

POLEMOS PLC

(the “Company”)

(Company Number: 04606754)

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

I/We*

of.....

being a member/members* of the Company appoint the Chairman of the Meeting or (**see Note 1.3**)

.....
as my/our* proxy to exercise all or any of my/our* rights to attend, speak and vote on my/our* behalf at the general meeting of the Company to be held at 10:00 a.m. on 27 February 2019 at the offices of WH Ireland Limited, 24 Martin Lane, London EC4R 0DR and at any adjournment of that meeting (the “Meeting”).

I/We* direct my/our* proxy to vote on the following resolutions 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. 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 Meeting.

ORDINARY RESOLUTIONS	FOR	AGAINST
1. A resolution to approve the waiver granted by the Panel on Takeovers and Mergers		
2. A resolution to approve the Digitalbox Publishing (Holdings) Limited acquisition		
3. A resolution to approve the Mashed Productions Limited acquisition		
4. A resolution to approve the consolidation of shares on a 1 to 2,500 basis		
5. A resolution to approve the sub-division of shares		
6. A resolution to appoint Sir Robin Miller as a director of the Company		
7. A resolution to appoint James Carter as a director of the Company		
8. A resolution to appoint James Douglas as a director of the Company		
9. A resolution to appoint Martin Higginson as a director of the Company		
10. A resolution to appoint David Joseph as a director of the Company		
11. A resolution to ensure that the directors of the Company have sufficient authority under s551 of the Companies Act to effect the placing and the MCV subscription and to issue the consideration shares, the adviser shares, the convertible loan note shares or any new ordinary shares on the exercise of the adviser warrants and DBPH warrants		
12. A resolution to provide the directors of the Company with authority to allot further shares of up to one third of the enlarged share capital of the Company (in addition to resolution 11)		
SPECIAL RESOLUTIONS		
13. A resolution to re-classify the existing Deferred Shares as A Deferred Shares		
14. A resolution to empower the directors of the Company, pursuant to s570 of the Companies Act, to allot new ordinary shares up to a maximum aggregate nominal amount of £890,627.91 on a non-pre-emptive basis to effect the placing and the MCV subscription and to issue the consideration shares, the adviser shares, the convertible loan note shares and any new ordinary shares on the exercise of the adviser warrants and DBPH warrants		
15. A resolution to empower the Directors of the Company, pursuant to s570 of the Companies Act, to allot new ordinary shares up to a maximum aggregate nominal amount of £135,377.59 (in addition to resolution 14)		
16. A resolution to approve the adoption of new articles of association		
17. A resolution to change the name of the Company to Digitalbox plc		

(*delete as applicable)

Signature

Dated.....

Name.....

EXPLANATORY NOTES

1. Appointment of proxies

- 1.1 As a member of the Company, you are entitled to appoint another person as your proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You can only appoint a proxy using the proxy form and the procedures set out in these notes.
- 1.2 Appointment of a proxy 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.
- 1.3 A proxy does not need to be a member of the Company but must attend the Meeting to represent you. To appoint a person other than the chairman of the Meeting as your proxy, delete the words “the Chairman of the Meeting or” and insert that person’s full name in the box. If you sign and return the proxy form with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy. If you appoint someone other than the chairman as your proxy, 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 at the Meeting, you will need to appoint someone other than the chairman and give your proxy the relevant instructions directly.
- 1.4 You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise the rights attached to any one share. To appoint more than one proxy please contact the Company’s registrars, Share Registrars Limited.

2. Signing and returning the proxy form

- 2.1 To appoint a proxy, you must complete and sign the proxy form and then:
 - 2.1.1 send it by post or deliver it to the Company’s registrars, Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; or
 - 2.1.2 email a scanned copy of it to voting@shareregistrars.uk.com (the “**Email Address**”) (please put “Polemos plc Proxy Form” as the subject of the email).
- 2.2 To be valid the proxy form must be received by Share Registrars Limited no later than 48 hours, excluding non-working days, before the time of the Meeting.

3. Queries and communication

- 3.1 If you have any queries regarding the appointment of a proxy you should contact Share Registrars Limited on 01252 821390.
- 3.2 You may not use any electronic address provided either:
 - 3.2.1 in the proxy form or these notes; or
 - 3.2.2 any related documents (including the notice of the Meeting);to communicate with the Company for any purposes other than those expressly stated.