

PERIVAN**FINANCIAL**

Blackline levels

In order for us to receive correct information regarding blackline levels and avoid confusion, particularly when requesting retrospective cumulative blacklined proofs, it is important that you understand our procedures and are aware of the real time status of a proof at any one time. The table below shows the history and status of this transaction and its blackline levels.

Notes

1. Unless instructed otherwise, we will automatically produce a new level of blacklining and sequentially change the proof number at each stage.
2. If a proof is submitted and further corrections are then received on the same day, it is important that you clearly define your blacklining requirements whether you want us to add to the latest level or produce a new level.
3. It is not possible to make corrections to a proof with a new level of blacklining but keep the proof number the same.

Proof No.	Blackline level	Date
1	0	19.09.2014
2	1	22.09.2014
3	2	22.09.2014
4	3	22.09.2014

Proof No.	Blackline level	Date

Job No.	233660
Proof No.	3
Date	22.9.2014

Clean Proof

Please detach and bring this card with you if you attend the Court Meeting.

This will facilitate entry to the meeting.

Name(s) of Shareholder(s)

Address

For use at the general meeting (the “GM”) of Motivcom plc (the “Company”) to be held at the offices of Bird & Bird LLP, 15 Fetter Lane, London EC4A 1JP on 31 October 2014 at 11.30 a.m. (or, if later, as soon thereafter as the Court Meeting shall have been concluded or adjourned).

Form of Proxy – General Meeting (“GM”) to be held at 11.30 a.m. on 31 October 2014

Explanatory Notes:

1. As a holder of ordinary shares of 0.5 pence each in the capital of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the GM of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy (or appointment of proxies through CREST) 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. In the case of joint holders of ordinary shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding. The signature of any one joint holder will be sufficient.
4. 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, strike out the words “the Chairman of the GM or” and add the name of the proxy you wish to appoint and initial the alteration. If you sign and return this Form of Proxy 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.
5. 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, you may: (i) photocopy this Form of Proxy and complete a Form of Proxy for each proxy holder; or (ii) call Share Registrars on 01252 821 390 (from within the UK) or +44 1252 821 930 (from outside the UK) who will then issue you with multiple Forms of Proxy. The proxy holder’s name should be written on the Form of Proxy together with the number of shares in relation to which the proxy is authorised to act. The box on the Form of Proxy must also be ticked to indicate that the proxy instruction is one of multiple instructions being given.
6. To direct your proxy how to vote on the resolutions, mark the appropriate box with an ‘X’. To abstain from voting on a resolution, select the relevant ‘Vote Withheld’ box. A box 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 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.
7. To appoint a proxy using this form, the form must be completed and signed, sent or delivered to the Company’s Registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL, so as to arrive by 11.30 a.m. on 29 October 2014, or if the meeting is adjourned, at least 48 hours before the start of the adjourned meeting. Completion and return of the Form of Proxy will not preclude a member from attending and voting in person at the GM.
8. In the case of a member which is a company, this Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which this Form of Proxy is signed (or a duly certified copy of such power of authority) must be included with the Form of Proxy.
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. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes that may be cast thereat will be determined by reference to the register of members of the Company at 6.00 p.m. on the day which is two days prior to the date of the meeting. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
11. Any alteration of this Form of Proxy must be initialled.
12. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “Nominated Person”) may, under and agreement between him or her and the member by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the member to exercise the voting rights.
13. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service providers, who will be able to take the appropriate action on their behalf. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by Share Registrars (CREST ID number 7RA36) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. See the notes to the notice of meeting for further information on proxy appointment through CREST.

Poll Card

To be completed **only** at the General Meeting if a poll is called.

ORDINARY RESOLUTION

For Against Vote Withheld

1. THAT the sale by the Company of Zibrant Limited for the sum of £2,924,000 to Zebra 1234 Limited, being a company connected with Nigel Cooper, a director of the Company, and the terms of the agreement dated 12 September 2014 between (1) the Company; (2) Zebra 1234 Limited; and (3) Nigel Cooper, pursuant to which Zebra 1234 Limited shall purchase the entire issued share capital of Zibrant Limited, be approved for the purposes of Rule 16 of the City Code on Takeovers and Mergers.

Name(s) of Shareholder(s)

SPECIAL RESOLUTIONS

For Against Vote Withheld

2. THAT:
- (A) for the purpose of giving effect to the Scheme (as defined in the Notice convening the General Meeting):
- (i) the directors of the Company be authorised to take such action as they consider necessary or appropriate to effect the Scheme;
- (ii) the share capital of the Company be reduced by cancelling and extinguishing all the Scheme Shares (as defined in the Notice convening the General Meeting);
- (iii) forthwith and contingently upon the capital reduction referred to in (ii), the reserve arising in the books of account of the Company as a result of such cancellation be applied in paying up in full at par such number of new ordinary shares in the capital of the Company as is equal to the aggregate number of Scheme Shares cancelled; and
- (iv) the directors be authorised to allot the new ordinary shares in the capital of the Company for the purposes of sections 549 and 551 of the Companies Act 2006; and
- (B) the articles of association of the Company be amended by the adoption of a new articles, as more fully described in the Notice convening the General Meeting.
- (C) the sale by the Company of Zibrant Limited for the sum of £2,924,000 to Zebra 1234 Limited, being a company connected with Nigel Cooper, a director of the Company, be approved for the purposes of section 190 of the Companies Act 2006.

Address

For Against Vote Withheld

3. THAT:
- (A) the Company ratifies and confirms the entry in the audited accounts of the Company for the year ended 31 December 2013 whereby distributable profits of the Company were appropriated to the payment of 1.8 pence per ordinary share by way of interim dividend on 1 November 2013 (the "Interim Dividend") and the payment of the Interim Dividend.
- (B) any and all claims which the Company has or may have in respect of the payment of the Interim Dividend against its shareholders who appeared on the register of shareholders on the relevant record date for the Interim Dividend to be released.
- (C) any distribution involved in the giving of any such release in relation to the Interim Dividend be made out of the profits appropriated to the Interim Dividend as aforesaid by reference to a record date identical to the record date for the Interim Dividend.
- (D) any and all claims which the Company has or may have against its directors (whether past or present) arising in connection with the payment of the Interim Dividend be released.

Signature

Form of Proxy – General Meeting ("GM")

Please use a black pen. Mark with an X inside the box as shown in this example.

Before completing this form, please read carefully the Notice convening the GM set out on pages 70 to 73 (inclusive) of the circular dated 1 October 2014 which has been sent to Motivcom shareholders and explanatory notes set out below.

I/We being a shareholder(s) (see note 3) of Motivcom plc (the "Company") entitled to attend and vote at meetings of the Company hereby appoint the Chairman of the Court Meeting or

Number of Motivcom shares proxy is appointed over

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s). (see note 4)

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the GM of the Company to be held at the offices of Bird & Bird LLP, 15 Fetter Lane, London EC4A 1JP at 11.30 a.m. on 31 October 2014 (or, if later, as soon thereafter as the Court Meeting shall have been included or adjourned) and at every adjournment thereof for the purpose of considering and, if thought fit, passing the proposed resolution set out in the Notice convening the GM. I/We direct that my/our proxy votes on the resolution set out in the Notice convening the GM as indicated below (see note 6):

ORDINARY RESOLUTION

1. THAT the sale by the Company of Zibrant Limited for the sum of £2,924,000 to Zebra 1234 Limited, being a company connected with Nigel Cooper, a director of the Company, and the terms of the agreement dated 12 September 2014 between (1) the Company; (2) Zebra 1234 Limited; and (3) Nigel Cooper, pursuant to which Zebra 1234 Limited shall purchase the entire issued share capital of Zibrant Limited, be approved for the purposes of Rule 16 of the City Code on Takeovers and Mergers.

For Against Vote Withheld

Motivcom shares held in uncertificated form (i.e. in CREST) may be voted through the CREST electronic proxy voting service in accordance with the procedure set out in the CREST manual.

SPECIAL RESOLUTIONS

2. THAT:
- (A) for the purpose of giving effect to the Scheme (as defined in the Notice convening the General Meeting):
- (i) the directors of the Company be authorised to take such action as they consider necessary or appropriate to effect the Scheme;
- (ii) the share capital of the Company be reduced by cancelling and extinguishing all the Scheme Shares (as defined in the Notice convening the General Meeting);
- (iii) forthwith and contingently upon the capital reduction referred to in (2), the reserve arising in the books of account of the Company as a result of such cancellation be applied in paying up in full at par such number of new ordinary shares in the capital of the Company as is equal to the aggregate number of Scheme Shares cancelled; and
- (iv) the directors be authorised to allot the new ordinary shares in the capital of the Company for the purposes of sections 549 and 551 of the Companies Act 2006; and
- (B) the articles of association of the Company be amended by the adoption of a new article, as more fully described in the Notice convening the General Meeting.
- (C) the sale by the Company of Zibrant Limited for the sum of £2,924,000 to Zebra 1234 Limited, being a company connected with Nigel Cooper, a director of the Company, be approved for the purposes of section 190 of the Companies Act 2006.

For Against Vote Withheld

Motivcom shares held in uncertificated form (i.e. in CREST) may be voted through the CREST electronic proxy voting service in accordance with the procedure set out in the CREST manual.

3. THAT:
- (A) the Company ratifies and confirms the entry in the audited accounts of the Company for the year ended 31 December 2013 whereby distributable profits of the Company were appropriated to the payment of 1.8 pence per ordinary share by way of interim dividend on 1 November 2013 (the "Interim Dividend") and the payment of the Interim Dividend.
- (B) any and all claims which the Company has or may have in respect of the payment of the Interim Dividend against its shareholders who appeared on the register of shareholders on the relevant record date for the Interim Dividend to be released.
- (C) any distribution involved in the giving of any such release in relation to the Interim Dividend be made out of the profits appropriated to the Interim Dividend as aforesaid by reference to a record date identical to the record date for the Interim Dividend.
- (D) any and all claims which the Company has or may have against its directors (whether past or present) arising in connection with the payment of the Interim Dividend be released.

For Against Vote Withheld

Motivcom shares held in uncertificated form (i.e. in CREST) may be voted through the CREST electronic proxy voting service in accordance with the procedure set out in the CREST manual.

Please tick this box if you are appointing more than one proxy.

Please sign and return this Form of Proxy whether or not you plan to attend the GM.

Signature

Date

Name(s) of Shareholder(s)

If signing on behalf of a company, please enter the company name below in block letters and state your official capacity.

Company name:

Official capacity:

Address

(see note 9)

Please return by post or, during normal business hours, by hand, to Share Registrars ("Share Registrars"), Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL so as to arrive by 11.30 a.m. on 29 October 2014.

Notice of the GM and details of the business to be transacted are contained in the circular to Motivcom shareholders containing the Scheme.