

Form of Proxy for use at the Annual General Meeting of Live Company Group plc (‘the Company’) to be held at 10.00 a.m. on 10 September 2018

NOTICE OF AVAILABILITY – VARIOUS DOCUMENTS. Important – please read carefully.

You can access the Notice of the 2018 AGM and the 2017 Annual Report and Accounts via the internet on www.livecompanygroup.com.

You may also submit your proxy electronically using the Share Portal service available on the website of the Registrars at www.signalshares.com; please follow the on-screen instructions provided. If you are not already registered for the Share Portal, you will need your Investor Code which can be found on your share certificate. Please note that the deadline for receiving proxies by Link Asset Services is at least 48 hours before the time of the AGM.

FORM OF PROXY

I/We, the undersigned, being (a) member/member(s) of Live Company Group PLC, hereby appoint the Chairman of the Meeting

or, Name of Proxy

Number of shares

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 10.00 a.m. on 10 September 2018 at the offices of Stockdale Securities, 100 Wood Street, London EC2V 7AN and at any adjournment thereof. I/We wish my/our proxy to vote as shown below in respect of the resolutions set out in the Notice of the Meeting.

Please indicate with an “X” in the space below how you wish your vote to be cast. In the absence of any specific direction, and on any other resolution or motion put to the Meeting, the proxy will, on a poll, vote or abstain as the proxy thinks fit. A vote to abstain will not be counted as either for or against a resolution.

	For	Abstain	Against	Discretion
RESOLUTIONS				
1. TO receive and adopt the Report and Accounts for the year ended 31 December 2017 and the reports of the directors and auditor therein (ordinary resolution).				
2. TO reappoint Kingston Smith LLP as auditor of the Company until the conclusion of the next Annual General Meeting at which accounts are laid before the members (ordinary resolution).				
3. TO authorise the directors to determine the remuneration of the auditors (ordinary resolution).				
4. TO reappoint John David Nikolas Ciclitira who retires by rotation in accordance with the Articles of Association as a director of the Company (ordinary resolution).				
5. TO authorise the directors in accordance with Section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, Ordinary Shares up to approximately 50 per cent. of the Company’s issued share capital (ordinary resolution).				
6. TO authorise, subject to the adoption of Resolution 5, the directors to allot equity securities as per section 560 of the Companies Act to a limit of approximately 25 per cent. of the Company’s issued share capital (special resolution).				

Signed..... Dated thisday of.....2018

Name

Address

Notes:

- To be valid, this Form of Proxy, duly completed, must be deposited with the Company’s Registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than two days before the time appointed for the Meeting.
- In the case of joint holders, only one signature is required.
- In the case of a corporation, this Form of Proxy must be executed under its common seal or signed on its behalf by an attorney or officer duly authorised.
- Any alteration made to this Form of Proxy must be initialled.
- Completion and return of a Form of Proxy will not preclude shareholders from attending and voting in person should they subsequently decide to do so.
- Any shareholder entitled to attend and vote at the above Meeting may appoint one or more proxies of his/her own choice to attend and, on a poll, to vote instead of him/her. A proxy need not be a shareholder of the Company. A member wishing to appoint someone other than the Chairman of the Meeting as his/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). A shareholder completing a Form of Proxy will not thereby be precluded from attending in person instead of by proxy. To appoint more than one proxy, a photocopy of this form may be used.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 10 September 2018 at 10.00 a.m. and any adjournment(s) thereof by using 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(s) should refer to their CREST sponsor or voting service provider(s), 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 specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company’s agent, Link Asset Services (CREST Participant ID: RA10), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company’s agent is 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(s) to procure that his CREST sponsor or voting service provider(s) take(s) 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. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(9)(a) of the Uncertificated Securities Regulations 2001 (as amended).

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