

cloudBuy plc
FORM OF PROXY

I/We (name in full)of

(address).....

hereby appoint the Chairman of the Meeting or (delete as appropriate) as my/our proxy to attend, to speak and to vote in respect of the shares registered in my/our name(s) at the General Meeting of cloudBuy plc to be held at 10.00am on 27 December 2017 at the registered office of the company, 5 Jupiter House, Calleva Park, Aldermaston, Reading RG7 8NN and at any adjournment thereof.

Definitions used within this form of proxy have the same meaning as those in the Company’s circular to Shareholders dated 8 December 2017.

	Ordinary Resolutions	FOR	AGAINST	ABSTAIN OR VOTE WITHHELD
1	To grant the waiver of Rule 9 of the City Code in respect of the issue of the New CLS			
2	To authorise the Directors to allot equity securities in respect of the conversion of New CLS into Ordinary Shares			
	Special Resolutions	FOR	AGAINST	ABSTAIN
3	To disapply statutory pre-emption rights in respect of the allotment of equity securities upon conversion of New CLS into Ordinary Shares			

Please indicate with an “X” how you wish your vote to be cast. If you do not indicate how you wish your Proxy to use your vote on any particular matter the Proxy will exercise discretion as to how to vote or whether to abstain from voting.

Signature(s) or Common Seal:
.....

Dated:

Notes on completion:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space provided. If you sign and return this proxy form with no name inserted in the space, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to the Company Secretary, cloudBuy plc, 5 Jupiter House, Calleva Park, Aldermaston, Reading, RG7 8NN;
 - and received by the Company no later than 48 hours (excluding non-business days) prior to the Meeting.
7. In the case of a member which is a company, this proxy form must be executed under that company's common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form and received by the registrars no later than 48 hours (excluding non-business days) prior to the Meeting. .
9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, in order to be able to attend and vote at the meeting of the Company or any adjourned meeting, (and also for the purpose of calculating how many votes a person may cast) a person must have his/her name entered on the register of members of the Company by 6.00 p.m. on 21 December 2017 or if the meeting is adjourned 48 hours before the time of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at such meeting.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- 11..If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.