

# FORM OF PROXY

## INTANDEM FILMS PLC

For use at the Annual General Meeting to be convened for 11.30 a.m. on 9 April 2015.

I/We (name in full) .....(BLOCK CAPITALS)

of .....

being (a) member(s) of the above named company entitled to receive notice, attend speak and vote at general meetings of the Company, hereby appoint the Chairman of the Meeting or ..... (Note 1) 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 at the offices of FinnCap Limited, 60 New Broad Street, London EC2M 1JJ on 9 April 2015 at 11.30 a.m. and at any and every adjournment thereof in relation to the resolutions specified in the Notice of AGM dated 17 March 2015 (the "Resolutions") and any other business (including adjournments and amendments to the Resolution) which may properly come before the Annual General Meeting or any adjournment thereof and I/we direct my/our proxy to vote as indicated before (Note 2).

Please indicate with a cross in the box opposite if this proxy appointment is one of multiple appointments being made.

For the appointment of one or more proxy, please refer to explanatory Note 4 below.

Please indicate with a cross in each appropriate box how you wish your votes to be cast on each resolution. Unless so instructed, your proxy will vote or abstain at his/her discretion. This proxy will be used only in the event that a poll be directed or demanded.

ORDINARY BUSINESS	FOR	AGAINST	WITHHELD
<b>Resolution 1</b> To receive the report and accounts for the year ended 30 June 2014			
<b>Resolution 2</b> To re-appoint Shipleys LLP as auditors and authorise the directors to fix their remuneration			
<b>Resolution 3</b> To elect Mr Edward Guy Meyer as a Director			
<b>Resolution 4</b> To elect Mr Timothy Crowley as a Director			
<b>Resolution 5</b> To approve the subdivision of each Consolidation Shares into one New Ordinary Share and one Deferred Share			
<b>Resolution 6</b> To enable the directors to allot shares for cash without first offering them to existing shareholders pursuant to section 551 of the Act			
<b>SPECIAL BUSINESS</b>			
<b>Resolution 7</b> To dis-apply the statutory pre-emption provisions contained in section 570 of the Act			
<b>Resolution 8</b> To approve the consolidation of every 100 Ordinary Shares into one Consolidation Share			
<b>Resolution 9</b> To permit the Company to convey, send or supply notices, documents and information electronically			
<b>Resolution 10</b> To amend the Company's Articles of Association so that the Company change its name by an ordinary resolution of its Shareholders or by a majority decision of the Board			
<b>Resolution 11</b> To amend the Company's Articles of Association in order to create the Deferred Shares and the rights attaching thereto			

Number of shares (Note 3) .....

Signed ..... Date ..... day of ..... 2015

### Notes:

- 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 Meeting 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.
- Please indicate by inserting an "X" in the appropriate box how you wish your vote to be cast on each resolution. 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.
- If the proxy is being appointed for less than your full entitlement, please indicate above your signature the number and class 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 entitlement.
- 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's Registrars at the address set out in note 5 below or you may photocopy this form. If you appoint multiple proxies, please indicate above your signature the number and class 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's registrars at the address in note 5 below, together in the same envelope.
- To be valid, this proxy form, together with any original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should be sent or delivered by hand to the Company's registrar, Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL, or by facsimile transmission to 01252 719 232, or alternatively the completed proxy form can be scanned and emailed to proxies@shareregistrars.uk.com, by no later than 11.30 a.m. on 7 April 2015.
- 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.
- 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 (the first named being the most senior).
- 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's registrar at the address specified in Note 5 above. 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.
- A member wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to the Company's registrars to the address set out in Note 5. The revocation notice must be received by the Company's registrars by the time limit set out in Note 5. Any revocation notice received after this time will not have effect.
- CREST members who wish to appoint a proxy or proxies by utilising the proxy appointment service may do so for the Meeting (and any adjournment thereof) by following the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
- In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or to an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the Company's agent (7RA36) by the last time(s) for receipt of proxy appointments specified in Note 5. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.



Business Reply  
Licence Number  
RSKT-LXUZ-ZYKU



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