

**NOTICE OF AVAILABILITY**

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at [www.imaginatik.com](http://www.imaginatik.com)

**NOTES TO THE FORM OF PROXY**

- 1 Entitlement to Attend and Vote- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended by 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 at 4:30 p.m. on Tuesday 5 September 2017; or if this meeting is adjourned, at 4:30 p.m. on the day 48 hours (not accounting for any part of day that is not a working day) prior to the adjourned meeting, shall be entitled to attend and vote at the meeting.
- 2 Appointment of proxies- As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form and the Articles. Your attention is drawn in particular to article 69 of the Articles.
- 3 A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 4 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
- 5 If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- 6 Appointment of proxy using hard copy proxy form- The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be: completed and signed and sent or delivered to the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA and received by Neville Registrars Limited no later than 4:30 p.m. on Tuesday 5 September 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.
- 7 Appointment of proxy by joint members- 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).
- 8 Changing proxy instructions- To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars Limited on 0121 585 1131.
- 9 Termination of proxy appointments- In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating that you revoke your proxy appointment to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA. In the case of a member which is a company, the revocation notice 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. Appointment of a proxy does not preclude you from attending the Meeting and voting in person.
- 10 Communication- Except as provided above, members who have general queries about the Annual General Meeting should contact Neville Registrars Limited on 0121 585 1131 (no other method of communication will be accepted).
- 11 Corporate Governance- Copies of the Directors' service agreements and engagement terms will be available for inspection during usual business hours on any weekday (Saturdays and Public Holidays excepted) at the registered office of the Company until the date of the Annual General Meeting and at the place of the meeting for a period of fifteen minutes prior to and until the termination of the meeting.

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.

**Imaginatik PLC**

(Incorporated and Registered in England and Wales under the Companies Act 1985 with Registered Number 3936915)

**FORM OF PROXY**

I/We \_\_\_\_\_ being (a) member(s) of the Company and entitled to vote at the Annual 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 Annual General Meeting of the Company, to be held on 7 September 2017 at the offices of the Company's solicitors, Marriott Harrison LLP, 11 Staple Inn, London, WC1V 7QH at 4:30 p.m. and at any adjournment thereof.

**Resolutions (\*Special Resolution)**

	FOR	AGAINST	WITHHELD
1 To receive and adopt the report and accounts of the Company for the period ended 31 March 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-appoint Grant Thornton UK LLP as auditors to hold office until the conclusion of the next annual general meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Shawn Karl Taylor as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 The directors be generally and unconditionally authorised to allot equity securities in accordance with section 551 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5* The directors be generally empowered to allot equity securities in accordance with section 560(1) of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you are planning to attend the Annual 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

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Imaginatik PLC

Attendance Card

The Annual General Meeting will start at 4:30 p.m. and is being held on 7 September 2017 at the offices of the Company's solicitors, Marriott Harrison LLP, 11 Staple Inn, London, WC1V 7QH.

**If you plan to attend the Annual 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 Annual General Meeting.

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Name  
Address 1  
Address 2  
Address 3  
Address 4  
Address 5  
Address 6

NEVILLE  
REGISTRARS



Business Reply Plus  
Licence Number  
RSTY-SAKX-RZSL



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