

# FORM OF DIRECTION

THE KCOM GROUP PLC SHARE INCENTIVE PLAN ("MYSHARE")

Recommended Cash Acquisition of

KCOM GROUP PUBLIC LIMITED COMPANY

registered in England and Wales with company registration 02150618

by

MEIF 6 FIBRE LIMITED

registered in England and Wales with registration 12005063

a wholly-owned indirect subsidiary of Macquarie European Infrastructure Fund 6 SCSp (an investment fund managed by Macquarie Infrastructure and Real Assets (Europe) Limited)

to be implemented by means of a Scheme of Arrangement under Part 26 of the Companies Act 2006

*This Form of Direction accompanies the letter from York Buildings Society dated 18 June 2019 ("Letter"). Words and expressions defined in the Letter and the Scheme Document have the same meaning in this Form of Direction.*

*Use this Form of Direction if you want to indicate whether you wish the Trustee to vote in favour of the Scheme at the Court Meeting and vote in favour of the General Meeting Resolution at the General Meeting in relation to any shares (i.e. any partnership matching, free or dividend shares) held on your behalf under MyShare ("MyShare Shares").*

*If you do not wish to instruct the Trustee to vote in relation to the Scheme and the General Meeting Resolution, you do not need to fill in this Form of Direction.*

*Please note that even if you have completed and returned the form of direction that was enclosed with the 9 May Letter, if you wish to direct the Trustee to vote at the meetings of KCOM Shareholders in relation to the offer made by MEIF 6 Fibre, you will need to complete and return this Form of Direction by the deadline stated.*

**Box 1 – Voting in favour of the Scheme and the General Meeting Resolution**

I irrevocably instruct the Trustee to vote in favour of (i) the Scheme at the Court Meeting and (ii) the General Meeting Resolution at the General Meeting, in respect of the number of my MyShare Shares specified in the box below. I understand that my instruction is subject to the rules of MyShare, the Scheme Document and the Letter.

**MyShare Shares\* for which I want to vote in favour of the Scheme and the Resolution:**

**(Insert number of MyShare Shares or write "all")**

**Box 2 – Voting against the Scheme and the General Meeting Resolution**

I irrevocably instruct the Trustee to vote against (i) the Scheme at the Court Meeting and (ii) the Resolution at the General Meeting, in respect of the number of my MyShare Shares specified in the box below. I understand that my instruction is subject to the rules of MyShare, the Scheme Document and the Letter.

**MyShare Shares\* for which I want to vote against the Scheme and the Resolution:**

**(Insert number of MyShare Shares or write "all")**

**Box 3 – Signature**

Please complete all of the details below

MyShare Account Number (as shown on page 1 of the enclosed Letter)	
Your signature:	-----
Date:	----- 2019
Your name: <i>(please print)</i>	-----
Your address:	----- ----- -----
	Postcode:

Your contact telephone number:

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**Please return this form using the enclosed pre-paid envelope provided or to Yorkshire Building Society, YBS Share Plans, Yorkshire House, Yorkshire Drive, Rooley Lane, Bradford, England, BD5 8LJ to be received no later than 5 p.m. on 2 July 2019.**

*\* To the extent that additional MyShare Shares are awarded to you prior to the Scheme becoming effective, you will be deemed to have instructed the Trustee to vote in relation to such additional shares in the same manner as your existing MyShare Shares pursuant to this Form of Direction.*

Specimen