

# Dillistone Group Plc

## Form of Proxy

Form of proxy for use at the Annual General Meeting of Dillistone Group Plc (the '**Company**') to be held at the offices of Voyager Software Limited at 12 Cedarwood, Crockford Lane, Chineham Park, Basingstoke, RG24 8WD on Thursday 18 June 2015 at 10.30 a.m. ('**AGM**' or '**Meeting**').

I/We.....  
of.....

being a member/members of the Company entitled to receive notice, attend and vote at general meetings of the Company, hereby appoint the Chairman of the Meeting (*Note 1*) ..... as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the AGM and at any adjournment thereof in relation to the resolutions specified in the Notice of Meeting dated 22 May 2015 (the '**Resolutions**') and any other business (including adjournments and amendments to the Resolutions) which may properly come before the Meeting or any adjournment thereof.

I/We direct my/our proxy to vote as follows in respect of the Resolutions (*Note 2*):

ORDINARY RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD (NOTE 2)
1. To receive the report and accounts for the year ended 31 December 2014 (ordinary resolution)			
2. To declare a final dividend of 2.7 pence per share (ordinary resolution)			
3. To re-elect Jason Starr as a Director (ordinary resolution)			
4. To re-elect Alex James as a Director (ordinary resolution)			
5. To re-appoint Grant Thornton as auditors (ordinary resolution)			
6. To authorise the Directors to fix the remuneration of the auditors (ordinary resolution)			
7. To authorise the Directors to allot relevant securities (ordinary resolution)			
<b>SPECIAL RESOLUTIONS</b>			
8. To enable the Directors to allot shares for cash without first offering them to existing shareholders (special resolution)			
9. To authorise the Company to purchase its own shares (special resolution)			

(*Note 3*)

Number of shares: .....

This proxy appointment is one of a multiple proxy appointment (*Note 4*)

Signed ..... Dated .....2015

**Notes:**

- (1) A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the AGM in order to represent you. A member wishing to appoint someone other than the Chairman of the Meeting as his or her proxy should insert that person's name in the space provided in substitution for the reference to '*the Chairman of the Meeting*' (and delete that reference) and initial the alteration.
- (2) Please indicate by inserting an 'X' in the appropriate box how you wish your vote to be cast on the Resolutions. If you mark the box 'vote withheld' it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. If you fail to select any of the given options, the proxy can vote as he or she chooses or can decide not to vote at all.
- (3) If the proxy is being appointed for less than your full entitlement, please indicate above your signature the number of shares in relation to which that person is 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 shareholder, the full voting entitlement for that designated account.
- (4) A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A separate form of proxy must be deposited for each proxy appointed. Further copies of this form may be obtained from the Company Secretary or you may photocopy this form. If you appoint multiple proxies, please indicate above your signature the number of shares in relation to which the person named on this form is authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned to the Company Secretary. Where multiple proxies are appointed, failure to specify the number of shares to which this proxy appointment relates or specifying a number which exceeds the number held by the member when totalled with the number specified on other proxy appointments by the same member, will render all the appointments invalid.
- (5) To be valid, this form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be received by post or (during normal business hours only) by hand at the registered office of the Company, Dillistone Group Plc, 50 Leman St, London, E1 8HQ to be received by no later than 10.30 a.m. on 16 June 2015.
- (6) The appointment of a proxy will not preclude a member from attending the Meeting and voting in person but if he or she does so this proxy appointment will terminate automatically.
- (7) An individual member or his attorney must sign this form. If the member is a company, this form of proxy must be executed under the common seal or signed on its behalf by an officer or attorney of the company.
- (8) In the case of joint holders, the proxy appointment of the most senior holder will be accepted to the exclusion of any appointments by the other joint holders. For this purpose, seniority is determined by the order in which the names are stated in the register of members of the Company in respect of the joint holding.
- (9) A member wishing to change his or her proxy instructions should submit a new proxy appointment using the methods set out, and by the time limit specified, in note 5. Any changes to proxy instructions received after that time will be disregarded. A member who requires another form should contact the Company Secretary. Subject to note 4, if a member submits more than one valid proxy appointment, the appointment received last before the time limit in note 5 will take precedence.
- (10) A member wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to the Company's registered office as set out in note 5. The revocation notice must be received by the Company by the time limit set out in note 5. Any revocation notice received after this time will not have effect.