

**STAR REEFERS INC.**

**PROXY**

I/We \_\_\_\_\_ being a shareholder of the above Company holding \_\_\_\_\_ shares HEREBY APPOINT the Chairman of the meeting or \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ to be my/our proxy to vote for me/us at the meeting of the members to be held at 8:00 AM local time on Monday, 9 May 2011 (the “**Meeting**”) and at any adjournment thereof at the offices of Maples and Calder. My/our proxy should vote as indicated below at such Meeting:

<b><u>Resolution *</u></b>	<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Number of Ordinary Shares</u></b>
Resolution 1	_____	_____	_____
Resolution 2	_____	_____	_____
Resolution 3	_____	_____	_____
Resolution 4	_____	_____	_____
Resolution 5	_____	_____	_____
Resolution 6	_____	_____	_____
Resolution 7	_____	_____	_____
Resolution 8	_____	_____	_____

\* Please indicate your voting preference and the number of shares entitled to vote. In the absence of voting instructions for any resolution, the form of proxies will be voted “FOR” such resolution.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Owner or Authorised Signatory for Shares

NOTES:

- (a) This form of proxy is only for use by a shareholder.
- (b) If you wish to appoint a proxy other than the Chairman of the Meeting, please insert his/her name and address, delete "the Chairman of the Meeting or" and initial all amendments. A proxy need not be a shareholder.
- (c) In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing.
- (d) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members. Names of all joint holders should be stated.
- (e) To be valid, this form of proxy should be delivered no less than 24 hours prior to the stated time of the Annual General Meeting to either of the following: (1) the offices of Star Reefers AS at Jerpefarefaret 12, 0788 Oslo, Norway, telefax no. +47 23 22 04 00 or (2) the Company’s office at P.O. Box 10718, George Town, Grand Cayman KY1-1006, CAYMAN ISLANDS, telefax no. +1.345.946.3342.
- (f) Completion of this form of proxy will not prevent you from attending and voting at the Meeting.
- (g) A proxy may vote on a show of hands or on a poll.