

TERRA CAPITAL PLC

PROXY

To be used for the Extraordinary 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 26 January 2015 at 10.30am (the "2015 EGM") to transact the business set out below:

I/We¹

(BLOCK CAPITALS PLEASE)

of

(ADDRESS)

being members(s) of the above-named Company, hereby appoint the Chairman of the Meeting or²

(BLOCK CAPITALS PLEASE)

of

(ADDRESS)

or David Parnell of Galileo Fund Services Limited or failing him, Kirree Callow of Galileo Fund Services Limited as my/our proxy to vote on my/our behalf at the Extraordinary General Meeting of the Company to be held on Monday 26 January 2015 at 10.30am and at any adjournment hereof.

I/We direct my/our proxy vote in respect of the Resolution to be proposed at such Extraordinary General Meeting in the following manner³:

	ORDINARY RESOLUTION	FOR	AGAINST	ABSTAIN
1	That the Proposals as defined and referred to in the circular to Shareholders dated 19 December 2014 be and are hereby approved.			

Signature _____

Dated _____

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.