

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER AUTHORISED PURSUANT TO THE FINANCIAL SERVICES AND MARKETS ACT 2000. IF YOU HAVE SOLD OR TRANSFERRED ALL YOUR ORDINARY SHARES IN CAMCO INTERNATIONAL PLC YOU SHOULD PASS THIS DOCUMENT TO THE PERSON THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.



## camco Chairman's letter to shareholders and Notice of Annual General Meeting

Dear Shareholder

### Annual General Meeting 2011

I have pleasure in inviting you to this year's Annual General Meeting of Camco International plc ("the Company") which will be held at 11.00am on Wednesday 16 November 2011 at Singer Capital Markets, One Hanover Street in London W1S 1YZ. Full details of the meeting and the resolutions that will be put to shareholders are set out in the enclosed Notice of Meeting. As usual, our Directors and senior managers will be pleased to meet shareholders prior to the meeting from 10.15am. I do recommend that you arrive by 10.45am to enable us to carry out all of the registration formalities to ensure a prompt start at 11.00am.

If you cannot come to the meeting in person, your vote is still important and I would urge you to complete, sign and return the enclosed proxy form to be received by 11.00am on Monday 14 November 2011. You may also register your proxy vote electronically via email ([externalproxyqueries@computershare.co.uk](mailto:externalproxyqueries@computershare.co.uk)). We will again this year take all resolutions on a poll vote. On a poll, each shareholder has one vote for every share he or she holds. The Directors believe that this is fair and democratic as it allows all shareholders to have their votes counted whether or not they are able to attend the meeting and it is in line with best practice.

The Annual General Meeting gives us the opportunity to present the Company's performance and strategy to shareholders and to listen and respond to your questions. If you cannot attend, but would like to raise any points, please send your comments to me at [investor.relations@camcoglobal.com](mailto:investor.relations@camcoglobal.com) and we will take them into account in planning the meeting.

### Resolutions

In addition to the routine business, we are asking shareholders to approve some items of special business at this year's Annual General Meeting. This includes the adoption of new Articles of Association in order to permit the Company to reduce the number of days of clear notice prior to the AGM. Under the Companies (Amendment No. 9) (Jersey) Law 2008, Article 91 of the Companies (Jersey) Law 1991 was amended to refer to a 14 clear days' notice period for calling annual general meetings (unless the company's articles require a greater notice period). Therefore it is now usual for Jersey companies' articles to provide for a 14 day notice period for calling general meetings. Resolution 6 is therefore requested to bring the Company's procedures into line with standard practice.

As in previous years, a further resolution seeks to empower directors to allot and issue equity securities as if the pre-emption provisions relating to the allotment of equity securities did not apply. The board considers it appropriate that the directors be granted authority to allot shares in the capital of the Company up to a maximum number of 18,917,809 representing 10% of the Company's issued ordinary shares on the date of this resolution. The directors consider it prudent to continue to obtain the flexibility that this authority provides. An explanation of all of the items of special business is set out in the notes of the Notice of Meeting.

### Recommendation

Your Directors are of the opinion that all resolutions which are to be proposed at the Annual General Meeting are in the best interests of the Company and its shareholders and therefore unanimously recommend that you vote in favour of the resolutions.

Yours sincerely

**Dr Jeff Kenna**  
(Acting) Chairman

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**CAMCO INTERNATIONAL LIMITED**  
**(the “Company”)**

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**Notice of Annual General Meeting**

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**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 Singer Capital Markets, One Hanover Street, London, W1S 1YZ, United Kingdom on Wednesday 16 November 2011 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, 2010.
2. To receive, consider and adopt the Company directors’ report and the last directors’ remuneration report for the financial year ended 31 December 2010.
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 2010.
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 reappoint Jeff Kenna 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:

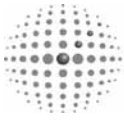
6. THAT the existing Articles of Association of the Company be amended as follows:  
the deletion of the existing Article 15.1 and the insertion of a new Article 15.1 as follows:  
“At least fourteen Clear Days’ Notice shall be given of every general meeting of the Company.”
7. THAT, in accordance with 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 18,917,809 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.
8. THAT Resolution 7 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  
Michael Farrow on behalf of  
Consortia Partnership Limited  
Channel House  
Green Street  
St Helier  
Jersey JE2 4UH

Company Secretary  
13 OCTOBER 2011

**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 at Computershare Investor Services (Jersey) Ltd, c/o The Pavilions, Bridgwater Road, BRISTOL BS99 6ZZ, United Kingdom 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 11 a.m. on 14 November 2011 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. In accordance with Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company has fixed the close of business on 14 November 2011 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.
6. Under the Companies (Amendment No. 9) (Jersey) Law 2008, Article 91 of the Companies (Jersey) Law 1991 was amended to refer to a 14 days’ notice period for calling general meetings (unless the company’s articles require a greater notice period). Therefore it is now usual for Jersey companies’ articles to provide for a 14 days’ notice period for calling general meetings (unless there is shareholder consent to calling the meeting on short notice). Resolution 6 is therefore requested to bring the Company’s procedures into line with standard practice.



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 6ZZ.

Please post your completed and signed form by 8 November 2011 to ensure it arrives in time.

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

Fax: 0870 703 6076

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 14 NOVEMBER 2011.

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 Singer Capital Markets, One Hanover Street, London, W1S 1YZ, United Kingdom, the Annual General Meeting of the Company to be held on Wednesday, 16 November 2011 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

Table with 4 columns: Ordinary Business, FOR, AGAINST, ABSTAIN. Rows 1-5 detailing resolutions on accounts, reports, auditors, and directors.

Table with 4 columns: Special Business, FOR, AGAINST, ABSTAIN. Rows 6-8 detailing resolutions on amending articles, equity securities, and resolution validity.

#### **NOTES TO THE PROXY FORM**

1. 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 Computershare Investor Services (Jersey) Ltd, c/o The Pavilions, Bridgwater Road, BRISTOL BS99 6ZZ, 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.
2. 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).
3. 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.
4. 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.
5. 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.
6. An "abstain" vote is not a vote in law and will not be counted in the proportion of votes for or against any resolution.