



**Shareholder
Reference No.**

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) Ltd, c/o The Pavilions, Bridgwater Road, BRISTOL BS99 6ZY.

Please post your completed and signed form by 19 July 2012 to ensure it arrives in time.

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

Fax: 0870 703 6322

Email: externalproxyqueries@computershare.co.uk

YOU SHOULD ENSURE THAT THIS FORM IS RECEIVED AT COMPUTERSHARE INVESTOR SERVICES (JERSEY) LIMITED NO LATER THAN 11 A.M. ON 25 JULY 2012.

I, We

Name/Company Name

Address

.....

being a shareholder of Camco International Limited (the "Company") hereby appoint the Chairman 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 Kreab Gavin Anderson, Scandinavian House, 2-6 Cannon Street, London, EC4M 6XJ, United Kingdom on Friday 27 July 2012 at 11:00am 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.

Signature:

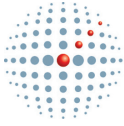
Position:

Name (please print):

Date:

RESOLUTIONS

Ordinary Business	FOR	AGAINST	ABSTAIN
1 TO receive, consider and adopt the Company's annual accounts for the financial year ended 31 December, 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 TO receive, consider and adopt the Company directors' report and the last directors' remuneration report for the financial year ended 31 December 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 TO receive, consider and adopt the auditors' report on the Company's annual accounts and the auditable part of the remuneration report for the financial year ended 31 December 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 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 authorize the directors to fix the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 TO appoint Dr Jeff Kenna as a Chairman of the Board and non-executive director to hold office from the conclusion of the meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 TO reappoint Mr Paolo Pietrogrande as a non-executive director to hold office from the conclusion of the meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 TO appoint Mr Zainul Rahim as a non-executive director to hold office from the conclusion of the meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 TO make the following amendments to the rules of the 2006 Executive Share Plan (the "Plan") in accordance with clause 11 (Amendment to the Rules) where required and to approve its use: (i) clause 3.2 to read "For the purpose of this Rule 3, Relevant Shares means all Shares that have been issued by the Company since Admission in the preceding 10 years (including shares issued or which remain issuable to the trustee) pursuant to Awards made under this plan since Admission. (ii) the definition of Adoption Date to be "27 July 2012". (iii) the definition of Enlarged Issued Share Capital to read "the Ordinary Shares in issue at the Adoption Date and any shares subsequently issued from time to time".	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business	FOR	AGAINST	ABSTAIN
9 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 Article 2.9.1 of 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 18,967,809 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"/>
10 THAT Resolution 9 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"/>
Intention to attend			
Please mark here if you intend to attend the AGM.			<input type="checkbox"/>



camco

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 and the Company's Articles of Association at Kream Gavin Anderson, Scandinavian House, 2-6 Cannon Street, London, EC4M 6XJ, United Kingdom on Friday 27 July 2012 at 11:00am 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 2011.
2. To receive, consider and adopt the Company directors' report and the last directors' remuneration report for the financial year ended 31 December 2011.
3. To receive, consider and adopt the auditors' report on the Company's annual accounts and the auditable part of the remuneration report for the financial year ended 31 December 2011.
4. 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.
5. To elect Dr Jeff Kenna as Chairman and Non-executive Director of the Company.
6. To elect Mr Paolo Pietrogrande as Non-executive Director of the Company.
7. To elect Mr Zainul Rahim as Non-executive Director of the Company.
8. To make the following amendments to the rules of the 2006 Executive Share Plan (the "Plan") in accordance with clause 11 (Amendment to the Rules) where required and to approve its use:
 - (i) clause 3.2 to read "For the purpose of this Rule 3, Relevant Shares means all Shares that have been issued by the Company since Admission in the preceding 10 years (including shares issued or which remain issuable to the trustee) pursuant to Awards made under this plan since Admission."
 - (ii) the definition of Adoption Date to be "27 July 2012".
 - (iii) the definition of Enlarged Issued Share Capital to read "the Ordinary Shares in issue at the Adoption Date and any shares subsequently issued from time to time".

SPECIAL BUSINESS

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

9. THAT, in accordance with Article 2.13.1 of the Articles of Association of the Company the directors of the Company 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 equity securities contained in Article 2.9.1 of 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 18,967,809 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.
10. THAT Resolution 9 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
Corporate Company Secretary
Consortia Partnership Limited
Channel House
Green Street
St Helier
Jersey JE2 4UH

29 JUNE 2012

NOTES:**Right to attend and vote at the AGM**

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 11 a.m. on 25 July 2012 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 AGM in respect of the number of shares registered in their name at that time. In each case, changes to entries on the Register of Members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.

A form of ID and the Shareholder Reference Number printed on the Form of Proxy will be required if shareholders intend to vote at the AGM.

Proxy appointment

Any shareholder of the Company entitled to attend and vote at the AGM may appoint one or more proxies to attend, speak and vote instead of him or her provided that each proxy is appointed to attend, speak and vote in respect of a different share or shares. A proxy need not be a member of the Company. Appointing a proxy will not prevent a shareholder from attending in person and voting at the AGM. If a share is held by joint shareholders and more than one of the joint shareholders votes (including by way of proxy), the only vote that will count is the vote of the person whose name is listed before the other voter(s) on the Register of Members.

To be effective, the enclosed proxy form must be posted/faxed/mailed to Computershare at the addresses set out in the proxy form above 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. 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.

The Chairman shall act as a proxy unless another proxy is desired, in which case, insert full name of your proxy in the space provided. A proxy will act in his/her/its discretion in relation to any business, other than the resolutions set out in the proxy form, at the meeting (including any resolution to amend a resolution or to adjourn the meeting). 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.

Total voting rights

The total voting rights in the Company as at June 21, 2012 were 189,678,093. 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. In accordance with Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company has fixed the close of business on 25 July 2012 as the record date for determining the uncertificated members entitled to receive this Notice (and the accompanying proxy form), so that such persons entered on the Company's register of members at that time are the persons so entitled.

EXPLANATORY NOTES:

The notes below give an explanation of the resolutions that will be proposed at the AGM.

Resolutions 1 to 8 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 9-10 are proposed as special resolutions which means that for each of those resolutions to be passed, at least two thirds of the votes cast must be in favour of the resolution.

Resolution 1-2 Annual Report and Accounts

The Company is required to lay before shareholders the accounts of the Company for the year ended 31 December 2011, the report of the directors and the report of the auditor to these accounts.

Resolution 2 Remuneration Report

The Company is required to put its Remuneration Report, set out on pages 60 to 74 of the Annual Report and Accounts, to shareholders for approval. The Remuneration Report contains specific details of directors' remuneration, share interests and the Company's remuneration policy.

Resolutions 3-4 Auditor

The Company is required to appoint or reappoint its auditor at each general meeting at which accounts are presented. Resolution 3 proposes the reappointment of KPMG plc until the conclusion of the next general meeting at which accounts are laid while resolution 4 authorises the directors to determine the auditor's remuneration.

Resolutions 5-7 Directors

Zainul Rahim and Paolo Pietrangrande are standing for election. In addition, it is proposed that Dr Jeff Kenna be elected Chairman of the Board. Biographical details of all directors can be found on page 22 of the Annual Report and Accounts and on our website at www.camcoglobal.com.

Resolution 8 Changes to share option scheme arrangements

At the time of the Initial Public Offering ("IPO") of the Company in April 2006, there were two share schemes in place being the Long Term Incentive Plan ("LTIP") and the Camco International Limited 2006 Executive share Plan ("Plan"). Whilst, the LTIP has so far been used by the Company to make awards of shares, no awards have been made under the Plan (other than awards made by the Employee Benefit Trust before the IPO and as set out in the associated documentation at that time). There are no other share schemes in operation. The Directors are now seeking approval from shareholders through Resolution 8 to make amendments to the Plan such that it can be used to make awards to executives and other employees of the Company in accordance with the rules of the Plan as amended.

Resolution 9-10 Allotment of Shares

Under the Companies (Jersey) Law 1991, the directors may only allot shares or grant rights to subscribe for, or convert any security into shares if authorised to do so by the Articles of Association or by the shareholders at a general meeting. Resolution 9 renews a similar authority approved by shareholders at the 2011 AGM, which expires at the conclusion of the 2012 AGM. The authority, if passed, will give the directors authority to allot new shares in the Company or grant rights to subscribe for, or convert any security into shares in the Company up to a maximum number of 18,967,809 equity securities, representing 10% of the issued share capital of the Company on 21 June 2012 (being the latest practicable date prior to the publication of this document). The directors have no present intention of exercising this authority other than pursuant to employee share schemes. If this resolution is passed, the authority will expire at the conclusion of the 2013 AGM. The directors intend to renew this authority annually.