

## TERRA CAPITAL PLC

### PROXY

To be used for the Annual General Meeting of the above named company to be held at the offices of Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man, IM1 1JB British Isles on Monday 10 June 2013 at 10.00am (the "2013 AGM") to transact the following business:

I/We<sup>1</sup>

(BLOCK CAPITALS PLEASE)

of

(ADDRESS)

being members(s) of the above-named Company, hereby appoint the Chairman of the Meeting or<sup>2</sup>

(BLOCK CAPITALS PLEASE)

of

(ADDRESS)

or Ian Dungate of Galileo Fund Services Limited or failing him, David Parnell of Galileo Fund Services Limited as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday 5 June 2013 at 10.00am and at any adjournment hereof:

I/We direct my/our proxy vote in respect of the Resolutions to be proposed at such Annual General Meeting in the following manner<sup>3</sup>:

	ORDINARY RESOLUTIONS	FOR	AGAINST	ABSTAIN
1	THAT the Report of the Directors, Auditors' Report and the Audited Consolidated Financial Statements of the Company for the year ended 31 December 2012 be received and adopted.			
2	THAT KPMG Audit LLC Isle of Man, which has indicated its willingness to continue in office, be re-appointed as Auditors of the Company for the fiscal year to 31 December 2013.			
3	THAT the Directors be authorised to determine the remuneration of the Auditors.			
4	THAT Mr Filip Montfort, who retires in accordance with the Articles of Association and offers himself for re-election as a director, be re-elected as a director of the Company.			
5	THAT the Company be authorised to make market purchases of its own shares as follows:  i) the maximum number of shares authorised to be purchased shall be up to 14.99 per cent of the shares in issue at the time of the passing of this resolution; ii) the minimum price which may be paid for each Ordinary Share is 10 US cents per share; iii) the maximum price which may be paid for an Ordinary Share shall not be more than 5 per cent above the average of the middle market quotations for an Ordinary Share for the five business days immediately preceding the date on which the Ordinary Share is purchased; and iv) this authority will expire on the earlier of 15 months from the passing of this resolution or the conclusion of the next annual general meeting.			
	<b>SPECIAL RESOLUTION</b>			
6	That, subject to the confirmation of the High Court of Justice of the Isle of Man, the amount standing to the credit of the share premium account of the Company be cancelled in accordance with section 56 of the Companies Act 1931 and Article 13 of the Company's Articles of Association, and that the sums arising from such cancellation be credited to the Company's Distributable Reserves.			

Signature \_\_\_\_\_

Dated \_\_\_\_\_

2013

**NOTES:**

- 1 Full names(s) and address(es) to be inserted in BLOCK CAPITALS. The name of all joint holders should be stated.
- 2 If you wish to appoint a person other than the Chairman of the Meeting as your proxy please delete the words "the Chairman of the Meeting" and print the name and address of the person you wish to appoint in the space provided.
- 3 Please indicate with a "X" in the appropriate space beside the resolution how you wish your proxy to vote on your behalf on a poll. Except as otherwise instructed, your proxy will exercise his discretion as to how he votes or whether he abstains from voting.
- 4 This form of proxy must be signed by the member or his attorney duly authorised in writing, or if the appointer is a corporation the form of proxy must be executed under the hand of an officer of the corporation duly authorised on their behalf.
- 5 A member entitled to attend and vote is entitled to appoint one or more parties to attend and, on a poll, to vote instead of him. A proxy need not also be a member. In the case of joint holders, if more than one such joint holder is present, only the person whose name stands first in the Register of Members in respect of the relevant joint holding will be entitled to vote, whether in person or by proxy.
- 6 This form of proxy and any authorisations of corporate representatives should be completed and lodged at the Company's registered office c/o Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man, IM1 1JB, British Isles (Attn: David Parnell, fax +44 1624 692601) no later than 48 hours before the time appointed for holding the meeting together with the power of attorney or other authority (if any) under which it is signed, or a copy, certified by a notary, of such power or authority.