

**ATTENDANCE CARD
RED24 PLC
(Incorporated in Scotland with registered number SC086069)
(the “Company”)
COURT MEETING**



Notes:

- (1) Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the Notice of Court Meeting which is set out in the circular relating to the Scheme. Before completing this form of proxy, please also read the part entitled “Action to be Taken” set out in the circular relating to the Scheme. Terms defined in the circular relating to the Scheme sent to shareholders on 26 October 2016 shall apply in this form of proxy unless the context otherwise requires.
- (2) Only holders of Scheme Shares at the Voting Record Time, or their duly appointed representatives, are entitled to attend, speak and vote at the Court Meeting. A Scheme Shareholder so entitled may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to different Scheme Shares), who need not be members or Scheme Shareholders to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. If you wish to appoint a proxy other than the chairman of the Court Meeting please insert their name in the space provided and delete the words “the chairman of the Court Meeting or”. You must indicate in the box provided the number of Scheme Shares in relation to which you authorise your proxy to act. Proxies may only be appointed using the procedures set out in this form of proxy.
- (3) Completing and returning this form of proxy will not prevent the Scheme Shareholder from attending, speaking and voting at the Court Meeting (or any adjournment of the Court Meeting) in person, should he subsequently decide to do so.
- (4) To be effective, this form of proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be returned to Capita Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, not less than 48 hours before the time appointed for the holding of the meeting (in other words by 10.00 a.m. on 19 November 2016) or adjourned meeting. If this form of proxy is not returned by that time it may be handed to the Registrars, on behalf of the chairman of the Court Meeting, before the start of the Court Meeting and still be valid.
- (5) A Scheme Shareholder which is a company (a corporation) and which wishes to be represented at the Court Meeting has the right to appoint in writing one or more corporate representatives to attend the Court Meeting and to vote in respect of different Scheme Shares. If more than one corporate representative is appointed, only one is to be counted in determining under section 899(1) of the Companies Act 2006, whether a majority in number of the Scheme Shareholders has approved the Scheme. A corporate representative has the same powers on behalf of the corporation he/she represents as that corporation could exercise if it were an individual Scheme Shareholder.

To be held at 10.00 a.m. on 21 November 2016 at the offices of Eversheds LLP, One Wood Street, London EC2V 7WS.

If you wish to attend the Court Meeting in your capacity as a Scheme Shareholder, please sign and bring this card with you when you come to the Court Meeting and on arrival hand it to the Registrars. This will facilitate entry to the Court Meeting. You are advised to arrive at least 15 minutes before the start of the meeting to allow time for registration.

Signature of person attending Barcode:

Investor Code:

**RED24 PLC
(Incorporated in Scotland with registered number SC086069) (the “Company”)
White form of proxy for the Court Meeting to be held at 10.00 a.m. on
21 November 2016**



Kindly Note: In addition to completing this WHITE form of proxy please also complete and return the YELLOW form of proxy attached.

Barcode:

Investor Code:

Please read the explanatory notes before completing this form of proxy.
For use by holders of Scheme Shares entitled to vote at the Court Meeting

I/We being a holder of Scheme Shares hereby appoint the Chairman of the Court Meeting or (see Note 2)

Event Code:

Name of proxy

Number of Scheme Shares proxy appointed over (see Notes 2 and 11):

to be my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the Court Meeting of the Company convened pursuant to an order of the Court under Part 26 of the Companies Act 2006 to be held at the offices of Eversheds LLP, One Wood Street, London EC2V 7WS at 10.00 a.m. on 21 November 2016 and at any adjournment thereof. I/We appoint my/our proxy to attend, speak and vote in the manner indicated below.

Please indicate here with an ‘X’ if this proxy appointment is one of multiple proxies being made (and refer to Note 10):

If you wish to vote for the Scheme, put an ‘X’ in the box marked “FOR”, or if you wish to vote against the Scheme, put an ‘X’ in the box marked “AGAINST”.

Resolution FOR the Scheme

To approve the scheme of arrangement between the Company and the holders of Scheme Shares

AGAINST the Scheme

Please return this form of proxy in the prepaid envelope provided to Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, not later than 10.00 a.m. on 19 November 2016. However, if this form of proxy is not returned in this way, it may be handed to the Registrars, on behalf of the chairman of the Court Meeting, before the start of the Court Meeting.

Signed

Dated

(see Note 7)

**ATTENDANCE CARD
RED24 PLC
(Incorporated in Scotland with registered number SC086069)
(the “Company”)
GENERAL MEETING**



Notes:

- (1) Full details of the Special Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting which is set out in the circular relating to the Scheme. Before completing this form of proxy, please also read the part entitled “Action to be Taken” set out in the circular relating to the Scheme. Terms defined in the circular relating to the Scheme sent to shareholders on 26 October 2016 shall apply in this form of proxy unless the context otherwise requires.
- (2) Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. A shareholder so entitled may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to different Ordinary Shares), who need not be shareholders to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. If you wish to appoint a proxy other than the chairman of the General Meeting please insert their name in the space provided and delete the words “the chairman of the General Meeting or”. You must indicate in the box provided the number of Ordinary Shares in relation to which you authorise your proxy to act. Proxies may only be appointed using the procedures set out in this form of proxy.
- (3) Completing and returning this form of proxy will not prevent a shareholder from attending, speaking and voting at the General Meeting (or any adjournment of the General Meeting) in person, should he subsequently decide to do so.
- (4) To be effective, this form of proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be returned to Capita Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, not less than 48 hours before the time appointed for the holding of the meeting (in other words by 10.15 a.m. on 19 November 2016) or adjourned meeting.
- (5) A shareholder which is a company (a corporation) and which wishes to be represented at the General Meeting has the right to appoint in writing one or more corporate representatives to attend the General Meeting and to vote in respect of different Ordinary Shares. A corporate representative has the same powers on behalf of the corporation he/she represents as that corporation could exercise if it were an individual shareholder.

To be held at 10.15 a.m. on 21 November 2016 at the offices of Eversheds LLP, One Wood Street, London EC2V 7WS.

If you wish to attend the General Meeting in your capacity as a shareholder, please sign and bring this card with you when you come to the General Meeting and on arrival hand it to the Registrars. This will facilitate entry to the General Meeting.

Signature of person attending Barcode:

Investor Code:

**RED24 PLC
(Incorporated in Scotland with registered number SC086069) (the “Company”)
Yellow form of proxy for the General Meeting to be held at 10.15 a.m. on
21 November 2016**



Kindly Note: In addition to completing this YELLOW form of proxy please also complete and return the WHITE form of proxy attached.

Barcode:

Investor Code:

Please read the explanatory notes before completing this form of proxy.

For use by shareholders of the Company entitled to vote at the General Meeting

I/We being (a) holder(s) of Ordinary Shares in the Company hereby appoint the chairman of the General Meeting or (see Note 2)

Event Code:

Name of proxy

Number of Ordinary Shares proxy appointed over (see Notes 2 and 12):

to be my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held at the offices of Eversheds LLP, One Wood Street, London EC2V 7WS at 10.15 a.m. on 21 November 2016 and at any adjournment thereof. I/We appoint my/our proxy to attend, speak and vote in the manner indicated below.

Please indicate here with an ‘X’ if this proxy appointment is one of multiple proxies being made (and refer to Note 11):

Please indicate your vote by marking an ‘X’ in the appropriate box.

SPECIAL RESOLUTION

To give effect to the Scheme, as set out in the Notice of General Meeting, including the amendments to the Articles of Association.

For	Against	Withheld
X	X	X

Please return this form of proxy in the prepaid envelope provided to Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, not later than 10.15 a.m. on 19 November 2016.

Signed

Dated

(see Note 7)

NOTES (continued)

- (6) The Company may require a corporate representative to produce to the Registrar his written authority to attend and vote at the General Meeting at any time before the start of the General Meeting.
- (7) In the case of a corporation this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. In the case of an individual, this form of proxy must be signed by the individual or his attorney.
- (8) In the case of shareholders who hold their Ordinary Shares jointly ("Joint Holders"), the vote of the senior Joint Holder, whether in person or by proxy, will be accepted to the exclusion of the votes of the other Joint Holders. For this purpose, seniority will be determined by the order in which the names of the Joint Holders are included in the Company's register of members in respect of the joint holding.
- (9) The 'Withheld' option on the form of proxy is provided to enable you to abstain on the resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes 'For' and 'Against' the Special Resolution.
- (10) Shareholders must be entered on the Company's register of members at 6.00 p.m. on 19 November 2016 in order to be entitled to attend and vote at the General Meeting. Such shareholders may only cast votes in respect of shares held at such time. If the General Meeting is adjourned, the time by which a person must be entered on the register of members in order to have the right to attend or vote at the adjourned General Meeting is 6.00 p.m. on the day which is two days immediately before the date fixed for the adjourned meeting. Changes to entries on the register of members after the relevant time will be disregarded in determining the rights of any person to attend or vote at the General Meeting.
- (11) If a shareholder wishes to appoint multiple proxies, they may: (a) photocopy this form of proxy, fill in each copy in respect of different Ordinary Shares and send the multiple forms together to: Capita Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, or alternatively (b) call Capita Asset Services on the number in paragraph (20) below who will then issue them with multiple proxy forms. In each case, please return all the forms together and place an 'X' in the box to indicate each form is one of multiple instructions being given.
- (12) Subject to the following principles where more than one proxy is appointed, and the form of proxy does not state the number of Ordinary Shares to which it applies (a "blank proxy") then that proxy is deemed to have been appointed in relation to the total number of Ordinary Shares registered in the name of the shareholder (the "member's entire holding"). In the event of a conflict between a blank proxy and a proxy which does state the number of Ordinary Shares to which it applies (a "specific proxy"), the specific proxy shall be counted first, regardless of the time it was sent or received (on the basis that as far as possible, the conflicting of forms proxy should be judged to be in respect of different shares) and remaining Ordinary Shares will be apportioned to the blank proxy (pro rata if there is more than one).
- (13) Where there is more than one proxy appointed and the total number of Ordinary Shares in respect of which proxies are appointed is no greater than the shareholder's entire holding, it is assumed that proxies are appointed in relation to different Ordinary Shares, rather than that conflicting appointments have been made in relation to the same Ordinary Shares.

- (14) If two or more valid but different instruments of proxy are received in respect of the same Ordinary Share for use at the General Meeting, the one which is last received (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that Ordinary Share and if the Company is unable to determine which was the last received, none of them shall be treated as valid in respect of that Ordinary Share.
- (15) If conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) the shareholder's entire holding, none of them shall be treated as valid.
- (16) Where the aggregate number of Ordinary Shares in respect of which proxies are appointed exceeds the shareholder's entire holding and it is not possible to determine the order in which they were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced pro rata (on the basis that as far as possible, conflicting forms of proxy should be judged to be in respect of different Ordinary Shares).
- (17) Where the application of paragraph (16) above gives rise to fractions of Ordinary Shares, such fractions will be rounded down.
- (18) If the shareholder appoints a proxy or proxies and then decides to attend the General Meeting in person and vote using their poll card, then their vote in person will override the proxy vote(s). If the shareholder's vote in person is in respect of their entire holding then all proxy votes will be disregarded. If, however, the shareholder's vote at the General Meeting is in respect of less than their entire holding and the shareholder indicates on their polling card that all proxies are to be disregarded, that shall be the case; but if the shareholder does not specifically revoke proxies, then the shareholder's vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the shareholder's entire holding.
- (19) In relation to paragraph (18) above, in the event that the shareholder does not specifically revoke proxies, it will not be possible for the Company to determine the shareholder's intentions in this regard. However, in light of the aim to include votes wherever and to the fullest extent possible, it will be assumed that earlier proxies should continue to apply to the fullest extent possible.
- (20) If a shareholder is in any doubt about completing this form of proxy please telephone Capita Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Acquisition nor give any financial, legal or tax advice.

NOTES (continued)

- (6) The Company may require a corporate representative to produce to the Registrar his written authority to attend and vote at the Court Meeting at any time before the start of the Court Meeting.
- (7) In the case of a corporation this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. In the case of an individual, this form of proxy must be signed by the individual or his attorney.
- (8) In the case of Scheme Shareholders who hold their Scheme Shares jointly ("Joint Holders"), the vote of the senior Joint Holder, whether in person or by proxy, will be accepted to the exclusion of the votes of the other Joint Holders. For this purpose, seniority will be determined by the order in which the names of the Joint Holders are included in the Company's register of members in respect of the joint holding.
- (9) By an order dated 25 October 2016 the Court has specified that shareholders must be entered on the Company's register of members at 6.00 p.m. on 19 November 2016 in order to be entitled to attend and vote at the Court Meeting. Such shareholders may only cast votes in respect of shares held at such time. If the Court Meeting is adjourned, the time by which a person must be entered on the register of members in order to have the right to attend or vote at the adjourned Court Meeting is 6.00 p.m. on the day which is two days immediately before the date fixed for the adjourned meeting. Changes to entries on the register of members after the relevant time will be disregarded in determining the rights of any person to attend or vote at the Court Meeting.
- (10) If a Scheme Shareholder wishes to appoint multiple proxies, they may: (a) photocopy this form of proxy, fill in each copy in respect of different Scheme Shares and send the multiple forms together to: Capita Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, or alternatively (b) call Capita Asset Services on the number in paragraph (19) below who will then issue them with multiple proxy forms. In each case, please return all the forms together and place an 'X' in the box to indicate each form is one of multiple instructions being given.
- (11) Subject to the following principles where more than one proxy is appointed, and the form of proxy does not state the number of Scheme Shares to which it applies (a "blank proxy") then that proxy is deemed to have been appointed in relation to the total number of Scheme Shares registered in the name of the Scheme Shareholder (the "member's entire holding"). In the event of a conflict between a blank proxy and a proxy which does state the number of Scheme Shares to which it applies (a "specific proxy"), the specific proxy shall be counted first, regardless of the time it was sent or received (on the basis that as far as possible, the conflicting forms of proxy should be judged to be in respect of different shares) and remaining Scheme Shares will be apportioned to the blank proxy (pro rata if there is more than one).
- (12) Where there is more than one proxy appointed and the total number of Scheme Shares in respect of which proxies are appointed is no greater than the Scheme Shareholder's entire holding, it is assumed that proxies are appointed in relation to different Scheme Shares, rather than that conflicting appointments have been made in relation to the same Scheme Shares.

- (13) If two or more valid but different instruments of proxy are received in respect of the same Scheme Share for use at the Court Meeting, the one which is last received (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that Scheme Share and if the Company is unable to determine which was the last received, none of them shall be treated as valid in respect of that Scheme Share.
- (14) If conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) the Scheme Shareholder's entire holding, none of them shall be treated as valid.
- (15) Where the aggregate number of Scheme Shares in respect of which proxies are appointed exceeds the Scheme Shareholder's entire holding and it is not possible to determine the order in which they were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced pro rata (on the basis that as far as possible, conflicting forms of proxy should be judged to be in respect of different Scheme Shares).
- (16) Where the application of paragraph (15) above gives rise to fractions of Scheme Shares, such fractions will be rounded down.
- (17) If the Scheme Shareholder appoints a proxy or proxies and then decides to attend the Court Meeting in person and vote using their poll card, then their vote in person will override the proxy vote(s). If the Scheme Shareholder's vote in person is in respect of their entire holding then all proxy votes will be disregarded. If, however, the Scheme Shareholder's vote at the Court Meeting is in respect of less than their entire holding and the Scheme Shareholder indicates on their polling card that all proxies are to be disregarded, that shall be the case; but if the Scheme Shareholder does not specifically revoke proxies, then the Scheme Shareholder's vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the Scheme Shareholder's entire holding.
- (18) In relation to paragraph (17) above, in the event that the Scheme Shareholder does not specifically revoke proxies, it will not be possible for the Company to determine the Scheme Shareholder's intentions in this regard. However, in light of the aim to include votes wherever and to the fullest extent possible, it will be assumed that earlier proxies should continue to apply to the fullest extent possible.
- (19) If a Scheme Shareholder is in any doubt about completing this form of proxy please telephone Capita Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Acquisition nor give any financial, legal or tax advice.