



1PM PLC General Meeting to be held on Friday 16 August 2013 at 10.15 a.m. or as soon thereafter as the Annual General Meeting convened for 10.00 a.m. on that day has concluded ("**the Meeting**")

FORM OF PROXY

I/We, the undersigned, being a member/members of 1pm PLC ("the Company"), appoint:

- the Chairman of the Meeting; or
-

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote on my/our behalf at the Meeting, and at any adjournment of it.

This proxy appointment is:

the sole appointment in respect of my/our shares

OR

one of multiple appointments in respect of my/our shares

This proxy appointment is in respect of:

all of my shares

OR

shares

Voting:

My/Our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote or abstain from voting as he/she thinks fit in relation to any matter which is properly put before the Meeting.

OR

I/We instruct my/our proxy to vote on a show of hands or on a poll in the manner shown below on each such resolution.

Please indicate your vote on the following resolutions by marking the appropriate boxes like this:

FOR AGAINST VOTE WITHHELD

Ordinary Resolution:

1. To consolidate each existing Ordinary Share into 0.006818 new Ordinary Shares of 10 pence each.

Special Resolutions:

2. To delete Article 81 of the articles of association.

3. To delete Article 86 of the articles of association.

Ordinary Resolution:

4. To give the Directors authority to allot shares in accordance with section 551 of the Companies Act 2006.

Special Resolution:

5. To empower the Directors to allot equity securities pursuant to section 570 of the Companies Act 2006 Act for cash as if section 561 of the Companies 2006 Act did not apply.

I am / We are planning to attend the Meeting

OR

I am / We are not planning to attend the Meeting

Name of member:

Signature:

Date:



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NOTES FOR COMPLETION OF THE FORM OF PROXY

1. If you will not be attending the Meeting, or may not do so, you can appoint another person (a 'proxy') to exercise all or any of your rights to attend, speak and vote at the Meeting on your behalf. Completing this Form of Proxy does not prevent you from attending and voting in person.
2. If you wish to appoint a person other than the Chairman as your proxy, please insert the full name of the proxy (in block capitals) in the space provided. A proxy need not be a member of the Company. If the proxy is being appointed in relation to part only of your full voting entitlement, please enter in the box provided the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a member, the full voting entitlement for that designated account).
3. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box provided if the proxy appointment is one of multiple appointments being made. If you wish to appoint more than one proxy, each proxy must be appointed on a separate Form of Proxy and please enter in the box provided the number of shares in respect of which the proxy is appointed. Additional Forms of Proxy may be obtained from the Company's Registrar, Neville Registrars Limited, New Issue Department, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA. Alternatively, you may photocopy the enclosed Form of Proxy the required number of times before completing it. All Forms of Proxy must be signed and returned together in the same envelope
4. Unless you give specific instructions, in the space provided how to vote on a particular resolution, your proxy may vote as he or she thinks fit on any resolution, motion to amend a resolution, motion to adjourn the Meeting, or any other resolution proposed at the Meeting. Should any other resolution be proposed at the Meeting, the proxy may vote as he or she thinks fit
5. The "vote withheld" option 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
6. To be valid, this proxy, together with any power of attorney under which it is signed or a duly certified copy thereof, should reach the office of the Company's Registrar, Neville Registrars Limited, New Issue Department, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA by 10.00 a.m. on Wednesday 14 August 2013
7. If the member is a corporation, the proxy should be given under the common seal or under the hand of an officer or attorney duly authorised in writing
8. In the case of joint holders, any joint holder may sign this Form of Proxy, but the vote of the person whose name appears first in the register of members in respect of the holding or his proxy will be accepted to the exclusion of the votes of other joint holders or their proxies
9. Any amendments to this Form of Proxy must be initialled
10. All enquiries concerning this Form of Proxy should be directed to the Company's Registrar, Neville Registrars Limited, New Issue Department, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA.