



# PROXY FORM FOR GENERAL MEETING

I/We, the undersigned, being a member/members of the above-named Company hereby appoint the Chairman of the Meeting/.....as my/our proxy to vote in my/our name(s) and on my/our behalf at the General Meeting of the Company to be held at Nabarro LLP, 125 London Wall London EC2Y 5AL at 9 am on 10 July 2015 and any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

<b>Resolution 1</b>	<b>for/against*</b>	<b>Resolution 2</b>	<b>for/against*</b>	<b>Resolution 3</b>	<b>for/against*</b>
<b>Resolution 4</b>	<b>for/against*</b>	<b>Resolution 5</b>	<b>for/against*</b>	<b>Resolution 6</b>	<b>for/against*</b>
<b>Resolution 7</b>	<b>for/against*</b>	<b>Resolution 8</b>	<b>for/against*</b>	<b>Resolution 9</b>	<b>for/against*</b>
<b>Resolution 10</b>	<b>for/against*</b>	<b>Resolution 11</b>	<b>for/against*</b>		

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

**Dated** ..... **Signed** ..... **Name** .....

Resolution 1	To approve the acquisition of Reef Television Limited
Resolution 2	To create convertible redeemable preference shares to sub-divide each Existing Ordinary Share into one new ordinary share of 0.01 pence in the capital of the Company and one new deferred share of 1.99 pence in the capital of the Company, and then consolidate the resulting ordinary shares of 0.01 pence each on a 10 for 1 basis into New Ordinary Shares of 0.1 pence each. To authorise the Directors to deal with fractional entitlements that arise under the Share Capital Reorganisation.
Resolution 3	To allot relevant securities of (a) up to a maximum aggregate nominal amount of £392,021.60 pursuant to the Proposals (b) up to an aggregate nominal amount of £139,800 and/or (c) otherwise than pursuant to (a) and/or (b) up to an aggregate nominal amount of £139,800 pursuant to a rights issue.
Resolution 4	To reappoint Peter Bertram as a director of the Company.
Resolution 5	To reappoint Mark Wood as a director of the Company.
Resolution 6	To reappoint Nitil Patel as a director of the Company.
Resolution 7	To approve the participation of the Directors in the Subscription.
Resolution 8	To approve the issue of Fee Shares to Timothy Hoare and Bob Geldof.
Resolution 9	To disapply statutory pre-emption rights (a) up to an aggregate nominal amount of £392,021.60 in connection with the Proposals (b) in connection with a rights or other pre-emptive issue and/or (c) otherwise than pursuant to (a) and (b) up to an aggregate nominal amount of £41,940.
Resolution 10	To approve the adoption of new articles of association for the Company in substitution for the current articles of association of the Company.
Resolution 11	To approve the reduction of the share capital of the Company by £5,505,653.64 by the cancellation of the deferred shares of 1.99 pence each and the cancellation of the entire share premium account of the Company.

- Notes:
- A shareholder entitled to attend and vote at the General Meeting ("Meeting") is entitled to appoint a proxy or proxies to attend, speak and vote instead of him/her. A proxy need not be a shareholder of the company. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
  - To be valid, a Form of Proxy must be completed and any power of attorney or other authority under which it is executed (or a duly certified copy thereof) must be received by the Company's Registrar (Capita Asset Services, PXS1, 34 Beckenham Road, Kent, BR3 4ZF) not less than 48 hours before the time for holding the meeting. Completion and return of a Form of Proxy will not preclude a shareholder subsequently from personally attending and voting at the Meeting (in substitution for their proxy vote) if the shareholder decides to do so.
  - The Form of Proxy must be executed by or on behalf of the shareholder making the appointment. A corporation may execute the Form of Proxy either under its common seal or under hand of a duly authorised officer.
  - 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 on the Register of members in respect of the relevant joint holdings.
  - Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at 6.00 p.m., on 8 July 2015 (or in the event of any adjournment, 6.00 p.m. on the date which is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the Meeting.
  - CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting to be held on 10 July 2015 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have been appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
  - In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accord specifications of Euroclear UK and Ireland Limited (EULKI) and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy 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 the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 the issuer's agent 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 EULKI 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(s) to procure that his CREST sponsor or voting service provider(s) take(s) such an 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 an invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(c)(a) of the Uncertificated Securities Regulations 2001.
  - The quorum for the Meeting will be three persons entitled to vote upon the business to be transacted, each being a shareholder or a proxy for a shareholder or a duly authorised representative of a corporation which is a shareholder.
  - Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



PXS 1  
34 Beckenham Road  
BECKENHAM  
BR3 4ZF