

# 7digital Group plc

## Proxy Form

Proxy form for use at the general meeting of 7digital Group plc (the “**Company**”) to be held at the offices of Osborne Clarke, One London Wall, London EC2Y 5EB on 28 March 2017 at 11:00 a.m. (the “**Meeting**”).

I/We, .....

of .....

being a member/members of the Company entitled to receive notice, attend speak and vote at general meetings of the Company, hereby appoint the Chairman of the Meeting (*Note 1*) ..... as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Meeting and at any adjournment thereof in relation to the resolutions specified in the Notice of General Meeting contained in a circular dated 10 March 2017 (the “**Resolutions**” and the “**Notice**” respectively) and any other business (including adjournments and amendments to the Resolutions) which may properly come before the Meeting or any adjournment thereof).

I/We direct my/our proxy to vote as follows in respect of the Resolutions (*Note 2*):

<b>Special Resolutions</b>	<b>FOR</b>	<b>AGAINST</b>	<b>WITHHELD</b> <i>(Note 2)</i>
1. To approve the amendments to the articles of association of the Company in the manner set out in the Notice of the General Meeting.			
2. To approve the sub-division of the issued ordinary shares of 10 pence each in the capital of the Company into:  (a) one new ordinary share of 1 penny each in the capital of the Company; and  (b) one new deferred share of 9 pence each in the capital of the Company,  each of the above new classes of shares having those rights and restrictions set out in the proposed amended articles of association of the Company.			
<b>Ordinary Resolution</b>			
3. To authorise the directors of the Company to allot shares or grant rights to subscribe for or convert any security into shares in the Company pursuant to section 551 of the Companies Act 2006.			
<b>Special Resolution</b>			
4. To empower the directors of the Company to allot equity securities for cash on a non-pre-emptive basis pursuant to section 570 of the Companies Act 2006 in certain circumstances.			

Number of shares in relation to which proxy is authorised to act: .....  
(*Note 3*)

This proxy appointment is one of a multiple proxy appointment (*Note 4*)

This proxy appointment is signed on behalf of the member under power of attorney or other authority (*Notes 5 and 6*)

Signed ..... Dated ..... 2017

## Notes

- (1) A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not be a member of the Company but must attend the Meeting in order to represent you. A member wishing to appoint someone other than the Chairman of the Meeting as his or her proxy should insert that person's name in the space provided in substitution for the reference to "*the Chairman of the Meeting*" (and delete that reference) and initial the alteration.
- (2) Please indicate by inserting an "X" in the appropriate box how you wish your vote to be cast on the Resolutions. Your proxy must vote in accordance with any instructions given by you. If you mark the box "vote withheld" it will mean that your proxy will abstain from voting. 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. If you fail to select any of the given options, the proxy can vote as he or she chooses or can decide not to vote at all.
- (3) If the proxy is being appointed in relation to less than your full voting entitlement, please indicate on the line provided the number of shares in relation to which that person is authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement or, if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account.
- (4) A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A separate proxy form must be deposited for each proxy appointed. Further copies of this form may be obtained from Capita Asset Services on 0371 664 0300 (or on +44 371 664 0300 if calling from outside the UK) or you may photocopy this form. If you appoint multiple proxies, please indicate on the line provided the number of shares in relation to which the person named on this form is authorised to act as your proxy, and please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned to the office of the Company's registrars, Capita Asset Services, at the address below, together in the same envelope. Where multiple proxies are appointed by a member, failure to specify the number of shares to which this proxy appointment relates, or specifying a number which exceeds the number held by the member when totalled with the number specified on other proxy appointments by the same member, will render all appointments invalid.
- (5) To be valid, this proxy form, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, BR3 4ZF by not later than 11:00 a.m. on 24 March 2017 (or if the Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). Alternatively, a member may appoint a proxy or proxies (a) electronically, by following the procedure set out in Note 11 below, or (b) by using the CREST proxy appointment service, by following the procedure set out in Note 12 below. You can only appoint a proxy using the procedures set out in these Notes and in the notes to the Notice.
- (6) An individual member or his attorney must sign this form. If the member is a company, this proxy form must be executed under the company's common seal or signed on the company's behalf by a duly authorised officer or attorney of the company, stating their capacity (e.g. director, secretary).
- (7) The appointment of a proxy will not preclude a member from attending the Meeting and voting in person. If the member appointing the proxy does so attend and vote, any proxy appointment will terminate automatically.
- (8) In the case of joint holders of shares, the proxy appointment of the most senior holder will be accepted to the exclusion of any appointments by the other joint holders. For this purpose, seniority is determined by the order in which the names are stated in the register of members of the Company in respect of the joint holding.
- (9) A member wishing to change his or her proxy instructions should submit a new proxy appointment using the methods set out, and by the time limit specified, in Note 5. Any changes to proxy instructions received after that time will be disregarded. A member who requires another form should contact Capita Asset Services on 0371 664 0300 or (on +44 371 664 0300 if calling from outside the UK). Subject to Note 4, if a member submits more than one valid proxy appointment, the appointment received last before the time limit in Note 5 will take precedence.
- (10) A member wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to the Company's registrar, Capita Asset Services, to the address set out in Note 5 or electronically by means of the facilities described in Notes 11 or 12, as appropriate. The revocation notice must be received by Capita Asset Services by the time limit set out in Note 5. Any revocation notice received after this time will not have effect.
- (11) Members can submit a proxy form electronically by accessing the Company's registrar's website [www.capitashareportal.com](http://www.capitashareportal.com).

If you submit your proxy form via the internet it should reach the Company's registrar by not later than 11:00 a.m. on 24 March 2017 (or if the Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). Should you complete your proxy form electronically and then post a hard copy, the form that arrives last will be counted to the exclusion of instructions received earlier, whether electronic or posted. Please refer to the terms and conditions of the service on the website.

You may not use any electronic address provided either in this proxy form or in any related documents (including the Notice) to communicate with the Company for any purposes other than those expressly stated.

- (12) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment thereof) by following the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or to an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Capita Asset Services *Name and CREST participant ID number of RA10 Company's registrar* by the latest time(s) for receipt of proxy appointments specified in Note 5. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Capita Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).