

Attendance card

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

The Chairman of Cazenove Capital Holdings Ltd (the “Company”) invites you to attend the general meeting of the Company to be held at 11.15 a.m. (or as soon thereafter as the preceding court meeting has been concluded or adjourned) on 17 May 2013 at the Institute of Directors, 116 Pall Mall, London SW1Y 5ED (the “General Meeting”).

Shareholder Reference Number:

White Form of Proxy

Name:
Address1
Address2
Address3
Postcode
SRN: XXXXXXXXX

General Meeting to be held at 11.15 a.m. on 17 May 2013

Kindly note: in addition to completing this WHITE form of proxy please also complete and return the BLUE 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 General Meeting (the “Notice”) set out in Part XV of the scheme circular dated 19 April 2013 (the “Scheme Circular”) accompanying this form of proxy and the notes below before completing this form.

For this white form of proxy to be valid it must be signed and lodged together with the power of attorney or other written authority (if any) under which it is signed or an office or notarially certified copy of such power or authority no later than 48 hours before the time of the General Meeting (or adjourned meeting at which the person named on the form proposed to vote) with Equiniti Limited.

Please use black pen. Mark with an X inside the box as shown in this example

I/We being a member/members of Cazenove Capital Holdings Limited hereby appoint the Chairman of the General Meeting OR the following person

(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 General Meeting of the Company to be held at 11.15 a.m. on 17 May 2013 at the Institute of Directors, 116 Pall Mall, London SW17 5ED and at any adjournment of it.

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 and 7).

Special Resolution	For	Against	Vote Withheld
--------------------	-----	---------	---------------

THAT:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
-------	--------------------------	--------------------------	--------------------------

for the purpose of giving effect to the scheme of arrangement dated 19 April 2013 (the “Scheme”) proposed to be made between the Company and holders of Scheme Shares (as defined in the Scheme)

- (i) the directors of the Company be authorised to take all such action as they consider necessary or appropriate for carrying the Scheme into effect
- (ii) forthwith upon the passing of this special resolution the articles of association of the Company be amended by adoption and inclusion of new article 128 Scheme of Arrangement as described in the Notice
- (iii) forthwith upon the passing of this special resolution, the articles of association be amended on the terms described in the Notice

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting (including at any adjournment of it).

Signature

Dated

.....day of2013

Poll Card to be completed only at the General Meeting

Special Resolution

For

Against

Vote Withheld

THAT:

for the purpose of giving effect to the scheme of arrangement dated 19 April 2013 (the “Scheme”) proposed to be made between the Company and holders of Scheme Shares (as defined in the Scheme)

- (i) the directors of the Company be authorised to take all such action as they consider necessary or appropriate for carrying the Scheme into effect
- (ii) forthwith upon the passing of this special resolution the articles of association of the Company be amended by adoption and inclusion of new article 128 Scheme of Arrangement as described in the Notice
- (iii) forthwith upon the passing of this special resolution, the articles of association be amended in the terms described in the Notice

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting (including any adjournment of it).

Signature

Dated

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. Please indicate with an ‘X’ in the boxes provided how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/ she votes or whether he/ she abstains from voting on any particular resolution and on any other business (including amendments to resolutions and any procedural business), which may come before the meeting. The ‘Withheld’ option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes ‘For’ and ‘Against’ a resolution.
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. For this white form of proxy to be valid it must be signed and lodged together with the power of attorney or other written authority (if any) under which it is signed or an office or notarially certified copy of such power or authority no later than 48 hours before the time of the General Meeting (or adjourned meeting at which the person named on the form proposed to vote) with Equiniti Limited.
6. If you wish someone other than the Chairman to be your proxy delete ‘the Chairman of the General 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 General 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. Completion of this form of proxy will not preclude you from attending and voting at the General Meeting in person if you wish.
8. A space has been included on this 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 General 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 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 General Meeting.