

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in the relevant jurisdiction.**

If you sell or have sold or otherwise transferred all of your Ordinary Shares, please forward the circular from the Company dated 28 August 2014 (the “Circular”) (but not any personalised Form of Proxy or this personalised Form of Election), at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you sell or have sold part only of your holding of Ordinary Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected. However, the Circular should not be forwarded to or sent in or into any jurisdiction in which to do so would constitute a breach of the relevant laws of such jurisdiction.

This Form of Election is personalised. If you have recently purchased Ordinary Shares and you receive this Form of Election from the transferor of such shares, you should note that it cannot be used for the purpose of making an election in relation to the Return of Cash in respect of the Ordinary Shares you have purchased. Please contact Equiniti on the relevant telephone number below to obtain a replacement Form of Election.

This Form of Election should be read in conjunction with the accompanying Circular. Unless the context otherwise requires, the definitions used in the accompanying Circular apply to this Form of Election.

The attention of Overseas Shareholders is drawn to paragraph 6 of Part IV of the Circular. Shareholders resident or with a registered address in the United States, Australia, Japan, Canada, the Republic of South Africa, New Zealand or any other Restricted Territory are only eligible for the Income Option and will automatically receive the C Share Dividend. The Capital Option is not being made available to Shareholders resident, or with a registered address, in any of these jurisdictions. Accordingly this Form of Election is not being mailed or otherwise forwarded, distributed or sent in or into the United States, Australia, Japan, Canada, the Republic of South Africa, New Zealand or any other Restricted Territory.



# SOCO INTERNATIONAL PLC

*(incorporated in England and Wales with registered number 03300821)*

**Proposed return of cash to Shareholders  
of 22 pence per Ordinary Share,  
by way of  
one B Share or one C Share for each Ordinary Share**

## FORM OF ELECTION

**TO BE RETURNED NO LATER THAN 4.30 P.M. ON 29 SEPTEMBER 2014**

**The duly completed and signed Form of Election should be returned in the reply-paid envelope (for use in the UK only) provided as soon as possible and, in any event, so as to be received not later than 4.30 p.m. on 29 September 2014. No stamps will be needed if posted in the United Kingdom. If shareholders do not use the envelope provided, postage will be payable and the Form of Election should be sent to Corporate Actions, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. No acknowledgement of receipt of documents will be given. Shareholders who do not validly complete and return their Form of Election to be received by 4.30 p.m. on 29 September 2014 will be deemed to have elected for the Income Option in respect of their entire B/C Share Entitlement.**

To make an election for one or more of the Share Alternatives, please complete page 3 of this Form of Election by following the corresponding instructions set out on pages 2 and 4 of this Form of Election. Please also read Part III of the Circular which sets out further instructions and information on completing this Form of Election.

A Form of Election sent in an envelope postmarked in the United States, Australia, Japan, Canada, the Republic of South Africa, New Zealand or any other Restricted Territory or otherwise appearing to the Directors or Equiniti to have been sent from those jurisdictions will not be accepted as a valid election.

The Directors shall have absolute discretion to determine all questions as to the form and validity (including time and place of receipt) of any Form of Election, which determination shall be final and binding. The Directors reserve the absolute right to waive any defect or irregularity in relation to, or in relation to the receipt of, any Form of Election completed by or on behalf of any Shareholder(s), and any such determination will be binding on such Shareholder(s).

**Please read the Circular and this Form of Election carefully. If you have any questions with regard to the B/C Share Scheme or on how to complete the Form of Election, please telephone the Shareholder helpline on 0871 384 2914 (from inside the UK) and +44 (0)121 415 7115 (from outside the UK). The helpline is available between the hours of 8.30 a.m. and 5.30 p.m. Monday to Friday (except UK public holidays). The Shareholder helpline will remain open until 24 October 2014. Please note that calls to the Shareholder helpline numbers may be monitored or recorded. Calls to 0871 384 2914 are charged at 8 pence per minute (excluding VAT) plus network extras. Calls to +44 (0)121 415 7115 from outside the UK are chargeable at applicable international rates.**

Please note that for legal reasons the Shareholder helpline will only be able to provide information contained in the Circular and this Form of Election and will be unable to give advice on the merits of the B/C Share Scheme or to provide financial, investment, legal or taxation advice.

**ALL REFERENCES TO TIME IN THIS FORM OF ELECTION ARE TO LONDON TIME**

**HOW TO COMPLETE THIS FORM OF ELECTION**

**IMPORTANT: If you do NOT validly complete and return this Form of Election, you will be deemed to have elected for the Income Option in respect of your entire B/C Share Entitlement.**

**1A REGISTERED SHAREHOLDER DETAILS**

Box 1A on page 3 of this Form of Election shows the name and registered address of the Shareholder (or names and registered addresses of joint Shareholders) of Ordinary Shares for

which an election can be made. If the name(s) or address(es) shown in Box 1A are incorrect, please add the correct details in BLOCK CAPITALS in Box 4. Unless you complete

Box 4 to indicate otherwise, the address in Box 1A is the address to which any cheque for the proceeds from the B/C Share Scheme to which you are entitled will be sent.

**1B NUMBER OF ORDINARY SHARES HELD**

The number shown in Box 1B on page 3 of this Form of Election is the total number of Ordinary Shares recorded against your name(s) on the register of members of the Company at 6.00 p.m. on 26 August 2014. This is provided for information purposes only. If you do not purchase, sell or transfer any Ordinary Shares between 6.00 p.m. on 26 August 2014 and

6.00 p.m. on 22 September 2014 (or such other time and date as the Directors may determine to be the Record Time), then this number will also be the same as the number of Ordinary Shares in respect of which you may make an election (referred to as your "B/C Share Entitlement"). If you sell or transfer any Ordinary Shares registered in your name(s)

and/or purchase additional Ordinary Shares, you should ensure that your election corresponds to the number of Ordinary Shares that will be registered in your name at 6.00 p.m. on 22 September 2014 (or such other time and date as the Directors may determine to be the Record Time).

**1C CONTACT TELEPHONE NUMBER**

Please provide a daytime telephone number including your full dialling code in Box 1C, in

case of queries relating to the completion of this Form of Election.

**2A HOW TO ELECT FOR ONE SHARE ALTERNATIVE IN RESPECT OF ALL OF YOUR B/C SHARE ENTITLEMENT**

- To elect for the Income Option in respect of ALL of your B/C Share Entitlement, you should take no further action. If you do not complete or return the Form of Election, you will automatically receive C Shares in respect of all of your B/C Share Entitlement, on which the C Share Dividend is expected to be paid.

- To elect for the Capital Option in respect of ALL of your B/C Share Entitlement, you should mark an "X" or an "ALL" where indicated in Box 2B.

**2B HOW TO SPLIT YOUR B/C SHARE ENTITLEMENT BETWEEN MORE THAN ONE SHARE ALTERNATIVE**

To split your B/C Share Entitlement between more than one Share Alternative, you should enter (in numbers) the number of your B/C Share Entitlement you wish to elect for the Capital Option in Box 2B. The balance will automatically be defaulted to the Income Option.

**The default position where you make an election which is less than your total B/C Share Entitlement**

If you enter a number or numbers in Box 2B which is less than your total B/C Share Entitlement, you will be deemed to have elected for the Income Option in respect of the balance of your holding.

**The default position where you make an election which is greater than your total B/C Share Entitlement**

If you enter a number or numbers in Box 2B which is greater than your total B/C Share Entitlement, you will be deemed to have elected for the Capital Option in respect of the whole of your B/C Share Entitlement.

**3 SIGNING THE FORM OF ELECTION**

If you wish to make an election for the Capital Option in respect of all or part of your shareholding, you MUST sign Box 3 on page 3 of this Form of Election, regardless of which other Box(es) you complete. In the case of a

joint shareholding, all the joint Shareholders must sign. Before signing Box 3, Shareholders should take particular note of paragraph 6 of Part IV of the Circular. By signing this Form of Election, Shareholders will be deemed to

represent, warrant, undertake and/or agree (as applicable) to the terms set out in paragraph 6 of Part IV of the Circular in relation to certain matters concerning jurisdictions outside the UK.

**3A INDIVIDUAL SIGNATURES**

Each individual signing this Form of Election should sign in Box 3A. If this Form of Election is not signed by the registered Shareholder(s),

please insert the name(s) and the capacity (e.g. executor(s)) of the person(s) signing this Form of Election. You should deliver evidence of

your authority in accordance with the section headed "Further Notes" on page 4 of this Form of Election.

**3B COMPANY SIGNATURES**

A company may sign this Form of Election in any manner in accordance with the laws of its

jurisdiction of incorporation. Companies should sign Box 3B of this Form of Election.

**4 CHANGE OF ADDRESS DETAILS/ALTERNATIVE ADDRESS**

If the address in the pre-printed Box 1A at the top of page 3 of this Form of Election has

changed or is incorrect, please complete Box 4 with your new/correct address.

**5 ANY QUESTIONS/FURTHER COPIES OF THIS FORM OF ELECTION**

If you have any questions on how to complete this Form of Election or you need further

copies of this Form of Election, please telephone the Shareholder helpline, details of which are set

out on the front cover of this Form of Election.

**1A** 1A: Shareholder(s) Name and Address:

<b>1B</b>	No. of Ordinary Shares as at 6.00 p.m. on 26 August 2014
<b>1C</b>	Daytime telephone number, for use in the event of a query.

<b>1B</b>	
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Shareholder Reference Number:	
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<b>1C</b>	
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**Part 2: Election in respect of your B/C Share Entitlement**

In respect of my/our Ordinary Shares I/we hereby elect as set out below in respect of the Ordinary Shares held:

<b>2A</b>	<p style="text-align: center;"><b>INCOME OPTION</b></p> <p style="text-align: center;">This is the <b>default</b> Share Alternative which will be applied unless an election is made for the Capital Option</p>
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<b>2B</b>	<p style="text-align: center;"><b>CAPITAL OPTION</b></p> <p style="text-align: center;">Shareholders who wish to elect for the Capital Option in respect of all of their Ordinary Shares should write "ALL" in Box 2B below OR specify the number of shares they wish to elect to the Capital Option. The balance will automatically be defaulted to the Income Option.</p>
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The number of Ordinary Shares in respect of which elections are made cannot be greater than your shareholding as at 6.00 p.m. on 22 September 2014. If the number of Ordinary Shares in respect of which an election is made exceeds this maximum then the number of Ordinary Shares in respect of which you have elected for shall be deemed to have been reduced as necessary (see the notes to this Form of Election and the Circular for further details).

**Part 3: Signature(s) – Signature by individual Shareholder(s) (in the case of joint Shareholders, all must sign).**

This Form of Election **MUST BE SIGNED** in order for it to be valid. Shareholders who are individuals should complete Box 3A; Shareholders who are companies should complete Box 3B.

**3A** Execution by Individual(s)

SIGNATURE: Sole or first named registered holder	SIGNATURE: Joint registered holder(s) (if any)
SIGNATURE: Joint registered holder(s) (if any)	SIGNATURE: Joint registered holder(s) (if any)

**3B** Execution by a Company: Executed by the company named below:

Name of company (the "company")	Acting by: *Delete as appropriate Name of director/authorised signatory*	Signature of director/authorised signatory*
	Name of director/secretary/authorised signatory*	Signature of director/secretary/authorised signatory*

This Form of Election may also be executed under the common seal of the company named above in accordance with applicable statutory requirements.

**Part 4: Correct Details.** If any of the information in Box 1A is incorrect, please insert the correct details in Box 4 below.

<b>4</b>	
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**FURTHER NOTES****1. If the person named as Registered Holder (Box 1A) is away from home (e.g., abroad or on holiday; or where a power of attorney has been granted)**

You should send this Form of Election by the quickest means (such as air mail) to the holder, but do not send it to the United States, Australia, Japan, Canada, the Republic of South Africa, New Zealand or any other Restricted Territory. If a Shareholder has executed a power of attorney, the attorney may sign this Form of Election. The original power of attorney (or a duly certified copy, as provided in the Powers of Attorney Act 1971) must be lodged with this completed Form of Election for noting.

**2. If the Sole Registered Holder has died**

If court confirmation, probate or letters of administration has/have been registered with Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, this Form of Election must be executed by the personal representative(s) of the deceased in the presence of a witness, and lodged with Equiniti. If court confirmation, probate or letters of administration has/have been granted but has/have not been registered with Equiniti, the personal representative(s) should execute this Form of Election and forward it to Equiniti at the address above by post or (during normal business hours only) by hand. A copy of the court confirmation, probate or letters of administration must be lodged as soon as possible thereafter and, in any event, so as to be received by Equiniti by no later than 4.30 p.m. on 29 September 2014.

**3. If one or more of the Joint Registered Holders have died**

This Form of Election is valid if executed by all the surviving holders and lodged with Equiniti at the address above, accompanied by the death certificate, court confirmation, probate or letters of administration in respect of the deceased joint holder(s).