

**ONE MEDIA iP GROUP Plc**  
**Company No. 05799897**  
**FORM OF PROXY**  
**ANNUAL GENERAL MEETING**

For use at the Annual General Meeting of the Company to be held at Panmure Gordon, One New Change, London EC4M 9AF on Thursday 16<sup>th</sup> May 2019 at 9.30 a.m.

**I/WE (names in full).....(please use block capitals)**

**of .....(address)**

Being (a) member(s) of the Company hereby appoint the Chairman of the meeting or (see note 1)

.....**(insert name of proxy)**

as my/our proxy to attend, speak and vote on my/our behalf, at the Annual General Meeting of the Company to be held on Thursday 16<sup>th</sup> May 2019 at 9.30 a.m and at any adjournment thereof, in respect of the resolutions referred to in the Notice of Meeting.

If you wish 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/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 below 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.

Nos	Resolutions (please refer to the Notice of Annual General Meeting for the full text of the resolution)	For	Against	Vote Withheld	Discretionary
<b>Ordinary Resolutions</b>					
1.	To receive and adopt the Company's annual accounts for the year ended 31 October 2018 together with the reports of the directors and auditors thereon ("the <b>Accounts</b> ").				
2.	To re-appoint Philip Miles as a Director who is to retire by rotation in accordance with article 87 of the Company's articles of association.				
3.	To re-appoint James Cowper Kreston of Reading Bridge House, George Street, Reading, Berkshire, RG1 8LS ("the <b>Auditors</b> ") as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which financial statements are laid before the Company and to authorise the directors to determine the Auditors' remuneration.				
4.	That the directors are authorised to allot relevant securities.				
<b>Special Resolutions</b>					
5.	That, conditional on the passing of resolution 4 (above), the directors may make an allotment of equity securities for cash or otherwise up to an aggregate nominal amount of £75,000.				
<b>Signature</b> ..... <b>Date</b> .....					

**Notes.**

1. If you wish to appoint a proxy other than the Chairman of the Meeting, please delete the words "the Chairman of the Meeting or" and substitute the name of some other person.
2. A proxy need not be a member of the Company.
3. If more than one proxy is to be appointed, each proxy may only be appointed to exercise rights attached to different shares. There must not be more than one proxy appointed to exercise rights attached to any one share. To appoint more than one proxy, a separate proxy form must be used in respect of each proxy and each proxy must specify how many shares the proxy has voting rights over. Failure to specify the number of shares each proxy appointment relates or specifying a number of shares in excess of the number of shares giving you an entitlement to vote will result in the proxy appointment being invalid.
4. Appointment of a proxy will not preclude you from attending and voting in person should you subsequently decide to do so.
5. 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. For this purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
6. In the case of a corporation, this proxy must be given under the Common Seal or be signed on its behalf by an officer or other duly authorised attorney or representative
7. To be effective this proxy must be completed and signed and must be delivered to the Company's registrars Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR not less than 48 hours before the time appointed for the Meeting or any adjournment thereof, together with any power of attorney or other authority (or a notorally certified copy thereof) under which it is signed.
8. Any alterations made to this form should be initialled.