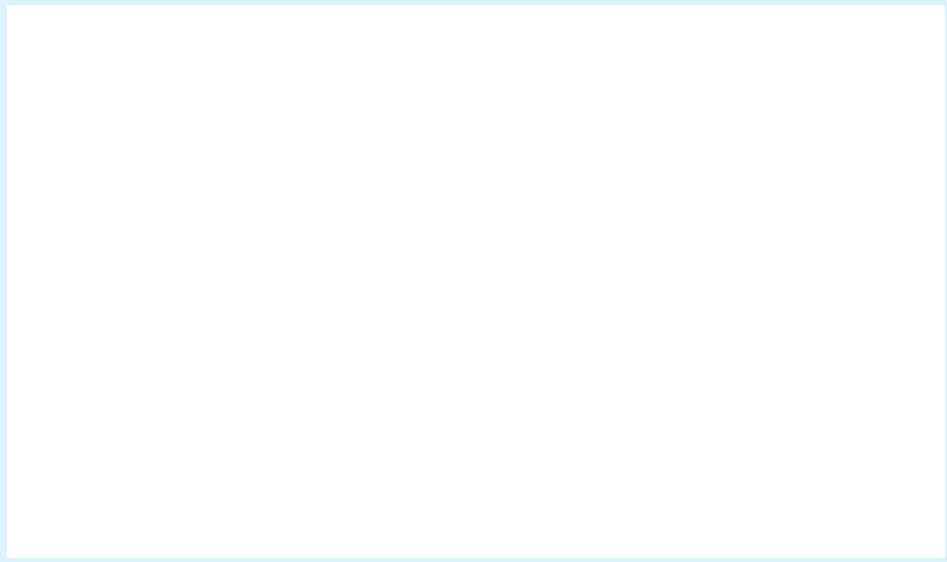


Attendance Card KCOM Group Public Limited Company Court Meeting

A Court Meeting of KCOM Group Public Limited Company (the **Company**) convened with the permission of the Court under Part 26 of the Companies Act 2006 to be held at Kingston Suite, KCOM Stadium, Hull HU3 6HU on 5 June 2019 at 11.00 a.m. (London time).



Barcode:

Investor Code:

Signature:

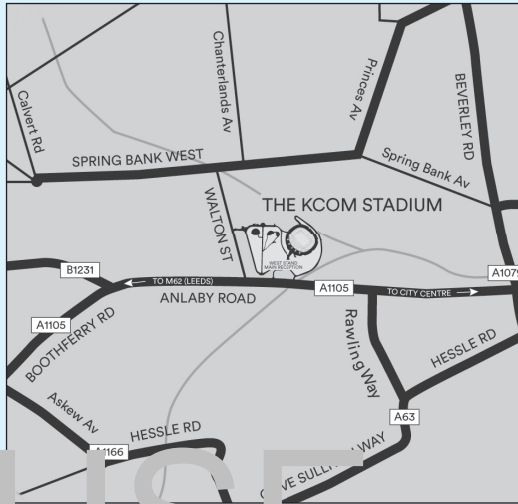
Attendance

If you wish to attend the Court 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 Court Meeting after registering at the registration desk. If you submit a Form of Proxy with voting instructions in advance of the Court Meeting, but you choose to attend the Court Meeting in person, you need not complete a poll card unless you wish to change your vote.

You are encouraged to complete and return the Form of Proxy that accompanies this attendance card even if you wish to attend the Court 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 Court 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 Court Meeting
FORM OF PROXY



Court Meeting
Please read the notice of the Court Meeting and explanatory notes set out in Appendix 6 in the document dated 9 May 2019 (the Scheme Document) before completing this form.

Barcode:

Investor Code:

Event Code:

I/We being a holder of KCOM Scheme Shares (as defined in the Scheme Document) entitled to attend, speak and vote at the Court Meeting of the Company to be held at Kingston Suite, KCOM Stadium, Hull HU3 6HU on 5 June 2019 at 11.00 a.m. (London time), hereby appoint the Chairman of the Court Meeting or the following person as my/our proxy to attend, speak and vote for me/us on my/our behalf in respect of the following number of KCOM Scheme Shares:

Name of Proxy:

Number of Scheme Shares:

at the Court Meeting, and any adjournment thereof, and to vote for me/us and in my/our name for the Scheme or against the Scheme (with or without any changes, as my/our proxy may approve) as 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 Court Meeting.

Note 1: If you do not wish to appoint the Chairman of the Court Meeting as your proxy, add in block capitals the name of your chosen proxy in the empty box above. Please leave the box empty if you wish to appoint the Chairman of the Court Meeting as your proxy.

Note 2: Please leave the box empty if you wish to appoint a proxy in relation to all of your KCOM Scheme Shares.

Tick box if this proxy appointment is one of multiple proxy appointments. For the appointment of more than one proxy, please refer to explanatory note 8.

IMPORTANT: If you wish to vote for the Scheme, sign your name in the box marked "FOR the Scheme". If you wish to vote against the Scheme, sign your name in the box marked "AGAINST the Scheme". Only insert your signature once. If you sign both boxes, or if you do not sign in either box, then this Form of Proxy will be invalid. Joint shareholders should refer to note 9 below.

<p>FOR the Scheme:</p> <div style="border: 1px solid black; height: 30px; margin-bottom: 5px;"></div> <p>Date: <input style="width: 80%;" type="text"/></p>	<p>AGAINST the Scheme:</p> <div style="border: 1px solid black; height: 30px; margin-bottom: 5px;"></div> <p>Date: <input style="width: 80%;" type="text"/></p>
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Please detach this portion of the Proxy Form before posting. Members who hold their shares in uncertificated form through CREST who wish to appoint a proxy or proxies through the CREST electronic appointment service 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.

If the Form of Proxy is not returned by the specified time, it may be handed to the Chairman of the Court Meeting or the Registrar at the Court Meeting before the start of the Court Meeting (please refer to explanatory note 5).



Notes to Form of Proxy

1. Full details of the Court Meeting, with explanatory notes, are set out in the Notice of Court Meeting which is set out in Appendix 6 of the Scheme Document. 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 shall apply in this Form of Proxy unless the context otherwise requires.
2. Only KCOM Scheme Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the Court Meeting. A KCOM Scheme 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 Scheme 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 Scheme 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 Scheme. For any other business arising at the Court Meeting (including any procedural motion or resolution not listed in the Notice of Court 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 Company's 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 a duly authorised officer of the corporation or authenticated in accordance with the Company's 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 notarially 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 Scheme Shareholder from subsequently attending and voting at the Court Meeting in person. If a KCOM Scheme Shareholder appoints a proxy or proxies and then decides to attend the Court Meeting in person and vote on a poll using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the KCOM Scheme Shareholder's entire holding then all proxy votes will be disregarded. If, however, the KCOM Scheme Shareholder votes at the meeting in respect of less than the KCOM Scheme Shareholder's entire holding, and the KCOM Scheme Shareholder indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the KCOM Scheme 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 Scheme 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 duly certified copy of any such power of 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 11.00 a.m. (London time) on 3 June 2019 or, if the Court Meeting is adjourned, 48 hours (excluding any part of a day that is not a Business Day) before the time fixed for the adjourned Court Meeting. If the Form of Proxy is not returned by the specified time, it may be handed to the Chairman of the Court Meeting or the Company's Registrars, Link, before the start of the Court 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. Please indicate how you wish to vote with a signature in either the box marked "FOR the Scheme" or the box marked "AGAINST the Scheme". 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 resolution and on any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn), which may come before the Court Meeting.
6. Only those KCOM Scheme Shareholders registered in the register of shareholders of the Company as at 10.00 p.m. on 3 June 2019 or, if the Court 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 Court Meeting, will be entitled to attend or vote at the Court Meeting in respect of the number of KCOM Scheme Shares registered in their name at that time. Changes to entries on the relevant register of shareholders after 10.00 pm. on 3 June 2019 or, if the Court 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 Court Meeting will be disregarded in determining the rights of any person to attend or vote at the Court Meeting.
7. 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 0600 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 Scheme Shares are sent to the Company's Registrars, Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
8. 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.
9. A KCOM Scheme Shareholder which is a corporation may authorise a person or persons as its representative(s) at the Court 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 KCOM Scheme Shareholder, provided that it does not do so in relation to the same shares.
10. Any alterations to this Form of Proxy must be initialled by the person who signs it.
11. You may not use any electronic address provided either in this Form of Proxy, in the Notice of Court Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
12. The Court has appointed Patrick De Smedt, or failing him, Graham Sutherland to act as Chairman of the Court Meeting and has directed the Chairman to report the result thereof to the Court.
13. If 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.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



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