

# OPPORTUNITY INVESTMENT MANAGEMENT PLC

## Form of Proxy

**For use at the general meeting to be held at 5 New Street Square, London EC4A 3TW  
on Monday 12 May 2014 at 10:00 a.m. (London time).**

**Before completing this form, please read the explanatory notes overleaf.**

[NAME AND ADDRESS OF SHAREHOLDER WITH REFERENCE DETAILS]

I/We, being (a) member(s) of Opportunity Investment Management plc (the "**Company**"), hereby appoint the chairman of the meeting OR (see notes 1 and 2)

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as my/our proxy to attend, speak and vote for me/us on my/our behalf, as indicated below, at the general meeting of the Company to be held at 10:00 a.m. (London time) on Monday 12 May 2014 and at any adjournment of the meeting.

I/We have indicated with an 'X' in the appropriate spaces how I/we wish my/our votes to be cast on the resolutions set out below and direct that my/our proxy will vote (or abstain from voting) as he thinks fit on any other matters which may properly come before the general meeting (or any adjournment of it).

Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to note 2.

**Your Board has recommended that you vote by inserting an "X" in the shaded boxes below, that is AGAINST all the resolutions by inserting an "X" in the AGAINST box next to each item.**

RESOLUTION (Please indicate with an "X" in the box provided how you wish to vote)	FOR	AGAINST	WITHHELD	DISCRETIONARY
<b>ORDINARY RESOLUTIONS</b>				
1. To appoint Michiel Goote as a director				
2. To appoint Peter Zwart as a director				
3. To appoint Arnoud van Raak as a director				
4. To remove Jos E Haag from his office as a director				
<b>SPECIAL RESOLUTION</b>				
5. To insert a new article into the articles of association of the Company.				

**Signature**

**Date**

**PLEASE COMPLETE THIS FORM AND RETURN IT TO TAYLOR WESSING SECRETARIES LIMITED, FOLLOWING THE INSTRUCTIONS SET OUT BELOW, TO ARRIVE NO LATER THAN 48 HOURS BEFORE THE TIMED FIXED FOR THE MEETING.**

***Notes for completion of the proxy form***

1. You are entitled to appoint a proxy or proxies, who need not be a member of the Company or the chairman, to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. If you wish to appoint a person other than the chairman, please insert the name of your chosen proxy holder in the space provided. If no name is inserted in the space provided, the chairman of the meeting will be deemed to be your proxy. You must follow the appointment procedures set out in these notes.
2. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to a different share or shares. Please indicate by ticking the box provided if the instruction is one of multiple instructions being given. 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 the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
3. For each resolution, please indicate with an "X" in the box provided how you wish your votes to be cast on each resolution. In the absence of instructions, or if you complete the box in the column marked "Discretionary", the proxy may vote or abstain from voting as he thinks fit. Unless instructed otherwise, the proxy may also vote or abstain from voting as he thinks fit on any other business which may properly come before the Meeting. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. It should, however, be noted that it is not a vote in law and will not be counted in the proportion of the votes "For" and "Against" a resolution.
4. Completion and return of this proxy form will 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.
5. To be valid, this proxy form must, be signed, dated and lodged, together with the original power of attorney or other written authority (if any) (or a certified copy of such power or authority), no later than 48 hours before the time fixed for the meeting (or 48 hours before the adjourned meeting at which the person named on the form is proposed to vote) with Taylor Wessing Secretaries Limited, at 5 New Street Square, London EC4A 3TW.
6. If a member is a company, this proxy form must be executed under its common seal (or such form of execution as has the same effect) or executed on its behalf by a duly authorised officer of the company or an attorney for the company. A copy of the authorisation of such officer or attorney must be lodged with this proxy form.
7. In the case of joint holders, any one holder may sign the form of proxy but all the names of the joint holders should be stated on this proxy form. The vote of the most senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding (the first-named being the most senior).
8. If more than one valid proxy appointment is returned in respect of the same shares, the appointment received last by the Company's registrars before the latest time for the receipt of proxies (as set out in note 5) will take precedence.
9. For details of how to change proxy instructions or revoke your proxy appointment please see the notes to the notice of meeting. Any alterations made to this form should be initialled.
10. You may not use any fax number or email address or other electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.