

**CAMCO INTERNATIONAL LIMITED**  
(the "**Company**")

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the "**AGM**") of the Company will be held in accordance with the Companies (Jersey) Law 1991 (the "**Law**") and the Company's Articles of Association at 85 Strand, London WC2R 0DW, United Kingdom on Friday, 19 June 2009 at 10:00am for the following purposes:

### **ORDINARY BUSINESS**

To consider and if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive, consider and adopt the Company's annual accounts for the financial year ended 31 December, 2008 together with the last directors' report, the last directors' remuneration report and the auditors' report on those accounts and the auditable part of the remuneration report.
2. To elect and reappoint KPMG Audit plc as auditors to hold office from the conclusion of the meeting to the conclusion of the next annual general meeting and to authorise the directors to fix the remuneration of the auditors.
3. To reappoint David Roger William Potter as a non-executive director and chairman of the board of directors to hold office from the conclusion of the meeting in accordance with Article 23.4.1 of the Articles of Association of the Company.
4. To reappoint Michael James Wills Farrow as a non-executive director to hold office from the conclusion of the meeting in accordance with Article 23.4.1 of the Articles of Association of the Company.

### **SPECIAL BUSINESS**

To consider and, if thought fit, pass the following special resolutions:

5. THAT the directors be and they are hereby empowered to allot and issue equity securities as if the pre-emption provisions relating to, inter alia, the allotment of shares in the Company contained in the Articles of Association of the Company did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to a maximum number of 17,300,758 equity securities (representing 10% of the issued share capital of the Company on the date of this resolution) This authority is in substitution for all subsisting authorities conferred to the extent unused.

6. THAT Resolution 5 above when duly passed is valid effective and binding on the Company and was properly proposed by the directors of the Company notwithstanding that the directors have not complied with Article 2.13.3 of the Articles of Association of the Company.

BY ORDER OF THE BOARD

Christopher McFadyen for  
Consortia Partnership Limited  
Channel House  
Green Street  
St Helier  
Jersey JE2 4UH

Company Secretary

19 MAY 2009

**NOTES:**

1. A member entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy (or proxies) to attend and, on a poll, to vote in his place. A proxy need not be a member of the Company.
2. A form of proxy is enclosed. To be effective, it must be faxed / mailed / emailed to Computershare Investor Services (Jersey) Limited, 31 Pier Road, St Helier, Jersey, JE4 8PW so as to be received not later than 48 hours before the time appointed for holding the annual general meeting. Completion of the proxy does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes.
3. In accordance with Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, only those members entered on the Company's register of members not later than **10 a.m. on Wednesday 17 June 2009** or, if the meeting is adjourned, shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the meeting.
4. To be passed, ordinary resolutions require a majority in favour of the votes cast and special resolutions require a majority of at least two-thirds in favour of the votes cast.
5. The Company has fixed the close of business on 14 May 2009 as the record date for determining the persons entitled to receive this Notice (and the accompanying proxy form), so that the persons entered on the Company's register of members at that time are the persons so entitled.

# Annual General Meeting Proxy Voting Form

When you have completed and signed this form, please return it using the envelope enclosed (no stamp required if sent within the UK) addressed to Computershare Investor Services (Jersey) Limited, 31 Pier Road, St Helier, Jersey, JE4 8PW.

Please post your completed and signed form by Friday, 12 June 2009 to ensure it arrives in time.

Alternatively, you can return the completed and signed form by fax or email:

Fax: +44 (0) 1534 825 315

Email: sharon.hipwell-tiley@computershareci.com

**YOU SHOULD ENSURE THAT THIS FORM IS RECEIVED AT COMPUTERSHARE INVESTOR SERVICES (JERSEY) LIMITED NO LATER THAN 10 A.M. ON WEDNESDAY 17 JUNE 2009.**

I, / We,
Name / Company Name
Address
being a shareholder of Camco International Limited (the "Company") hereby appoint Consortia Partnership Limited as Company Secretary or _____ to act as my / our proxy at, and direct my / our proxy to vote on my / our behalf as indicated below on any poll held at, the Annual General Meeting of the Company to be held on Friday, 19 June 2009 and at any adjournment of the meeting. I / We have indicated my / our directions by inserting an "X" in the relevant "For", "Against" or "Abstain" boxes.
Number of Shares Held as at 14 <sup>th</sup> May 2009:
Signature :
Position:
Name (please print):

RESOLUTIONS	FOR	AGAINST	ABSTAIN
<b>Ordinary business:</b>			
1 To receive, consider and adopt the Company's annual accounts for the financial year ended 31 December, 2008 together with the last directors' report, the last directors' remuneration report and the auditors' report on those accounts and the auditable part of the remuneration report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To elect and reappoint KPMG Audit plc as auditors to hold office from the conclusion of the meeting to the conclusion of the next annual general meeting and to authorise the directors to fix the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

RESOLUTIONS		FOR	AGAINST	ABSTAIN
3	To reappoint David Roger William Potter as a non-executive director and chairman of the board of directors to hold office from the conclusion of the meeting in accordance with Article 23.4.1 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To reappoint Michael James Wills Farrow as a non-executive director to hold office from the conclusion of the meeting in accordance with Article 23.4.1 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special business:</b>				
5	THAT the directors be and they are hereby empowered to allot and issue equity securities as if the pre-emption provisions relating to, inter alia, the allotment of shares in the Company contained in the Articles of Association of the Company did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to a maximum number of 17,300,758 equity securities (representing 10% of the issued share capital of the Company on the date of this resolution) This authority is in substitution for all subsisting authorities conferred to the extent unused.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	THAT Resolution 5 above when duly passed is valid effective and binding on the Company and was properly proposed by the directors of the Company notwithstanding that the directors have not complied with Article 2.13.3 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### NOTES TO THE PROXY FORM

- To be effective, this proxy form must be posted / faxed / emailed (together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney) to the registered office of the Company so as to be received not later than 48 hours before the time appointed for holding the Annual General Meeting. Completion of the proxy does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes.
- Consortia Partnership Limited shall act as a proxy unless another proxy is desired, in which case, insert full name of your proxy in the space provided above. A proxy will act in his/her/its discretion in relation to any business, other than that above, at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
- In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of a duly authorised officer, attorney or other representative.
- In the case of joint holders, this form of proxy must be signed by that one of the joint holders whose name stands first in the register of members in respect of the joint holding.
- If two or more valid but differing proxy appointments are received in respect of the same share for use at the same meeting or on the same poll, the one which is last received (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share. If the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.
- An "abstain" vote is not a vote in law and will not be counted in the proportion of votes for or against any resolution.