

SOMERS LIMITED

FORM OF PROXY

For use by Shareholders at the 2016 Annual General Meeting of Somers Limited (the "Company") to be held at Bermuda Commercial Bank Building, 19 Par-la-Ville Road, Hamilton HM 11, Bermuda on Friday, March 18, 2016 at 9:00 a.m. (the "Meeting") **(Please read the notes overleaf before completing)**.

I/We (name/s in full) _____

(the "**Shareholder**"), the holder/s of (number) _____ ordinary

shares in the Company, hereby appoint: (CHECK ONE) the Chairman of the

Meeting **OR** (name of proxy) _____

to be my/our proxy to attend and vote on my/our behalf for the purpose of considering and, if thought fit, passing the Resolutions set out in the Notice convening the said Meeting, and at such Meeting (and at any adjournment thereof) to vote for me/us as indicated below; where I/we indicate no specific direction below, the proxy may vote or abstain on my behalf at his/her discretion:

	FOR	AGAINST
3. To confirm the minutes of the Annual General Meeting of the Company held on March 8, 2015.	<input type="checkbox"/>	<input type="checkbox"/>
4. To receive and approve the audited financial statements for the year ended September 30, 2015.	<input type="checkbox"/>	<input type="checkbox"/>
5. To consider the re-appointment of KPMG Audit Limited, Chartered Accountants as Auditors of the Company for the ensuing year and to authorise the Directors to fix the remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
6. To consider and approve that the Bye-laws of the Company be Amended by deleting the current Bye-law 28.1 in its entirety and replacing it with the following new Bye-law 28.1	<input type="checkbox"/>	<input type="checkbox"/>

"28.1 At any general meeting five or more persons present in person and representing in person or by proxy in excess of 25 per cent (25%) of the total issued voting shares in the Company at the beginning of the meeting shall form a quorum for the transaction of business, provided that if the Company shall at any time have only one Member, one Member present in person or by proxy shall form a quorum for the transaction of business at any general meeting meeting held during such time"

		FOR	AGAINST
7.1	To set the number of Directors at between 4 and 10.	<input type="checkbox"/>	<input type="checkbox"/>
7.2	To elect the following Directors for the ensuring year:		
	(a) Charles Jillings	<input type="checkbox"/>	<input type="checkbox"/>
	(b) Warren McLeland	<input type="checkbox"/>	<input type="checkbox"/>
	(c) David Morgan	<input type="checkbox"/>	<input type="checkbox"/>
	(d) Duncan Saville	<input type="checkbox"/>	<input type="checkbox"/>
	(e) Alasdair Younie	<input type="checkbox"/>	<input type="checkbox"/>
7.3	To authorise the Directors to appoint additional Directors and Alternate Directors as and when they deem fit.		

As witness my/our hand/s this _____ day of _____, 2016.

**INDIVIDUAL/JOINT
SHAREHOLDER:**

Signature of Shareholder

Witness

Signature of Shareholder

Witness

**CORPORATE
SHAREHOLDER:**

The Common Seal of the
Shareholder was hereunto
affixed in the presence of:

Authorised Signatory

OR

Signed for and on behalf of
the Shareholder by:

Authorised Signatory

NOTES

1. Please insert the number of ordinary shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. In the case of joint Shareholders, any one person may sign, provided that if more than one such joint holder is present at the Annual General Meeting, personally or by proxy, then the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders (and for this purpose, seniority will be determined by the order in which the names stand in the register of shareholders in respect of the joint holding).
3. **ONE** person must sign as witnessing each shareholder's signature.
4. In the case of a company, this form of proxy must be executed under its Common Seal or under the hand of an officer or attorney, duly authorised.
5. This form is to be completed only if the Shareholder will **NOT** be attending the meeting.
6. Any alterations made on this form must be initialed by the signatory or signatories and witnesses.
7. To be valid, this form of proxy must be received by the Secretary of the Company at Mintflower Place 5th Floor, 8 Par-La-Ville Road, Hamilton HM08, Bermuda on or before **March 15, 2016 at 5:00 p.m.**