

MEDIAZEST PLC

(Incorporated under the Companies Acts 1985 and registered in England and Wales with company number 5151799)

FORM OF PROXY

- (a) I/We.....
of..... being a member(s) of MediaZest plc
(the “Company”), hereby appoint
- (b) or failing him/her the
Chairman of the Meeting, as my/our proxy to attend and vote for me/us on my/our behalf at the General Meeting of
the Company to be held at 10.00 a.m. on 11 December 2009 and at any adjournment thereof.
- (c) I/we direct my/our proxy to vote on the resolutions set out in the notice of General Meeting as follows:

| RESOLUTIONS | For | Against | Vote withheld |
|--|-----|---------|---------------|
| Special Resolution | | | |
| 1. To adopt new articles of association of the Company. | | | |
| Ordinary Resolution | | | |
| 2. To authorise the directors of the Company to allot and grant rights to subscribe for or convert any security into shares pursuant to section 551 of the Companies Act 2006 up to a nominal amount of £120,000 in connection with the Placing. | | | |
| Special Resolution | | | |
| 3. To empower the directors of the Company to allot equity securities under resolution 2 as if section 561(1) of the Companies Act 2006 did not apply to such allotment. | | | |
| Ordinary Resolution | | | |
| 4. To authorise the directors of the Company to allot and grant rights to subscribe for or convert any security into shares pursuant to section 551 of the Companies Act 2006 up to a nominal amount of £15,000 in connection with the grant of Options. | | | |
| Special Resolution | | | |
| 5. To empower the directors of the Company to allot equity securities under resolution 4 as if section 561(1) of the Companies Act 2006 did not apply to such allotment. | | | |

I/we direct my/our proxy to act at his/her discretion in relation to any other business arising at the General Meeting (including any resolution to adjourn the General Meeting)

(d) Signature or Common Seal

Date.....

If you intend to attend the meeting in person, please tick this box:

Notes:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting of the Company. This proxy will be used in the event of a poll being directed or demanded. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name on the dotted line in (b) above. If you sign and return this form of proxy with no name inserted on the dotted line, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please photocopy this form indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed (which in aggregate should not exceed the number of shares held by you). You should send all pages together in the same envelope to the Company's registrars.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, the form must be:
 - (a) completed and signed;
 - (b) sent or delivered to Share Registrars Limited of Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL; and
 - (c) received by Share Registrars Limited no later than 48 hours before the time appointed for the meeting or adjournment thereof.
7. In the case of a member which is a company, this form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. To change your proxy instructions simply submit a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you would like to change the instructions using another hard-copy form of proxy, please contact Share Registrars Limited on 01252 821 390. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
12. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited of Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL. In the case of a member, which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Share Registrars Limited no later than 48 hours before the time appointed for the meeting or adjournment thereof. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.