares in relation to which you authorise them to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be included in the same envelope.
7. You may appoint more than one proxy to attend the Court Meeting. Completion of this form of proxy will not preclude you from attending and voting at the Court Meeting in person if you wish.
8. A space has been included in the form of proxy to allow you to specify the number of shares in respect of which the proxy is appointed. If you leave this space blank you will be deemed to have appointed the proxy in respect of all your shares.
9. To be entitled to vote at the Court Meeting (and for the purpose of determining the number of votes you may cast), you must be entered on the Company's register of members at 6 p.m. on 15 May 2013 or if the Court Meeting is adjourned you must be entered on the register at 6 p.m. on the date two days before the date fixed for the adjourned Court Meeting.