

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	19.9.2014
2	1	22.9.2014
3	2	22.9.2014
4	3	22.9.2014

Proof No.	Blackline level	Date

Job No.	233661
Proof No.	4
Date	22.9.2014

Clean Proof

Motivcom plc

(Company No. 04665490)
IN THE HIGH COURT OF JUSTICE
No. [●]
CHANCERY DIVISION
COMPANIES COURT
IN THE MATTER OF
MOTIVCOM PLC
IN THE MATTER OF THE COMPANIES ACT 2006

Court Meeting Attendance Card

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 meeting (the "Court Meeting") of the Scheme Shareholders (as defined in the scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (the "Scheme") proposed to be made between Motivcom plc (the "Company") and Scheme Shareholders (as defined in the Scheme)) to be held at the offices of Bird & Bird LLP, 15 Fetter Lane, London EC4A 1JP on 31 October 2014 at 11.15 a.m.

Form of Proxy – Court Meeting to be held at 11.15 a.m. on 31 October 2014

Explanatory Notes:

- 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 Court Meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- 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.
- 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.
- 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 Court Meeting 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.
- 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 821 390 (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.
- Irrespective of the number of proxies that you appoint to vote on your behalf at the Court Meeting, for the purposes of determining the number of members present and voting on the resolution to approve the Scheme at the Court Meeting: (i) if all of the proxies appointed by you vote for the resolution to approve the Scheme, such votes shall be counted as if you had voted in favour of the Scheme; (ii) if all of the proxies appointed by you vote against the resolution to approve the Scheme, such votes shall be counted as if you had voted against the Scheme; and (iii) if one or more proxies vote for the resolution to approve the Scheme and one or more proxies vote against the resolution to approve the Scheme, the total votes of the proxies will be taken to be one vote for and one vote against the Scheme in the determination of the number of members who have voted on such resolution and the votes of the proxies for and against the resolution to approve the Scheme shall be taken into account in the determination of the 75 per cent in nominal value of the shares held by those present and voting in person or by proxy.
- If you wish your proxy to vote for the Scheme, insert your signature in the box marked "FOR the Scheme". If you wish your proxy to vote against the Scheme, insert your signature in the box marked "AGAINST the Scheme". Only insert your signature once. If you sign in both boxes, or you do not sign in either, then this Form of Proxy shall be invalid.
- 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 11.15 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 Court Meeting. Alternatively, it may be handed to Share Registrars or the Chairman of the Court Meeting at the start of the Court Meeting.
- 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.
- 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.
- Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the Court 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 Court 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 Court Meeting.
- Any alteration of this Form of Proxy must be initialled.
- 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 an 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.
- 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.
- As an alternative to appointing a proxy, any member which is a corporation may vote by a corporate representative in accordance with the Companies Act 2006.
- The Scheme will be subject to the subsequent section of the Court.

To be effective, all proxy appointments must be lodged at the office of the Company's registrars at:
Share Registrars Ltd, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL by 11.15 a.m. on 29 October 2014

Poll Card To be completed **only** at the Court Meeting if a poll is called.

FOR the said Scheme of Arrangement:

Signature

Name(s) of Shareholder(s)

AGAINST the said Scheme of Arrangement:

Signature

Address

Date this form in the box below:



Form of Proxy – Court Meeting

Please use a **black** pen.

Before completing this form, please read carefully the Notice convening the Court Meeting set out on pages 68 and 69 of the circular dated [1 October] 2014 which has been sent to 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

(see note 4)

Number of Scheme Shares proxy is appointed over

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

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Court Meeting of the Company to be held at the offices of Bird & Bird LLP, 15 Fetter Lane, London EC4A 1JP at 11.15 a.m. on 31 October 2014 and at every adjournment thereof for the purpose of considering and, if thought fit, approving, with or without modification, the Scheme referred to in the Notice convening the Court Meeting and at such Court Meeting to vote for me/us and in my/our name for the Scheme (either with or without modification, as my/our proxy may approve), or against the Scheme as indicated below (see note 7):

IMPORTANT: If you wish to vote for the Scheme, insert your signature in the box marked "FOR the Scheme". If you wish to vote against the Scheme, insert your signature in the box marked "AGAINST the Scheme". Only insert your signature once. If you sign both boxes, or if you do not sign in either, then this Form of Proxy shall be invalid.

Only insert your signature once

FOR the Scheme
Signature

AGAINST the Scheme
Signature

Name(s) of Shareholder(s)

Address

.FOLD.
HERE

.FOLD.
HERE

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.

Date

Please tick the box below if you are appointing more than one proxy

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:

(see note 9)

Please return by post or, during normal business hours, by hand, to Share Registrars Ltd ("Share Registrars"), Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL so as to arrive by 11.15 a.m. on 29 October 2014. Alternatively, this Form of Proxy may be handed to a representative of Share Registrars or the Chairman of the Court Meeting at the start of the Court Meeting.

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

