

FORM OF INSTRUCTION AND PROXY

PRINCESS PRIVATE EQUITY HOLDING LIMITED MEETING

For holders of Ordinary Shares deliverable in the form of co-ownership interests in a global bearer certificate issued by Clearstream Banking AG (“Clearstream”) of Princess Private Equity Holding Limited in connection with its Annual General Meeting of Shareholders

For use by such holders in connection with the Annual General Meeting of the holders of Ordinary Shares of Princess Private Equity Holding Limited (the “Company”), to be held on 16 May 2012 at 10.00 a.m. and at any adjournment thereof.

With this Form of Instruction and Proxy you may instruct the Nominee (as defined below) to appoint a proxy for the Meeting acting on your behalf and instruct the proxy to cast the votes in respect of the proposed resolution as you wish.

Please see the notes below

Registered Name of Shareholder: (see note 1) VIDACOS NOMINEES LIMITED (“Nominee”)
 Address: Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB
 Name of Holder of Co-ownership Interests: (see note 2)
 Address:
 Name of Depository Bank:
 Bank Code of Depository Bank:
 Depository Account Number:
 Number of co-ownership interests held on 30 April 2012 at 5.00pm:
 Verification by Depository Bank: (see note 3) (Signature).....

We, VIDACOS NOMINEES LIMITED, acting as Nominee for Clearstream in connection with the issue of a global bearer certificate representing Ordinary Shares of the Company, being a shareholder of the Company hereby appoint the Chairman of the Meeting or (see note 4)

To act as our proxy at the Meeting of the holders of Ordinary Shares in the Company to be held on 16 May 2012 (and at any adjournment thereof) and to vote for us and in our name on the resolutions set out in the Notice of Meeting dated 16 April 2012 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
Ordinary Resolutions			
(1) THAT the financial reports of the Company for the year ended 31 December 2011 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 2012 be and is hereby approved and that the directors be authorised to fix their remuneration.			
(3) THAT Urs Wietlisbach be re-elected as a Director of the Company.			
(4) THAT Andreas Billmaier be re-elected as a Director of the Company.			
(5) THAT Richard Battey be re-elected as a Director of the Company.			
(6) THAT the Directors be authorised to allot shares in the capital of the Company up to a maximum nominal amount of EUR 4,637,614.3, representing approximately two thirds of the Company’s issued ordinary share capital as at the date of the notice of the Annual General Meeting. 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.			
Special Resolutions			
(7) 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: 7.1 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 7.2 the allotment (otherwise than pursuant to paragraph 6.1 above) of equity securities up to an aggregate nominal amount of EUR 695,642.1. Such authority shall expire on the date of the Annual General Meeting of the Company in 2013, unless such authority is revoked prior to such date by a resolution of the Company in a general meeting.			
(8) 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 2013, 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.			

Signatures:(See Note 6)

Dated:.....April 2012

Notes:

- 1 Due to the Ordinary Shares being certificated in the form of co-ownership interests in a global bearer certificate issued by Clearstream, Clearstream, through its Nominee VIDACOS NOMINEES LIMITED, is the sole shareholder of the underlying Ordinary Shares of the Company comprised in that global bearer certificate. For this reason, the name of the Nominee has already been inserted as registered shareholder.
- 2 Please insert your name, address and account information as indicated. In the case of joint holders of co-ownership interests both names have to be included.
- 3 Your depository bank will verify your information regarding the number of co-ownership interests held on 30 April 2012 at 5.00 pm and, in the event of the information given being incorrect, state the correct figure as recorded in its books and records.
- 4 **Only if you wish to attend the meeting in person or wish to appoint someone other than the Chairman of the Meeting who attends the meeting in person, please delete “the Chairman of the Meeting, or” and insert in the place provided your name or the name and address of your appointee. You must still ensure that this Form of Instruction and Proxy is sent to your depository bank so as to be received by the date and time specified in paragraph 6 below.**
- 5 Please indicate with a cross in the appropriate box how you wish your votes to be cast by the proxy in respect of the resolution. If you do not give a voting instruction, the proxy may vote or abstain at his discretion.
- 6 Please insert the date of the Form of Instruction and Proxy. To be valid the duly completed Form of Instruction and Proxy must be received by your depository bank by 5.00 pm on 30 April 2012. The depository bank will then forward the Form of Instruction and Proxy to Clearstream for onward transmission to the Nominee.
- 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.