

**NOTICE OF AVAILABILITY**

The Notice of General Meeting and Circular to which this Proxy Form relates are available on the Company's website at [www.1pm.co.uk](http://www.1pm.co.uk)

**NOTES TO THE FORM OF PROXY**

- 1 Only those members registered on the Company's register of members at 6.00 p.m. on 5 June 2017 or, if this General Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the General Meeting.
- 2 If you wish to attend the General Meeting in person, you will need to bring with you a form of formal identification which includes your photograph, such as a passport or a picture driving licence.
- 3 These notes explain how to direct your proxy to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be completed and signed; sent or delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA in accordance with the instructions thereon and received by Neville Registrars no later than 1.00 p.m. on 5 June 2017. In the case of a member which is a company, the proxy form 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 the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 4 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- 5 You are referred to the notes to the Notice of General Meeting for further information.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

1pm plc

(Incorporated in England and Wales with Registered Number 05845866)

**FORM OF PROXY**

I/We \_\_\_\_\_ being (a) member(s) of the Company and entitled to vote at the General Meeting, hereby appoint

**(Please only complete if appointing someone other than the Chairman of the Meeting)**

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company, to be held on 7 June 2017 at The Francis Hotel, Queens Square, Bath, BA1 2HH at 1:00 p.m. and at any adjournment thereof.

**Resolutions (\*Special Resolutions)**

	FOR	AGAINST	WITHHELD
1* That the directors be and they are authorised to allot Relevant Securities in connection with the Placing and Open Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 That subject to and conditional upon Admission the directors be and they are generally and unconditionally authorised to exercise all powers of the Company to allot or grant Relevant Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3* That subject to and conditional upon Admission the directors be and they are empowered to allot equity securities of the Company wholly for cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 That the 1pm plc Long term Incentive Plan 2017 (the "Plan") be approved and adopted and the directors be authorised to do all things necessary or expedient to carry the plan into effect and to adopt equivalent plans as they consider appropriate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you are planning to attend the General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:   
Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

D

D

-

M

M

-

Y

Y



1pm plc

## Attendance Card

The General Meeting will start at 1:00 p.m. and is being held on 7 June 2017 at The Francis Hotel, Queens Square, Bath, BA1 2HH.

**If you plan to attend the General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.**

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the General Meeting.

>123-0  
Name  
Address 1  
Address 2  
Address 3  
Address 4  
Address 5  
Address 6

NEVILLE  
REGISTRARS



Business Reply Plus  
Licence Number  
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited  
Neville House  
18 Laurel Lane  
Halesowen  
B63 3DA