

ANDINA PLC

(Incorporated and registered in England and Wales with registered number 08095058)

**Form of Proxy
Proxy for use at the annual general meeting to be held at 90 Long Acre, Covent Garden, London WC2E 9RZ
at 3.00pm on 30 June 2014**

I/We.....

of.....

being a member(s) of Andina Plc (the "**Company**") hereby appoint the chairman of the meeting OR

.....[full name of proxy, in block capitals]
as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the Company to be held at 90 Long Acre, Covent Garden, London WC2E 9RZ at 3.00 p.m. on Monday 30 June 2014 (the "**Annual General Meeting**") and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions as indicated below:

Ordinary Resolution		FOR	AGAINST	WITHHELD
1.	To receive, consider and adopt the audited financial statements of the Company for the year ended 31 December 2013			
2.	To re-appoint PricewaterhouseCoopers LLP as auditors			
3.	To authorise the directors to fix the auditors' remuneration			
4.	To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006.			
Special Resolution		FOR	AGAINST	WITHHELD
5.	To disapply statutory pre-emption rights in accordance with section 570 of the Companies Act 2006.			
6.	To generally and unconditionally authorise the Company, in accordance with section 701 of the Companies Act 2006, to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 10 pence each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine.			

If this form is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise his discretion as to both how he votes (including as to any amendments to the resolutions) and whether or not he abstains from voting.

If you would like to attend and vote at the Annual General Meeting it would be helpful if you would tick the box below.

I will be attending the Annual General Meeting.

Names of joint holders (if any)

Dated 2014 Signature

Notes

1. Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
(a) on any resolution referred to above if no instruction is given in respect of that resolution; and
(b) on any business or resolution considered at the meeting other than resolutions referred to above.
The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution; however it should be noted that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
2. If you wish to appoint someone other than the chairman of the meeting as your proxy please delete the words "chairman of the meeting" and insert the name of the person you wish to appoint. A proxy need not be a member of the Company.
3. In the case of a member which is a corporation, this form must be executed under its common seal (if any) or the hand of its duly authorised officer. In the case of an individual, the proxy must be signed by the appointer or his agent, duly authorised in writing.
4. If this form of proxy is signed under a power of attorney (or equivalent authority) please include the original power of attorney or equivalent authority (or a duly certified copy of such power of attorney or equivalent authority) when you return this form of proxy to the Company's registrars (Share Registrars Limited).
5. In the case of joint holders, only one need sign this form, but the name of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members in respect of the joint holding.
6. The appointment of a proxy does not preclude you from attending and voting in person at the meeting or at any adjournment thereof. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
7. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). You may not appoint more than one proxy to exercise rights attached to any one share. Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
8. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
9. To validly appoint a proxy using this form of proxy:
Please complete the form, sign it and return by any of the following methods:
 - in hard copy form by post or courier or (during normal office hours) by hand to the Company's registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7LL;
 - scanned and emailed to proxies@shareregistrars.uk.com; or
 - in the case of CREST members only, by using the CREST electronic proxy appointment service. CREST members should refer to note 5 to the notice of Annual General Meeting enclosed with this form of proxy in relation to the submission of a proxy appointment via CREST.

In each case the proxy appointment must be received before 4.30pm on 27 June 2014 (or, if the meeting is adjourned, on the date which is two days before the time of the adjourned meeting).