

# PROXY FORM FOR PRINCESS PRIVATE EQUITY HOLDING LIMITED MEETING

**For use in connection with the Annual General Meeting of Princess Private Equity Holding Limited (the "Company"), to be held on 13 May 2016 at 11.45 a.m. and at any adjournment thereof.**

Registered Name of the first named Shareholder: .....  
 Address: .....  
 Account Designation (if any): .....  
 Account Number (if known): .....  
 I/We .....  
 being a Shareholder of the Company hereby appoint the Chairman of the Meeting or ..... (See Note 4) to act as my/our proxy at the Meeting of the holders of Ordinary Shares in the Company to be held on 13 May 2016 (and at any adjournment thereof) and to vote for me/us and in my/our name(s) on the resolutions set out in the Notice of Meeting dated 7 April 2016 as indicated below. To allow effective constitution of the Meeting, if it is apparent to the Chairman that no Shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any Shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.

Voting Instructions (See Note 5)	For	Against	Vote Withheld
<b>Ordinary Resolutions</b>			
(1) THAT the financial reports of the Company for the year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon be received and adopted.			
(2) THAT the appointment of PricewaterhouseCoopers CI LLP as Auditors of the Company for the year ending 31 December 2016 be and is hereby approved and that the directors be authorised to fix their remuneration.			
(3) THAT Brian Human be re-elected as a Director of the Company.			
(4) THAT Urs Wietlisbach be re-elected as a Director of the Company.			
(5) THAT Henning von der Forst be re-elected as a Director of the Company.			
<b>SPECIAL BUSINESS</b>			
<b>Special Resolution</b>			
(6) THAT the Directors be given the general power to allot equity securities for cash or sell treasury shares for cash, as if article 4.12 of the Articles of Incorporation did not apply to any such allotment, provided that this power shall be limited to:  6.1 the allotment of equity securities in connection with an offer of equity securities: a) to the holders of Ordinary Shares in the Company in proportion (as nearly as may be practicable) to their respective holdings; and b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary;  but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and  6.2 the allotment (otherwise than pursuant to paragraph 6.1 above) of equity securities up to an aggregate nominal amount of EUR 6,915,116 to be issued at a price no less than the net asset value per share determined on the date of the issue.  Such authority shall expire on the date of the Annual General Meeting of the Company in 2017, unless such authority is revoked prior to such date by a resolution of the Company in a general meeting.			
<b>Ordinary Resolution</b>			
(7) THAT the Company be and is hereby authorised in accordance with section 315 of the Companies (Guernsey) Law, 2008, to make market acquisitions of Ordinary Shares in the Company provided that:  a) the maximum number of Ordinary Shares authorised to be acquired is the number equal to 14.99 per cent of the Ordinary Shares in issue at the date of the passing of this resolution (excluding any Ordinary Shares held in treasury);  b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is EUR 0.001 (being the nominal value of an ordinary share);  c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the higher of (i) an amount equal to 105 per cent. of the average market value of the Ordinary Shares for the five business days immediately preceding the day on which the share is contracted to be purchased; and (ii) an amount equal to the higher of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out; and  d) such authority shall expire on the date of the Annual General Meeting of the Company in 2017, unless such authority is varied, revoked or renewed prior to such date by a resolution of the Company in a general meeting or the Company has made a contract to acquire its own shares under such authority prior to its expiry which will or may be executed wholly or partly after its expiration.			

(SEE NOTES 2 AND 3)

Signed .....

Dated: .....2016

**Notes:**

1. Please indicate with a cross in the appropriate box above how you wish your votes to be cast in respect of the resolution. If you do not do so your proxy may vote or abstain at his discretion.
2. In the case of a body corporate the Proxy Forms must be executed under seal or under the hand of an officer or attorney authorised in writing.
3. In the case of joint Shareholders any such Shareholder may sign but, in the event of more than one tendering votes, the votes of the Shareholder whose name stands first in the Register of Shareholders will be accepted to the exclusion of the others.
4. If you wish to appoint someone other than the Chairman of the Meeting please delete "the Chairman of the Meeting, or" and insert in the place provided the name and address of your appointee, who need not be a Shareholder. Any such amendment must be initialled.
5. The Proxy Forms and any power of attorney or other authority (if any) under which it is signed (or a copy thereof certified by a solicitor) to be valid, must be received at the address printed below not later than 48 hours (excluding all or any part of a day that is a non-working day) before the time appointed for the Meeting.
6. To be effective this Proxy Form, duly completed together with any power of attorney or other, if any, authority under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be completed, signed and returned to the Company's Transfer Agent, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, United Kingdom, as soon as possible but in any event, so as to arrive not later than 11.45 am on 11 May 2016.
7. The lodging of a completed Proxy Form does not preclude a member from attending the AGM and voting.
8. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for or against a resolution.

**PRINCESS PRIVATE EQUITY HOLDING LIMITED**