

Notes

- a. A member of the Company is entitled to appoint a proxy to exercise all or any of his rights to attend, speak and vote at a general meeting of the Company. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attaching to different shares. A proxy need not be a member.
- b. To be effective, the instrument appointing a proxy and any authority under which it is signed (or a notarially certified copy of such authority) for the Annual General Meeting to be held at finnCap, 60 New Broad Street, London, EC2M 1JJ on Tuesday 17 May 2016 at 10.30am and any adjournment(s) thereof must be returned to the office of the Registrars by 10.30am on 15 May 2016. In each case the proxy appointments must be received by the Company's Registrars not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. A form of proxy is enclosed with this notice. The appointment of a proxy does not preclude a member from attending the meeting and voting in person, in which case any votes of the proxy will be superseded.
- c. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
- d. The 'Abstain' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
- e. Only those members entered on the register of members of the Company as at 6.00pm on 15 May 2016 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name 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 or vote at the meeting.
- f. Copies of the Executive Directors' service contracts and Non-Executive Directors' letters of appointment with the company will be available for inspection at the Registered Office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice to the date of the meeting and from 15 minutes prior to and until the close of the meeting.
- g. Copies of the New Articles of Association of the Company and a copy of the Current Articles of Association of the Company are available for inspection at Barn 1, Dunston Business Village, Stafford Road, Dunston, Stafford ST18 9AB during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the close of the meeting. If the New Articles are approved they will be available on the Company website after the close of the meeting.

FORM OF PROXY

For use at the 2016 annual general meeting of the Company to be held at finnCap, 60 New Broad Street, London, EC2M 1JJ on Tuesday 17 May 2016 at 10.30am.

I/We (full name in block capitals)
of (address)
being a member/member(s) of eg solutions plc hereby appoint the Chairman of the meeting
or*Number of shares.....

as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the Company to be held on 17 May 2016 and at any adjournment thereof. I/We direct my/our proxy to vote in respect of the resolutions set out in the notice of annual general meeting as follows:

Please tick here if you are appointing more than one proxy.

Please indicate with an X in the space below how you wish your proxy to vote on the resolutions set out in the notice convening the annual general meeting. If no indication is given, your proxy may vote or abstain from voting as he/she thinks fit

RESOLUTIONS		For	Against	Abstain
1.	To receive the annual report and accounts for the year ended 31 January 2016.			
2.	That the Directors' Remuneration for the year ended 31 January 2016 be approved.			
3.	That RSM UK Audit LLP be re-appointed as Auditors.			
4.	That the Directors be authorised to determine the Auditor's remuneration.			
5.	That Robert Joseph Krakauer who has been appointed since the last AGM be elected as a Director.			
6.	To authorise Directors to allot unissued shares.			
7.	To empower the Directors to allot equity securities for cash on a non pre-emptive basis.			
8.	To authorise the Company to make market purchases of its shares.			
9.	That, subject to approval by the Court, the share premium account of the Company be reduced by £7.852m and the amount by which the share premium account is so reduced be credited to a reserve. That with effect from the end of the Annual General Meeting the Articles of Association produced to the meeting and, for the purposes of identification, signed by the Chairman.			
10.	That revised Articles of Association of the Company, in the form produced to the meeting, be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Company's existing Articles of Association.			

Member's signature

Dated2016

* To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). 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. A proxy need not be a member of the Company.

Business Reply
Licence Number
MB122



Capita Registrars (Proxies)
PO Box 25
BECKENHAM
BR3 4BR