

ATTENDANCE CARD KCOM Group Public Limited Company General Meeting

A General Meeting of KCOM Group Public Limited Company (the **Company**) to be held at Kingston Suite, KCOM Stadium, Hull HU3 6HU on 5 June 2019 at 11.15 a.m. (London time).

Barcode

Investor Code::

Signature:

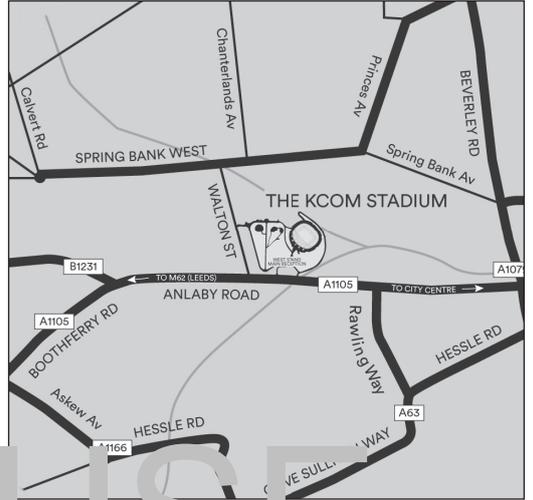
Attendance

If you wish to attend the General Meeting, please sign this card and bring it with you for production at the registration desk to authenticate your right to attend. You will receive a poll card at the General Meeting after registering at the registration desk. If you submit a Form of Proxy with voting instructions in advance of the General Meeting, but you choose to attend the General Meeting in person, you need not complete a poll card unless you wish to change your vote. It is intended that the General Meeting Resolution will be subject to a poll (rather than a show of hands) which means that a shareholder has one vote for every share held. The voting procedure will be explained at the General Meeting.

You are encouraged to complete and return the Form of Proxy that accompanies this attendance card even if you wish to attend the General Meeting. Doing so will not prevent you from attending, voting or speaking in person at such meeting, but will ensure that your vote is counted if you are unable to attend.

If you are unable to attend the General Meeting, you are entitled to appoint another person or persons as your proxy to exercise all or any of your rights to attend the meeting and to vote and speak on your behalf. You may register your proxy appointment(s) and voting instructions by returning the Form of Proxy that accompanies this attendance card. Please see the Notes on the reverse of this attendance card for further details.

You may submit your proxy electronically using the shareholder portal at www.kcom-shares.com. If you are not already registered for the shareholder portal, you will need your Investor Code above.



DO NOT USE

KCOM Group Public Limited Company General Meeting FORM OF PROXY

General Meeting of KCOM Group Public Limited Company at 11.15 a.m. on 5 June 2019 to be held at Kingston Suite, KCOM Stadium, Hull HU3 6HU.
Please complete this Form of Proxy in black ink and see Notes overleaf.

Barcode:

Investor Code:

Event Code:

I/We appoint the Chairman of the General Meeting or the following person to be my/our proxy to exercise all or any of my/our rights to attend and to speak to and vote on my/our behalf at the General Meeting of KCOM Group Public Limited Company to be held at 11.15 a.m. on 5 June 2019 and at any adjournment thereof. I/We appoint my/our proxy to attend, speak and vote on the General Meeting Resolution (in its original form or subject to any modification) in the manner indicated below. Unless otherwise instructed, the proxy may vote as he thinks fit in respect of any other business which may properly come before the General Meeting.

Name of Proxy:

Number of shares proxy appointed over:

Please leave this box blank if you selected the Chairman. Do not insert your name(s).

Please include here with an 'X' if this Form of Proxy is one of multiple instructions being given (see note 9 overleaf)

Please indicate your vote by marking the appropriate box like this:

Special Resolution
To give effect to the Scheme, as set out in the Notice of General Meeting, including the amendments to the Articles of Association of the Company. **FOR** **AGAINST** **WITHHELD**

Signature (see Notes 3 and 12 overleaf)

Date

This Form of Proxy, postage for which has been prepaid, must be signed and dated before it is posted to Link Asset Services (Link). Members who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic appointment services may do so by using the procedures described in the CREST manual. You may submit your proxy electronically using the shareholder portal at www.kcom-shares.com. If you are not already registered for the shareholder portal, you will need your Investor Code above.

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Notes to Form of Proxy

1. Full details of the General Meeting Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting which is set out in Appendix 7 of the Scheme Document relating to the Scheme. Before completing this Form of Proxy, please also read "Action to be taken" set out on pages 8 to 10 of the Scheme Document. Terms defined in the Scheme Document sent to KCOM shareholders on 9 May 2019 shall apply in this Form of Proxy unless the context otherwise requires.
2. Only KCOM Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. A KCOM Shareholder may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different share or shares), who need not be KCOM Shareholders, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this Form of Proxy has been issued in respect of a designated account for a KCOM Shareholder, the full voting entitlement for that designated account). The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies) please cross out either or both of the words 'speak' or 'vote' as you feel appropriate. Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the General Meeting Resolution. For any other business arising at the General Meeting (including any procedural motion or resolution not listed in the Notice of General Meeting) the proxy appointed pursuant to this Form of Proxy will vote at his sole discretion.
3. This Form of Proxy (i) in the case of an individual must either be signed by the appointor or his attorney or authenticated in accordance with the KCOM Articles; and (ii) in the case of a corporation must be either given under its common seal or be signed on its behalf by an attorney or authorised officer of the corporation or authenticated in accordance with the KCOM Articles. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notari ally or in some other way approved by the directors must (unless previously registered with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
4. The appointment of a proxy will not prevent a KCOM Shareholder from subsequently attending and voting at the General Meeting in person. If a KCOM Shareholder appoints a proxy or proxies and then decides to attend the General Meeting in person and vote on a poll using his poll card, then the vote in person will override the proxy votes). If the vote in person is in respect of the KCOM Shareholder's entire holding then all proxy votes will be disregarded. If, however, the KCOM Shareholder votes at the meeting in respect of less than the KCOM Shareholder's entire holding, and the KCOM Shareholder indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the KCOM Shareholder does not specifically revoke proxies then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the KCOM Shareholder's entire holding.
5. To be valid, the Form of Proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must either be (a) sent (or delivered by hand during normal business hours) to the Company's Registrars, Link Asset Services, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or (b) lodged using the CREST electronic proxy appointment services in accordance with the procedures set out in the CREST Manual or (c) be lodged using the shareholder portal at www.kcom-shares.com, in each case, so as to arrive no later than 11.15 a.m. (London time) on 3 June 2019 or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a Business Day) before the time fixed for the adjourned General Meeting. A stamp is not required if posted in Great Britain, the Channel Islands or Northern Ireland. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual is available by logging on to www.euroclear.com.
6. Please indicate with an 'X' in the boxes how you wish your votes to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the General Meeting Resolution and on any other business including amendments to that resolution and any procedural business, including any resolution to adjourn), which may come before the General Meeting.
7. The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on the General Meeting Resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes 'For' and 'Against' the General Meeting Resolution.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those KCOM Shareholders registered in the register of members of the Company as at 10.00 p.m. on 3 June 2019 or, if the General Meeting is adjourned, as at 10.00 p.m. on the day that is two days excluding any day that is not a Business Day) prior to the General Meeting, will be entitled to vote at the General Meeting in respect of the number of KCOM Shares registered in their name at that time. Changes to entries on the relevant register of members after 10.00 p.m. on 3 June 2019, of the General Meeting is adjourned, after 10.00 p.m. on the day that is two days (excluding any day that is not a Business Day) prior to the General Meeting, will be disregarded in determining the rights of any person to attend or vote at the General Meeting.
9. If you wish to appoint more than one proxy in respect of your shareholding, mark the box where indicated and photocopy the Form of Proxy or contact the Company's Registrars, Link, by telephone on 0800 029 4521. Charges for calls to Freephone numbers will vary by provider. Calls from outside the UK will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Calls may be recorded and randomly monitored for security and training purposes. Please note the helpline cannot provide advice on the merits of the Scheme nor give any financial, investment, legal or tax advice. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of KCOM Shares are sent to the Company's Registrars, Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
10. A KCOM Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that it does not do so in relation to the same shares.
11. Any alterations to this form of Proxy must be initialed by the person who signs it.
12. In the case of joint holders, any one holder may vote, if more than one holder is present at the meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names appear on the register.
13. You may not use any electronic address provided either in this Form of Proxy, in the Notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
14. You have any questions relating to the Form of Proxy, please call Link Asset Services on 0800 029 4521. Charges for calls to Freephone numbers will vary by provider. Calls from outside the UK will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Calls may be recorded and randomly monitored for security and training purposes. Please note the helpline cannot provide advice on the merits of the Scheme nor give any financial, investment, legal or tax advice.

DO NOT USE

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BECKENHAM
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