

ONE MEDIA IP GROUP PLC

(Incorporated in England and Wales under the Companies Act 2006 with company number 05799897)

FORM OF PROXY

**For use by holders of Ordinary Shares at the Extraordinary General Meeting
to be held on 19 September 2018**

I/We (name)
BLOCK CAPITALS (the names of all joint holders should be shown)

of (address)

being a holder of (enter the number) Ordinary Shares in the capital of One Media IP Group plc (the "Company"), hereby appoint:

- a) the chairman of the meeting*; or
- b)

.....
(Please use BLOCK CAPITALS (see note 2 below))

to act as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at the offices of Reed Smith LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2RS at 11.00 a.m. (BST) on 19 September 2018 and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions in the manner specified below (see note 9).

Please state in each of the spaces below how you wish your votes to be cast by indicating with an 'x' against each of the resolutions. If no indication is given, you will be deemed as instructing your proxy to abstain from voting on the specified resolution.

Ordinary Resolution	For	Against	Withheld
1. To authorise the Directors to allot or grant rights over ordinary shares, up to a maximum of:			
a. 48,250,001 Shares in connection with the Fundraising;			
b. 20,833,333 Shares in connection with the exercise of the BGF Options;			
c. 34,166,667 Shares in connection with the exercise of the options to be issued to BGF on the subscription for Tranches 2 and 3;			
d. 10,000,000 Shares in connection with the exercise of the options issued to Canaccord Genuity; and			
e. five per cent. of the Company's issued ordinary share capital immediately following Admission, otherwise than pursuant to 1(a)-1(d) above.			
Special Resolution	For	Against	Withheld
2. Subject to the passing of Resolution 1, to disapply pre-emption rights in relation to the allotment and issue of:			
a. 48,250,001 Shares in connection with the Fundraising;			
b. 20,833,333 Shares in connection with the exercise of the BGF Options;			
c. 34,166,667 Shares in connection with the exercise of the options to be issued to BGF on the subscription for Tranches 2 and 3;			
d. 10,000,000 Shares in connection with the exercise of the options issued to Canaccord Genuity; and			
e. five per cent. of the Company's issued ordinary share capital immediately following Admission, otherwise than pursuant to 2(a)-3(d) above.			

Signature..... Date..... 2018
Joint holders (if any) (see note 10)

Name:..... Name:.....

Name:..... Name:.....

* delete as necessary

NOTES

- (1) A Shareholder entitled to attend and vote at the Extraordinary General Meeting ('EGM') of the Company to which this proxy refers is entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote on their behalf at the EGM. A proxy need not be a Shareholder.
- (2) To appoint a proxy, Shareholders should use this form of proxy. Please carefully read the instructions on how to complete the form of proxy. For a proxy to be effective, the instrument appointing a proxy together with the power of attorney or such other authority (if any) under which it is signed or a notorially certified copy of the same must be deposited by 11.00 a.m. (BST) on 17 September 2018 with the Registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, United Kingdom or by scan and email to voting@shareregistrars.uk.com. The completion and return of a form of proxy does not preclude a Shareholder from subsequently attending and voting at the EGM in person if he or she so wishes. If a Shareholder has appointed a proxy and attends the EGM in person, such proxy appointment will automatically be terminated.
- (3) Pursuant to Regulation 41 of Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders on the register of members at 11.00 a.m. (BST) on 17 September 2018 or, if the meeting is adjourned, 48 hours before the time of the adjourned meeting (excluding any part of a day that is not a Business Day), shall be entitled to attend or vote at the EGM in respect of the number of Ordinary Shares registered in their name at that time. Changes to the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the EGM.
- (4) Any Shareholder may insert the full name of a proxy or the full names of two alternative proxies of the Shareholder's choice in the space provided with or without deleting 'the Chairman of the meeting.' A proxy need not be a Shareholder, but must attend the meeting to represent the relevant Shareholder. The person whose name appears first on the Form of Proxy and has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow. If this proxy form is signed and returned with no name inserted in the space provided for that purpose, the Chairman of the meeting will be deemed to be the appointed proxy. Where a Shareholder appoints as his/her proxy someone other than the Chairman, the relevant Shareholder is responsible for ensuring that the proxy attends the meeting and is aware of the Shareholder's voting intentions. Any alteration, deletion or correction made in the Form of Proxy must be initialled by the signatory/ies.
- (5) A Shareholder may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares held by that Shareholder. A Shareholder may not appoint more than one proxy to exercise rights attached to any one Ordinary Share. If a Shareholder wishes to appoint more than one proxy, they should contact the Registrars on 01252 821390 or +44 1252 821390 from overseas. Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, excluding public holidays. Alternatively you may write to the Registrars at Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, United Kingdom for additional proxy forms and for assistance.
- (6) Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder provided that they do not do so in relation to the same Existing Ordinary Share.
- (7) As at the close of business on the date immediately preceding this notice, the Company's issued share capital comprised 86,553,698 Ordinary Shares. Each Ordinary Share carries the right to vote at the EGM and, therefore, the total number of voting rights in the Company as at close of business on the date immediately preceding this notice is 86,553,698.
- (8) A Shareholder's instructions to the proxy must be indicated in the appropriate space provided. 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 decision. 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.
- (9) This form of proxy must be signed by the appointor or his attorney duly authorised in writing. The power of attorney or other authority (if any) under which the form of proxy is signed, or a notorially certified copy of the power or authority, must be received by the Registrars with the form of proxy. If the appointor is a corporation, the form of proxy should be signed on its behalf by an attorney or duly authorised officer or executed as a deed or executed under common seal. In the case of joint holders, the signature of any one of them will suffice, but the names of all joint holders should be stated.
- (10) CREST members who wish to appoint a proxy or proxies through the CREST Electronic Proxy Appointment Service may do so for the EGM to be held at 11.00 a.m. (BST) on 19 September 2018 and any adjournment(s) thereof by following the procedures described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously-appointed proxy, which are to be transmitted through CREST, must be received by the Registrars (ID 7RA36) no later than 11.00 a.m. (BST) on 17 September 2018, or, if the EGM is adjourned, 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a Business Day).
- (11) 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 the Registrars. In the case of a Shareholder which is a company, the revocation notice must be executed in accordance with note 12 below. 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 and must be received by the Registrars not less than 48 hours (excluding any part of a day that is not a business day) before the time fixed for the holding of the EGM or any adjourned meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote. 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.
- (12) A corporation's form of proxy must be executed under either its common seal, if any, or under the hand of a duly authorised officer or attorney, in each case as required under the laws of its relevant jurisdiction.