

**ROSSLYN DATA TECHNOLOGIES PLC**  
**Attendance Card for General Meeting**

Barcode:

Investor Code:

For use by holders of ordinary shares of £0.005 each in Rosslyn Data Technologies plc in respect of the General Meeting to be held at St. Giles, 154 Southampton Row, London WC1B 5JX on 12 May 2017 at 10:30 am and at any adjournment thereof.

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of person attending

**ROSSLYN DATA TECHNOLOGIES PLC**  
**Proxy Form for General Meeting**

Barcode:

I/We

of

being (a) Member(s) of Rosslyn Data Technologies plc, hereby appoint

in respect of  shares

**(Please insert full name(s) and address(es) in block letters - see Note 1 below)**

Please tick here if you are appointing more than one proxy (Note 1 overleaf)

or failing him the Chairman of the Meeting as my/our proxy to vote for me/ us on my/ our behalf at the General Meeting of the Company to be held on 12 May 2017 and at any adjournment thereof.

I/We direct the proxy to vote on the business of the Meeting as indicated below. If no specific direction as to voting is given, the proxy/proxies will, at his/her discretion, vote or abstain as he/she decides on any matter arising at the Meeting.

**ORDINARY RESOLUTIONS**

Please mark 'X' to indicate how you wish to vote

1. To authorise the Directors to allot shares and to grant rights to subscribe for or to convert any security into shares pursuant to Section 551 of the Companies Act 2006 as set out in the Notice of General Meeting.
2. To authorise the Directors to allot equity securities in respect of the grant and in satisfaction of the warrants, as set out in the Notice of General Meeting.

For	Against	Vote	Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**SPECIAL RESOLUTION**

3. To dis-apply pre-emption rights on the allotment of shares under Resolutions 1 and 2 pursuant to Section 570 of the Companies Act 2006, as set out in the Notice of General Meeting.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signature

Date

**Notes:**

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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 proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. 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.
3. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
4. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
5. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on 10 May 2017. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
8. The Form of Proxy must arrive at Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4ZF during usual business hours accompanied by any Power of attorney under which it is executed (if applicable) no later than 10:30 am on 10 May 2017.
9. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to **Freeport Capita PXS. Please note that delivery using this service can take up to 5 business days.**

Business Reply Plus  
Licence Number  
RLUB-TBUX-EGUC



PXS 1  
34 Beckenham Road  
BECKENHAM  
BR3 4ZF