

THIRD POINT OFFSHORE INVESTORS LIMITED

FORM OF PROXY

For use at the Extraordinary General Meeting of the Shareholders of the Company to be held at Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3QL, Channel Islands on 31 August 2018 at 10.00 a.m.

I/We (in BLOCK CAPITALS)

of

being a Shareholder of the Company, appoint the chairman of the Extraordinary General Meeting

or.....

to act as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Shareholders of the Company to be held at Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3QL, Channel Islands on 31 August 2018 at 10.00 a.m. and at every adjournment thereof and to vote for me/us on my/our behalf as directed below.

Please indicate with by marking 'X' in the spaces below how you wish your vote to be cast. If no indication is given your proxy will vote for or against the resolutions or abstain from voting as he thinks fit.

SPECIAL RESOLUTION	FOR	AGAINST	WITHHELD*	DISCRETIONARY
IT IS HEREBY RESOLVED THAT: (A) conditional on the approval of the Written Resolution, the New Articles produced to the Extraordinary General Meeting and, for the purposes of identification, initialled by the Chairman be and are hereby adopted in their entirety with effect from conclusion of the Extraordinary General Meeting, as the new articles of incorporation of the Company in substitution for, and to the exclusion, in their entirety, of, the Existing Articles; and (B) conditional on the approval of the Written Resolution and the Company obtaining the requisite regulatory approvals, the Company be and is hereby authorised to implement the Proposals described in the Circular and apply for the Ordinary Shares to be admitted to listing on the Premium Official List Segment.				

ELIGIBILITY TO VOTE	
<p>I/We hereby represent and warrant that I/We am/are either:</p> <div style="display: flex; align-items: flex-start; margin-top: 10px;"> <div style="margin-right: 20px;"> <input style="width: 40px; height: 20px; border: 1px solid black;" type="checkbox"/> </div> <div> <p>A non-US Person, defined as any person who does not match the definition of a US Person as defined in Regulation S under the United States Securities Act of 1933, as amended (the "Securities Act"), who is outside the United States.</p> </div> </div> <p style="text-align: center; margin: 10px 0;">OR</p> <div style="display: flex; align-items: flex-start;"> <div style="margin-right: 20px;"> <input style="width: 40px; height: 20px; border: 1px solid black;" type="checkbox"/> </div> <div> <p>A US Person as defined in Regulation S under the Securities Act who is (a) a qualified purchaser (as defined in Section 2(a)(51) of the United States Investment Company Act of 1940, as amended) (the "Investment Company Act") for purposes of Section 3(c)(7) of the Investment Company Act and (b) an Accredited Investor (as defined in Rule 501 under the Securities Act).</p> </div> </div>	

Please tick here if this proxy appointment is one of multiple appointments being made (See note 5 below)

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** The "Withheld" option is to enable you to abstain on the specified resolutions. Please note that a "Withheld" vote will not be counted in the votes "For" or "Against" on the specified resolutions.*

Signed Dated

Notes

1. Please indicate with a cross in the appropriate box above how you wish your votes to be cast in respect of the resolutions. If you do not do so, or if you indicate a discretionary vote, your proxy may vote or abstain at his discretion.
2. In the case of a body corporate, the Form of Proxy 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 as your proxy, 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. A Shareholder may appoint more than one proxy in relation to the Extraordinary General Meeting provided that each proxy is appointed to exercise the rights attached to different Shares held by a Shareholder. You may not appoint more than one proxy to exercise rights attached to any one Share. Where multiple proxies have been appointed to exercise rights attached to different Shares, on a show of hands those proxy holders taken together will collectively have the same number of votes as the Shareholder who appointed them would have on a show of hands if he were present at the meeting. On a poll, all or any of the rights of the Shareholder may be exercised by one or more duly appointed proxies. To appoint more than one proxy you may photocopy the Form of Proxy. 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). Please also indicate 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.
6. 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 in his stead for any Shareholder, provided that such substitute proxy shall vote on the same basis as the chairman.
7. 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.
8. Defined terms used but not defined in the Form of Proxy shall have the same meaning given to them in the Circular of the Company dated 10 August 2018.
9. Shareholders should complete the attached Form of Proxy in accordance with the instructions printed thereon and lodge it, together with any power of attorney or other authority (if any) under which it is signed (or a copy thereof certified by a solicitor), with Link Asset Services, at PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4FZ as soon as possible and in any event no later than 10.00 a.m. on 29 August 2018. The lodging of a Form of Proxy will not prevent a Shareholder from attending the meeting and voting in person if they so wish.