

MEDIAZEST PLC
Company number 5151799

Form of Proxy

For use by Shareholders at the General Meeting to be held on 8 January 2015

I/We.....of

..... being (a) member(s) of MediaZest Plc (the "**Company**") hereby appoint the chairman of the meeting OR

.....[full name of proxy, in block capitals]

as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at the offices of Nabarro LLP, 125 London Wall, London EC2Y 5AL at 11.00 a.m. on 8 January 2015 (the "**General Meeting**") and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions as indicated below, and on any other resolutions as he thinks fit:

	Resolutions	For	Against	Vote Withheld	Discretionary
Resolution 1	To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006 up to an aggregate nominal amount of £525,143				
Resolution 2	To disapply section 561(1) of the Companies Act 2006 in respect of the Placing				
Resolution 3	To disapply section 561(1) of the Companies Act 2006 up to an aggregate nominal amount of £400,000				

If this form is signed and returned without any indication as to how the proxy shall vote, the chairman will exercise his discretion as to both how he votes (including as to any amendments to the resolutions) and whether or not he abstains from voting.

If you would like to attend and vote at the General Meeting it would be helpful if you would tick the box below.

I will be attending the General Meeting.

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Signature:..... Dated:201

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 a general meeting of the Company. A proxy need not be a member of the Company. You can only appoint a proxy using the procedures set out in these notes.

2. This form enables you to instruct your proxy how to vote, whether on a show of hands or on a poll, on the resolutions to be proposed at the meeting. If you want your proxy to vote in a certain way on the resolutions specified please place an 'X' in the relevant boxes. If you select 'discretionary' or fail to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting. The 'Vote

Withheld' option is provided to enable you to abstain on any particular resolution; however it should be noted that 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.

3. 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.

4. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting, provided each proxy is appointed to exercise rights in respect of different shares. The appointment of the chairman as proxy has been included for convenience. If you wish to appoint any other person or persons as proxy or proxies delete the words "the chairman of the meeting" and add the name and address of the proxy or proxies appointed. If you do not delete such words and you appoint a proxy or proxies, the chairman shall not be entitled to vote as proxy. If your proxy is being appointed in relation to less than your full voting entitlement, the number of shares in respect of which each such proxy is to vote must be specified. In the absence of any specific direction, a proxy shall be deemed to be entitled to vote in respect of all the shares in the relevant holding.

5. 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, additional proxy forms may be obtained by contacting the Company's registrar on +44 (0)1252 821390 or you may photocopy this form. The number of shares in respect of which each such proxy is to vote must be specified on the relevant form.

6. To be valid, completed forms must be returned in one of the following ways:

- (a) hard copy form by post, by courier or by hand to the Company's registrar at Share Registrars Limited, Proxy Department, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL;
- (b) by fax to the Company's registrar on fax number +44 (0)1252 719232; or
- (c) scanned and emailed to the Company's registrar using the email address proxies@shareregistrars.uk.com,

and in each case must be received by the Company not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the meeting. If someone else signed the form on your behalf, you or that person must send the power of attorney or other written authority under which it is signed to the address overleaf so that it is received not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the meeting.

7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or a duly authorised attorney for the company.

8. 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).

9. 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.

10. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.