

# Annual General Meeting – Form of Proxy

Gamma Communications plc

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**Before completing this form, please read the explanatory notes below**

I /We:

Name(s): \_\_\_\_\_

Address<sup>1</sup>: \_\_\_\_\_

being (a) member(s) of the Company appoint the Chairman of the meeting or \_\_\_\_\_ (see note 3) as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 10:30 am on Thursday 19 May 2016 and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'.

If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

**Ordinary Resolutions**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1. Receive and adopt the Annual Report and Accounts for the year ended 31 December 2015			
2. Approval of a final dividend of 4.4 pence per ordinary share for the year ended 31 December 2015			
3. Approval, on an advisory only basis, of the directors' remuneration report contained in the annual report for the year ended 31 December 2015			
4. Re-appointment and remuneration of the Auditors			
5. Re-election of Mr A Belshaw as a director			
6. Re-election of Mr R Bligh as a director			
7. Re-election of Mr A Gibbins as a director			
8. Authority to allot shares and to grant subscription and conversion rights up to a maximum aggregate nominal amount of £76,088 (being approximately one third of the Company's current ISC)			

**Special Resolutions**

9. Disapplication of statutory pre-emption rights in connection with (a) the allotment and sale to holders of ordinary shares or other equity securities on a pre-emptive basis; and (b) the allotment or sale (otherwise than pursuant to (a)) of equity securities on a non-pre-emptive basis up to a maximum nominal value of £22,826 (approximately 10% of the ISC)			
10. Authority for the Company to make a market purchase of up to 9,130,564 of its own ordinary shares (approximately 10% of the ISC)			

**Signature(s)****Date**

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<sup>1</sup> Please insert in bold capitals the name(s) and address(es) of the shareholder(s).

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### Notes to the Proxy form

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. 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 where indicated in the proxy form. If you sign and return this proxy form with no name inserted in the box, 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 contact the Company's registrar: Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
5. To direct your proxy how to vote on the resolutions, mark the appropriate box with an "X". 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 Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and (c) received by Capita Asset Services no later than 10:30 am on Tuesday 17 May 2016. 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 an officer of the company or an attorney for the company.
7. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
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. For details of how to change your proxy instructions or revoke your proxy appointment, please see the notes to the Notice of Meeting.