

# Form of Proxy

## SHORE CAPITAL GROUP LIMITED

(a non cellular company limited by shares registered in the Island of Guernsey  
with registration number 51355)

(the “**Company**”)

For use at the Annual General Meeting convened for 9 December 2015 at 1.00 p.m. at Martello Court,  
Admiral Park, St Peter Port, Guernsey GY1 3HB

I/We

(BLOCK CAPITALS PLEASE)

of

being (a) member(s) of the Company hereby appoint the Chairman of the Annual General Meeting (see  
Note 1) or

as my/our proxy and to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting  
of the Company to be held on 9 December 2015 and at any adjournment thereof. My/our proxy is to  
vote as indicated below in respect of the Resolutions set out in the Notice of Annual General Meeting  
(see Note 3). On any other business which may properly come before the Annual General Meeting  
(including any motion to amend a resolution or to adjourn the Annual General Meeting) the proxy will  
act at his/her own discretion.

In order to facilitate the holding of the Annual General Meeting and to ensure that the Annual General  
Meeting is quorate, the Chairman may appoint a substitute proxy to act in his stead in relation to the  
appointment effected by this form of proxy. Any such substitute shall vote as indicated below in respect  
of the Resolutions set out in the Notice of Annual General Meeting and where the Chairman and/or any  
such substitute are required to vote at their discretion on any matter to be decided at the Annual General  
Meeting, such substitute shall vote in accordance with the directions of the Chairman.

Please indicate by placing an X in this box if this proxy appointment is one of multiple appointments  
being made (see Note 2)

<b>ORDINARY RESOLUTIONS</b>		<b>FOR</b>	<b>AGAINST</b>	<b>VOTE WITHHELD</b>
1	To receive the Report and Accounts			
2	To re-elect Zvi Marom as a director of the Company			
3	To re-elect Lynn Bruce as a director of the Company			
4	To re-appoint Deloitte LLP as auditors and to authorise the Directors to determine their remuneration			
5	To grant authority to the Company in accordance with Section 315 of the Law to make market acquisitions			
<b>SPECIAL RESOLUTION</b>				
6	To resolve that the pre-emption rights granted to the shareholders of the Company under article 3.8 of the Company's Articles of Incorporation be disapplied in respect of certain issues of Shares for cash.			

Dated

Signed or sealed (see Note 4)

**Note:**

- 1 If a member wishes to appoint as a proxy a person other than the Chairman of the Annual General Meeting, the name of the other person should be inserted in block capitals in the space provided. A proxy need not be a member of the Company but must attend the Annual General Meeting in person. Any alteration or deletion must be signed or initialled.
- 2 A member may appoint more than one proxy in relation to a meeting, provided that the proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, please contact the Company's Registrars, Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY on 0370 707 4040 for (an) additional form(s) or you may photocopy this form. Please indicate next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by placing an X in the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned in the same envelope together.
- 3 A member should indicate by marking the box headed either FOR, AGAINST or WITHHELD with an 'X' to show how he wishes his vote to be cast in respect of each of the resolutions set out in the Notice of Annual General Meeting. Unless so instructed, the proxy will vote or abstain as he thinks fit. The Vote Withheld option is provided to enable a member to instruct the proxy not to vote on any particular resolution, however it should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the proportion of votes FOR and AGAINST a resolution.
- 4 In the case of a corporation this form of proxy should be given under its seal or signed on its behalf by an attorney or duly authorised officer. In the case of joint holders the form of proxy may be signed by any of the joint holders and the names of all joint holders should be shown. In the event that joint holders submit more than one proxy form in relation to the same shares, the vote tendered by the senior holder who tenders a vote shall be accepted to the exclusion of all other joint holders, and for this purpose seniority shall be determined by the order in which the names of the holders appear in the register of members in respect of the share.
- 5 Use of this form of proxy does not preclude a member from attending the Annual General Meeting and voting in person.
- 6 To be valid, this form of proxy must be lodged together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, at the Company's Registrars, Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, not less than 48 hours before the Annual General Meeting or any adjournment thereof or, in the case of a poll, not less than 48 hours before the time appointed for taking the poll. In calculating such periods, no account will be taken of any part of a day that is not a working day.