

**FORM OF PROXY RELATING TO  
ANNUAL GENERAL MEETING  
OF  
Limitless Earth plc  
(Company number: 08810879)**

I/We .....  
(FULL NAME IN BLOCK CAPITALS)

of .....  
(ADDRESS IN BLOCK CAPITALS)

being a member/members of the Company entitled to receive notice, attend, speak and vote at annual general meetings of the Company, hereby appoint the Chairman of the AGM (*Note 1*), or

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as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 11.00 a.m. at 30 Percy Street, London, W1T 2DB on 22 July 2015, and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting (*Note 2*).

RESOLUTIONS	For	Against	Vote withheld
<b>ORDINARY RESOLUTIONS</b>			
1. TO receive the Company's annual accounts for the financial period ended 31 January 2015 together with the last Directors' report and the auditors' report on those accounts.			
2. TO appoint Welbeck Associates as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company at a remuneration to be determined by the Directors.			
3. TO re-appoint the Dominic White who retires.			
4. TO re-appoint the Nilesh Jagatia who retires.			
5. TO re-appoint the Guido Contesso who retires.			
6. TO seek the consent of shareholders for the Company's investing policy.			
7. TO authorise the Directors to allot shares pursuant to section 551 of the Companies Act 2006.			
<b>SPECIAL RESOLUTIONS</b>			
8. TO disapply pre-emption rights pursuant to section 570 of the Companies Act 2006.			

(*Note 3*)

Number of shares: .....

This proxy appointment is one of a multiple proxy appointment (*Note 4*)

Signed ..... Dated .....2015

**SEE NOTES OVERLEAF**

## NOTES TO THE FORM OF PROXY

- (1) A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the AGM in order to represent you. A member wishing to appoint someone other than the Chairman of the Meeting as his or her proxy should insert that person's name in the space provided in substitution for the reference to "*the Chairman of the Meeting*" (and delete that reference) and initial the alteration.
- (2) Please indicate by inserting an "X" in the appropriate box how you wish your vote to be cast on the Resolutions. If you mark the box "vote withheld" it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. If you fail to select any of the given options, the proxy can vote as he or she chooses or can decide not to vote at all.
- (3) If the proxy is being appointed for less than your full entitlement, please indicate above your signature the number of shares in relation to which that person is authorised to act as your proxy. 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.
- (4) A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A separate form of proxy must be deposited for each proxy appointed. Further copies of this form may be obtained from the Company Secretary or you may photocopy this form. If you appoint multiple proxies, please indicate above your signature the number of shares in relation to which the person named on this form is authorised 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 returned to the Company's Registrars. Where multiple proxies are appointed, failure to specify the number of shares to which this proxy appointment relates or specifying a number which exceeds the number held by the member when totalled with the number specified on other proxy appointments by the same member, will render all the appointments invalid.
- (5) To be valid, this form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be received by post or (during normal business hours only) by hand at the Company's Registrars, Share Registrars, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7LL to be received by no later than 11:00 a.m. on 20 July 2015.
- (6) The appointment of a proxy will not preclude a member from attending the Meeting and voting in person but if he or she does so this proxy appointment will terminate automatically.
- (7) An individual member or his attorney must sign this form. If the member is a company, this form of proxy must be executed under the common seal or signed on its behalf by an officer or attorney of the company.
- (8) In the case of joint holders, the proxy appointment of the most senior holder will be accepted to the exclusion of any appointments by 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 in respect of the joint holding.
- (9) A member wishing to change his or her proxy instructions should submit a new proxy appointment using the methods set out, and by the time limit specified, in note 5. Any changes to proxy instructions received after that time will be disregarded. A member who requires another form should contact the Company Secretary. Subject to note 4, if a member submits more than one valid proxy appointment, the appointment received last before the time limit in note 5 will take precedence.
- (10) A member wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to the Company's Registrars. The revocation notice must be received by the Company by the time limit set out in note 5. Any revocation notice received after this time will not have effect.