

DIGITALBOX PLC

PROXY FOR USE AT ANNUAL GENERAL MEETING

Please insert full name (please use block letters) I/We

and address (please use block letters) Of

being Member(s) of **DIGITALBOX PLC** (the "**Company**") hereby appoint the chairman of the general meeting or (see notes 1 and 2)

(please use block letters)

as my/our proxy to attend and vote for me/us and on my/our behalf at the general meeting of the Company to be held at the offices of Integral 2 Limited, Jubilee House, 92 Lincoln Road Peterborough PE1 2SN on 20 May 2020 and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions in the manner specified below (see note 3)

	Resolutions	For	Against	Withheld
Ordinary Resolutions				
1	To receive and adopt the audited accounts of the Company for the period ended 31 December 201 together with the directors' report and the auditors' report thereon.			
2	To appoint Haysmacintyre LLP as independent auditors of the Company			
3	To authorise the Directors to agree the remuneration of the auditors of the Company.			
4	To resolve that the directors be generally and unconditionally authorised to allot shares			
Special Resolutions				
5	To resolve that the directors be given power to allot equity securities for cash otherwise than on a pre-emptive basis			
6	To cancel the A deferred shares of £0.0499 each in the capital of the Company in issue			
7	To cancel the B deferred shares of £0.01 each in the capital of the Company			
8	To reduce the share premium account			

Signature (See note 4)

Joint holders (if any) (see note 9)

Name Name

Name Name

NOTES:

1. If you wish to appoint someone other than the chairman as your proxy, please insert his/her name and address, and strike out and initial the words “the chairman of the general meeting or”. A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered on this form, the return of this form, duly signed, will authorise the chairman of the meeting to act as your proxy.

2. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please return a separate form in relation to each proxy, clearly indicating next to the name of each proxy the number and class of shares in respect of which he is appointed.

If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.

3. To direct your proxy how to vote on the resolutions, please mark the appropriate box next to each resolution with an “X”. If no voting instruction is given, your proxy will vote or abstain from voting as he sees fit in his absolute discretion in relation to each resolution and any other matter which is put before the Meeting.

4. In the case of:

4.1 an individual, this proxy form must be signed by the relevant Member appointing the proxy or a duly appointed attorney on behalf of such Member; and

4.2 a corporation, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or a duly appointed attorney for the company.

5. To appoint a proxy using this form, the form must be:

5.1 completed and signed;

5.2 sent or delivered by post to the Company's registrar Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by email at voting@shareregistrars.uk.com; and

5.3 received by the Company no later than 48 hours (excluding non-working days) before the time appointed for the Meeting, or adjourned meeting, at which it is to be used.

6. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
7. Any alteration to this proxy form must be initialled by the person in whose hand it is signed or executed.
8. If, after returning a duly completed proxy form, you wish to revoke your proxy appointment you must sign and date a notice clearly stating your intention to revoke that proxy appointment and deposit it at the registered office of the Company before the time appointed for the Meeting.
9. In the case of joint holders:
 - 9.1 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; and
 - 9.2 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 all other joint holders.
10. 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).
11. The right to vote at the meeting shall be determined by reference to the register of members of the Company. Only those persons whose names are entered on the register of members of the Company at close of business on 11 a.m. on 18 May 2020 shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.

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