

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

Additional Holders:

- ADDITIONAL HOLDER 1
- ADDITIONAL HOLDER 2
- ADDITIONAL HOLDER 3
- ADDITIONAL HOLDER 4

The Chairman of MXC Capital plc invites you to attend the General Meeting of the Company to be held at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN on 17 December 2014 at 11.30 am.

MR A SAMPLE
< DESIGNATION >
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA



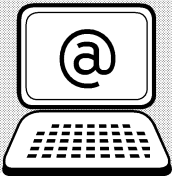
Shareholder Reference Number

C000000000



Please detach this portion before posting this proxy form.

Form of Proxy - General Meeting to be held on 17 December 2014



Cast your Proxy online...It's fast, easy and secure!

www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 912612

SRN: C0000000000

PIN: 1245



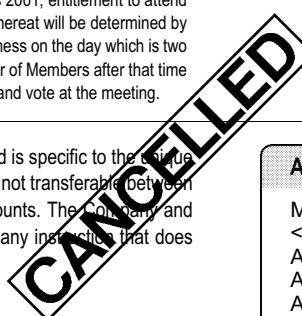
View the Notice of Meeting online: www.mxccapital.com

Register at www.investorcentre.co.uk - elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 15 December 2014 at 11.30 am.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please go to www.investorcentre.co.uk to use the online Investor Centre service or contact the Company's Registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.
- Any alterations made to this form should be initialled.
- The proxy must attend the meeting in person to represent you. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you do attend the meeting in person your proxy appointment will automatically be terminated.
- Please refer to the explanatory notes set out at the end of the Notice of General Meeting for more guidance on completing and returning this proxy form.



Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instructions that does not comply with these conditions.

All Named Holders

- MR A SAMPLE
- < Designation >
- Additional Holder 1
- Additional Holder 2
- Additional Holder 3
- Additional Holder 4



Poll Card

To be completed **only** at the Meeting if a Poll is called.

Special Resolution

1. To approve the Scheme of Arrangement referred to in the notice convening the General Meeting (the "Scheme") and, in accordance with the Scheme, to approve a reduction of the Company's share capital and subsequent increase in capital, authority to be given to the Directors of the Company to allot relevant securities of the Company, to approve certain changes to the Company's Articles of Association, to approve, conditional upon the Scheme becoming effective, the re-registration of the Company as a private limited company, to approve, conditional upon the Scheme becoming effective, the cancellation of the admission of the Company's shares to trading on AIM and to approve the cancellation of the Company's share premium account, each as more fully described in the notice convening the General Meeting.

For Against Vote Withheld

CANCELLED

Signature

In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

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C0000000000



I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of MXC Capital plc to be held at **the offices of DAC Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN** on **17 December 2014 at 11.30 am**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

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



Special Resolution

1. To approve the Scheme of Arrangement referred to in the notice convening the General Meeting (the "Scheme") and, in accordance with the Scheme, to approve a reduction of the Company's share capital and subsequent increase in capital, authority to be given to the Directors of the Company to allot relevant securities of the Company, to approve certain changes to the Company's Articles of Association, to approve, conditional upon the Scheme becoming effective, the re-registration of the Company as a private limited company, to approve, conditional upon the Scheme becoming effective, the cancellation of the admission of the Company's shares to trading on AIM and to approve the cancellation of the Company's share premium account, each as more fully described in the notice convening the General Meeting.

For Against Vote Withheld

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.

Signature

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Date

CANCELLED

/ MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



MXC Capital plc

(REGISTERED NUMBER 05010663) IN THE HIGH COURT OF JUSTICE CHANCERY DIVISION COMPANIES COURT

CASE NO. 8282 OF 2014 IN THE MATTER OF MXC CAPITAL PLC AND IN THE MATTER OF THE COMPANIES ACT 2006

MR A SAMPLE
< DESIGNATION>
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA

CANCELLED

Attendance Card

Please bring this card with you if you attend the Court Meeting. This will facilitate entry to the Court Meeting.

For use at the meeting convened by the Court (the "Court Meeting") of the holders of ordinary shares of 1p each in the capital of MXC Capital plc (the "Company") to be held at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN on 17 December 2014 at 11.00 a.m.

Shareholder Reference Number

C0000000000

M A L



BLUE Form of Proxy - Court Meeting to be held at 11.00 a.m. on 17 December 2014

Form of Proxy - Court Meeting to be held at 11.00 a.m. on 17 December 2014



Cast your Proxy online...It's fast, easy and secure!

www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 912611

SRN: C0000000000

PIN: 1245



View the Scheme Circular online: www.mxccapital.com

Register at www.investorcentre.co.uk - elect for electronic communications & manage your shareholding online!

Explanatory Notes:

- The names of the appointed proxy should be stated in block capitals.
- As a member of the Company you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at a meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you sign and return this proxy form with no name inserted, the Chairman of the meeting will be deemed to be your proxy. If you wish to appoint a person other than the Chairman of the meeting, insert the full name of the person appointed by proxy in the space provided. Where you appoint as your proxy someone other than the Chairman you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
- To direct your proxy on how to vote on the resolution sign your name in the appropriate box. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. You are advised to arrive at least 15 minutes before the start of the meeting to allow time for registration.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, contact the Company's registrars, Computershare Investor Services PLC, at the address below or photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you).
- If you have any questions about completion of this form of proxy please contact Computershare Investor Services PLC at the Pavilions, Bridgwater Road, Bristol BS99 6ZY.
- If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in the space provided. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
- This form must, in the case of an individual, be signed by the appointer or their duly authorised attorney appointed in writing, or in the case of a corporation under its seal or under the hand of an officer, attorney or other person authorised to sign the same on its behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders 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.
- To be entitled to vote at the 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 6.00 p.m. on 15 December 2014 or, if the meeting is adjourned, you must be entered on the register at 6.00 p.m. on the date two days before the date fixed for the adjourned meeting.
- Subject to Note 13 to be valid this BLUE 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 of attorney) must be lodged at the office of Computershare Investor Services PLC, the Company's registrars by post, courier or by hand (during normal business hours only) at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by no later than 11.00 a.m. on 15 December 2014 or in the event that the Court Meeting is adjourned not less than 48 hours before the time of such adjourned meeting. Postage is only paid from within the UK. Any alterations to this form of proxy should be initialled.
- If the form is not lodged with Computershare Investor Services PLC by 11.00 a.m. on 15 December 2014, it may be handed to Computershare Investor Services PLC on behalf of the Chairman of the Court Meeting at the start of the Court Meeting.
- Voting at the Court Meeting on all resolutions will be conducted by way of a poll rather than on a show of hands.
- Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider who will be able to advise the appropriate action on their behalf. If you submit your proxy electronically through CREST, to be valid the appropriate CREST message regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must be transmitted so as to be received by Computershare Investor Services PLC (under CREST participant ID 3RA50) by no later than 48 hours before the time appointed for the Court Meeting (or, if the Court Meeting is adjourned, not less than 48 hours before the time of the adjourned meeting). The time of receipt will be taken to be the time from which Computershare Investor Services is able to retrieve the message by enquiry to CREST.

CANCELLED

To be effective, all proxy appointments must be lodged with the Company's registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 15 December 2014 at 11.00 a.m.,
subject to note 13 above.



Poll Card to be completed **only** at the Court Meeting if a poll is called.

FOR the said Scheme

Signature

AGAINST the said Scheme

Signature

Date this form below

Dated this day of

CANCELLED

Signature

Form of Proxy - Court Meeting

Please use a **black** pen.

Please read carefully the Notice convening the Court Meeting set out at pages 62 to 64 (inclusive) of the circular sent to MXC Capital Shareholders dated 24 November 2014 and the explanatory notes set out herein before completing this form.

I/We being a member/members of MXC Capital plc, hereby appoint the Chairman of the Court Meeting OR the following person (see note 3)

Please leave this box blank if you have selected the Chairman.
Do not insert your own name(s)

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Court Meeting of the Company to be held at 11.00 a.m. on 17 December 2014 at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN and at any adjournment of it for the purpose of considering and, if thought fit, approving, with or without modification, the Scheme referred to in the Notice convening the Court Meeting and at such Court Meeting to vote for me/us and in my/our name for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as indicated below (note 5).

Please sign ONE of the boxes below (see note 4)

IMPORTANT: if you wish to vote for the Scheme, sign the box marked "FOR the said Scheme", or if you wish to vote against the Scheme, sign in the box marked "AGAINST the said Scheme". If you sign in both boxes, or if you do not sign in either, then this form of proxy will be invalid.

FOR the said Scheme

Signature

Date

AGAINST the said Scheme

Signature

Please tick box if you are appointing more than one proxy

If signing on behalf of a company, please enter the company name below in block capitals and state your official capacity.

Company Name

Official Capacity

CANCELLED

Please return by post or, during normal business hours, by hand, to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to arrive by 11.00 a.m. on 15 December 2014. Alternatively, this Form of Proxy may be handed to Computershare Investor Services PLC or the Chairman of the Court Meeting at the start of the Court Meeting. Notice of the Court Meeting and details of the business to be transacted are contained in the circular to MXC Capital Shareholders containing the Scheme.