

LUDORUM PLC (the “Company”)

Annual General Meeting Proxy Form



Please use block capitals

I/We of

being (a) member(s) of the above Company hereby appoint the Chairman of the Meeting, or the following person*

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of the Company to be held at the offices of the Company at 2b River Court, 27 Brewhouse Lane, Putney Wharf, London SW15 2JX at 11.00 a.m. on 30 September 2013, and at any adjournment thereof.

Please indicate with an ‘X’ in the appropriate boxes below how you wish your vote(s) to be cast.

	<i>Ordinary Resolutions</i>	<i>For</i>	<i>Against</i>	<i>Vote withheld</i>
1.	To receive and adopt the Company’s annual accounts for the 15 month period ended 31 March 2013, together with the Directors’ report and the auditors’ report thereon.			
2.	To reappoint Robert Lawes as a Director.			
3.	To reappoint Richard Hall as a Director.			
4.	To reappoint PricewaterhouseCoopers LLP as auditors to the Company.			
5.	To authorise the Directors to determine the remuneration for the auditors.			
6.	To approve the Directors’ remuneration report for the 15 month period ended 31 March 2013.			
7.	To approve and to authorise the Directors to adopt the Ludorum plc Long Term Incentive Plan.			
8.	To authorise the Directors to allot relevant securities pursuant to Section 551 of the Companies Act 2006 (the “Act”).			
	<i>Special Resolution</i>			
9.	To authorise the Directors to allot equity securities in certain circumstances as if Section 561(1) of the Act did not apply.			

I/We would like my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form. Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting in respect of the resolutions specified and also on any other business (including amendments to resolutions) which may properly come before the meeting.

Dated Signed

If you are not attending the meeting in person, please complete this card, sign where indicated, and post it to the Company's Registrars, Computershare Investor Services PLC, in the enclosed prepaid envelope as soon as possible and in any event so as to be received by no later than 11.00 a.m. on 28 September 2013.

Notes

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote on their behalf at a general meeting of the Company. The proxy need not be a member of the Company.
2. * A proxy of a member's own choice may be appointed by inserting the name of the proxy in this proxy form in the space provided.
3. If the proxy is being appointed in relation to less than your full voting entitlement, please indicate next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If not indicated, your proxy will be deemed to be authorised in respect of your full voting entitlement.
4. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater House, Bristol BS99 6ZY, or you may photocopy this form. Please indicate next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
5. If the proxy form is returned without any indication as to how the proxy must vote on a particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes.
6. The "vote withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that any vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against a resolution.
7. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company 48 hours before the time of the meeting or the adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
8. To be effective, the proxy form and any authority under which it is executed (or a notarially certified copy of such authority) must be deposited with the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater House, Bristol BS99 6ZY.
9. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the meeting or any adjournment of the meeting.