

Company Number: 05342662

CELLCAST PLC

(the Company)

GENERAL MEETING

1 FORM OF PROXY

NAME OF SHAREHOLDER:

ADDRESS OF SHAREHOLDER:

Before completing this form, please read the explanatory notes below.

I/We being a member of the Company appoint the Chairman of the General Meeting OR (see notes 1 and 2)

as my/our Proxy to attend and to vote for me/us and on my/our behalf at the General Meeting to be held at 11 a.m. on 6 September 2019 and at any adjournment of the General Meeting.

I/We direct my/our proxy to vote on the following resolution as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, 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 or she thinks fit in relation to any other matter which is put before the General Meeting.

ORDINARY RESOLUTION		For	Against	Withheld
1	THAT, in accordance with Section 190 of the Companies Act 2006 and Rule 15 of the AIM Rules for Companies, the sale by the Company of the entire issued share capital of Cellcast UK Limited to Com & Tel Media Limited in accordance with the share sale agreement dated 19 August 2019, as referred to in the circular to shareholders of the Company dated 20 August 2019, subject to any subsequent minor amendments that the Independent Directors consider necessary, be and is approved.			
SPECIAL RESOLUTION		For	Against	Withheld
2	THAT the name of the Company be changed to Vintana plc.			

Signature

Date

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NOTES:

- 1 You are entitled to appoint a proxy or proxies, who need not be a member of the Company or the chairman, to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. If you wish to appoint a person other than the chairman, please insert the name of your chosen proxy holder in the space provided. If no name is inserted in the space provided, the chairman of the meeting will be deemed to be your proxy. You must follow the appointment procedures set out in these notes.
- 2 A proxy need not be a member of the Company. If you do not have a proxy form and believe you should have one, or if you require additional forms, please contact Link Asset Services, The Registry, 34 Beckenham Road, Beckenham Kent, BR3 4TU.
- 3 To be valid, any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Link Asset Services, The Registry, 34 Beckenham Road, Beckenham Kent, BR3 4TU. no later than 11:00 a.m. on 04 September 2019 (or, in the event of an adjournment, no later than 11:00 a.m. on the date which is two days before the time of the adjourned meeting), together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.
- 4 A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a vote withheld in this way 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.
- 5 For the resolutions, please indicate with an "X" in the box provided how you wish your votes to be cast on each resolution. In the absence of instructions, the proxy may vote or abstain from voting as he/she thinks fit. Unless instructed otherwise, the proxy may also vote or abstain from voting as he/she thinks fit on any other business which may properly come before the meeting.
- 6 Completion and return of this proxy form will 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.
- 7 If you appoint a proxy to vote on your behalf at this general meeting, your voting rights will revert to you at the conclusion of the general meeting or any adjournment of it.
- 8 Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the meeting shall be entitled to attend and vote at the meeting. In calculating the period of 48 hours mentioned above no account shall be taken of any part of a day that is not a working day. Subsequent changes to entries on the register after this time shall be disregarded in determining the rights of any persons to attend or vote at the meeting.
- 9 If a member is a company, this proxy form must be executed under its common seal (or such form of execution as has the same effect) or executed on its behalf by a duly authorised officer of the company or an attorney for the company. A copy of the authorisation of such officer or attorney must be lodged with this proxy form.
- 10 In the case of joint holders, any one holder may sign the form of proxy but all the names of the joint holders should be stated on this proxy form. The vote of the most senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding (the first-named being the most senior).
- 11 If more than one valid proxy appointment is returned in respect of the same shares, the appointment received last by the Company's registrars before the latest time for the receipt of proxies (as set out in note 8) will take precedence.
- 12 For details of how to change proxy instructions or revoke your proxy appointment see the notes to the notice of meeting. Any alterations made to this form should be initialled.

If you have any queries about how to complete this form please contact Link Asset Services, The Registry, 34 Beckenham Road, Beckenham Kent, BR3 4TU.