

# TERRA CAPITAL PLC

(the "Company")

(incorporated and registered in the Isle of Man with registered number 118202C)

## FORM OF PROXY

To be used for the Extraordinary General Meeting of the Company (the "Meeting") to be held at the offices of Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man IM1 1JB at 1.00 p.m. on 27 February 2017

I/We' .....(member's name in block capitals)

of .....(address)

being a member/members of the Company **HEREBY APPOINT** the Chairman of the Meeting or<sup>2</sup> failing him

..... in respect of

..... (insert number of Ordinary Shares) as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Meeting of the Company to be held on 27 February 2017, and at any adjournment thereof and in respect of the resolutions set out in the Notice of the Meeting to vote as indicated below.

I/We direct my/our proxy vote in respect of the Resolution to be proposed at the Meeting in the following manner<sup>3</sup>.

Ordinary Resolution	For	Against	Abstain
THAT the Company be authorised to make market purchases of Ordinary Shares, provided that: (i) the maximum number of Ordinary Shares authorised to be purchased is 6,829,924 of the Ordinary Shares in issue at the time of the passing of the resolution; (ii) the maximum price and the minimum price which may be paid for any ordinary share is US\$0.98; and (iii) the authority shall expire on the conclusion of the next annual general meeting or 18 months after the passing of the resolution.			

Signed.....

Dated this..... day of .....2017.

### 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.

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: John Maher, fax +44 1624 692601) no later than 48 hours before the date 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.