

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from, if you are in the United Kingdom, your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000 or, if you are not in the United Kingdom, an appropriately authorised independent financial adviser. If you have sold or transferred all your ordinary shares in Proxama plc, please pass this document and the accompanying proxy notice to the purchaser or transferee or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.



30 June 2017

Dear Shareholder,

2017 ANNUAL GENERAL MEETING

This year's annual general meeting of Proxama PLC (the "Company") will be held at the offices of Taylor Vinters, Tower 42, 33rd Floor, 25 Old Broad Street, London, EC2N 1HQ on Monday 24 July 2017 at 9.00 a.m.

The notice convening the meeting is set out on pages 4 to 5. An explanation of the business to be considered at the meeting, including information on the directors standing for re-appointment, is contained on pages 2 to 3.

The board recommends that shareholders vote in favour of all the resolutions being proposed at the annual general meeting, each of which they consider to be in the best interests of shareholders as a whole.

Please complete and return a proxy notice, in accordance with the relevant instructions, so as to be received as soon as possible and by no later than 9.00 a.m. on 22 July 2017. Further information on the various ways you can appoint a proxy is given in notes (2) to (10) of the Explanatory Notes to the notice of meeting on pages 6 to 8. The completion and return of a proxy notice will not preclude you from attending and voting at the meeting.

Yours sincerely,

Kelvin Harrison
Chairman

EXPLANATION OF THE BUSINESS TO BE CONSIDERED AT THE 2017 ANNUAL GENERAL MEETING

All resolutions will be proposed as ordinary resolutions, other than resolution 8 which will be proposed as a special resolution. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution. For a special resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Approval of the accounts

The Company is required by law to put the Company's annual report and accounts for the year ended 31 December 2016 before the meeting. Shareholders are invited to vote to receive and adopt the annual report and accounts for the year ended 31 December 2016, a copy of which is being despatched to shareholders with this Notice of AGM (the "Report and Accounts").

Resolution 2: Approval of directors' remuneration report

Although the Company is not required by law separately to approve the directors' remuneration report (which is contained in the Report and Accounts), the directors consider it best practice that such a resolution should be put to shareholders. Shareholders are therefore invited to vote to approve the directors' remuneration report contained in the Report and Accounts. Whilst the payment of remuneration to the directors is not dependent on the passing of the resolution, the board will take the vote into account when considering the future development and operation of the Company's remuneration policy and practice.

Resolution 3: Appointment and remuneration of auditor

The Company is required by law to appoint an auditor at the annual general meeting. Grant Thornton UK LLP has expressed its willingness to continue in office. Resolution 3 authorises the re-appointment of Grant Thornton UK LLP for the coming year and authorises the board to agree the auditor's remuneration.

Resolutions 4 to 6: Re-election of directors

Under the Company's articles of association, at least one third of directors are required to retire and stand for re-election at every Annual General Meeting and any director who was appointed during the previous year must retire and stand for re-appointment at the first Annual General Meeting following their appointment. The UK Corporate Governance Code applicable to fully listed companies recommends that all directors of publicly listed companies should stand for re-election on an annual basis. Whilst the UK Corporate Governance Code does not apply to the Company, your board believes in the principles of strong corporate governance. Accordingly, all of the directors of the Company will stand for re-appointment in order to increase the accountability of directors.

Resolution 4: Re-election of Kelvin Harrison as a director

Kelvin Harrison (aged 61) is currently Chairman of the Board. Kelvin has previously held Non-Executive Director positions with NetDespatch, TotalSoft and UBC Media. Kelvin is former Chairman of Maxima Holdings and former CEO of Symbionics Group. Kelvin is the Chairman of Traveltek, Atlas Cloud and Clixfix.

Resolution 5: Re-election of John Kennedy as a director

John Kennedy (aged 51) is currently the Chief Executive Officer of the Company. John previously spent 20 years at global insurance company Aviva where he gained operational experience and led a number of Finance, Sales and Marketing programmes. John also oversaw a number of mergers and acquisitions during his time at Aviva, including transactions with RAC, CGNU and London and Edinburgh. Following Aviva John spent two years as an Executive Director of IT software company, Validus, where he helped

to double the size of the company, commercialise the company's services and lead the company's successful buyout by private equity group, Lloyds Development Capital. John joined the Company after serving as Divisional Finance Director at RAC Motoring Service.

Resolution 6: Re-election of Shaun Gregory as a director

Shaun Gregory (aged 48) is a Non-Executive Director of the Company. He is presently also Chief Executive Officer of Exterion Media, a leading Out-of-Home advertising company, and a director of Doubleplay I Limited, Doubleplay II Limited and Doubleplay III Limited. Previously he was Managing Director of Advertising at Telefónica where he had been leading the transformation and growth of Telefónica's Advertising businesses globally, developing pioneering marketing solutions in the digital world. Prior to his role at Telefónica, Shaun held a number of executive roles at companies including Telegraph Media Group and EMAP, where he was Managing Director of National Brands. He has over 25 years' media experience, both in the UK and internationally, spanning all forms of media. He is an insightful and respected authority in the advertising field, and has served on a number of industry trade bodies.

Resolution 7: Authority to allot shares

Shareholders are again being asked to give the directors a general authority to allot shares in the company and to grant rights to subscribe for, or to convert any security into, shares in the Company. On this occasion: (a) it is for up to a maximum nominal amount of £80,311.0424 representing 803,110,424 ordinary shares (one-third of the company's ordinary share capital in issue at 29 June 2017 (the latest practicable date prior to the publication of this letter)); and (b) in addition but only in connection with a rights issue of equity securities, up to a further maximum nominal amount of £80,311.0424 representing 803,110,424 ordinary shares (one-third of the company's ordinary share capital in issue at 29 June 2017 (the latest practicable date prior to the publication of this letter)).

The authority will lapse at the conclusion of the annual general meeting of the Company to be held in 2018.

Resolution 8: Disapplication of shareholders' statutory pre-emption rights

Shareholders are again being asked to pass a resolution to empower the directors to allot equity securities, or sell treasury shares, for cash as if section 561(1) of the Companies Act 2006 (which gives shareholders certain pre-emption rights on the issue of shares or convertible securities) did not apply to any such allotment. The authority allows the issue or sale of ordinary shares on rights issues and other issues *pro rata* to existing entitlements and also allows issues or sales for cash limited to shares having an aggregate nominal amount of £24,093.3127 representing 240,933,127 ordinary shares (10.00% of the company's ordinary share capital in issue at 29 June 2017 (the latest practicable date prior to the publication of this letter)).

The authority will lapse at the conclusion of the annual general meeting of the Company to be held in 2018.

PROXAMA PLC

(Incorporated in England and Wales with registered number 06458458)

NOTICE OF 2017 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 Annual General Meeting of Proxama Plc (the “Company”) will be held at the offices of Taylor Vinters, Tower 42, 33rd Floor, 25 Old Broad Street, London, EC2N 1HQ on Monday 24 July 2017 at 9.00 a.m. to transact the following business, of which resolutions 1 to 7 (inclusive) will be proposed as ordinary resolutions and resolution 8 as a special resolution:

ORDINARY RESOLUTIONS

ORDINARY BUSINESS

1. To receive and adopt the financial statements and the report of the directors and auditors of the Company for the period ended 31 December 2016.
2. To approve the directors’ remuneration report for the financial year ended 31 December 2016.
3. To re-appoint Grant Thornton UK LLP as auditors of the Company and to authorise the directors of the Company to determine their remuneration.
4. To re-elect Kelvin Harrison as a director of the Company, who stands for re-election in accordance with the Company’s articles of association and best corporate governance practice adopted by the Company.
5. To re-elect John Kennedy as a director of the Company, who stands for re-election in accordance with best corporate governance practice adopted by the Company.
6. To re-elect Shaun Gregory as a director of the Company, who stands for re-election in accordance with best corporate governance practice adopted by the Company.

SPECIAL BUSINESS

7. That, the Directors be and they are hereby generally and unconditionally authorised in substitution for all previous powers granted to them (but without prejudice to the continuing power of the Directors to allot equity securities (as defined in section 560 of the Companies Act 2006 (the “Act”), (“Equity Securities”)) in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made) to exercise all of the powers of the Company to allot Equity Securities pursuant to section 551 of the Act, provided this authority shall be limited to:
 - a. the allotment of up to 803,110,424 Equity Securities with an aggregate nominal value of £80,311.0424;
 - b. the allotment of up to a further 803,110,424 Equity Securities with an aggregate nominal value of £80,311.0424, in connection with a rights issue (as defined in the Listing Rules issued by the Financial Conduct Authority pursuant to Part VI of the Financial Services and Markets Act 2000), to holders of equity securities, in proportion to their respective entitlements to such equity securities, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange,

provided always that the authorities conferred by this resolution shall expire at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company in general meeting) and provided further that the Company may before such expiry

make an offer or agreement which would or might require Equity Securities to be allotted after such expiry and the Directors may allot Equity Securities in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired.

SPECIAL RESOLUTION

8. That, subject to resolution 7 above being passed, the Directors be and they are hereby authorised and empowered pursuant to section 570 of the Companies Act 2006 (the “Act”) in substitution for all previous powers granted to them (but without prejudice to the continuing power of the Directors to allot equity securities (as defined in section 560 of the Act (the “Equity Securities”)) in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made) to allot Equity Securities for cash pursuant to the section 551(1) authority referred to in resolution 7 above, in each case as if section 561(1) of the Act did not apply to any such allotment, provided that such power is limited to:
- (a) the allotment of Equity Securities whether by way of rights issue, open offer or otherwise to holders of ordinary shares where the Equity Securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the law of, or the requirements of any regulatory body or any recognised stock exchange in any territory; and
 - (b) in connection with the allotment and issue of Equity Securities (other than pursuant to subparagraph (a) above) up to a maximum nominal amount of £24,093.3127 in aggregate,

provided always that the authorities conferred by this resolution shall expire at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company in general meeting) and provided further that the Company may before such expiry make an offer or agreement which would or might require Equity Securities to be allotted after such expiry and the Directors may allot Equity Securities in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired.

By order of the Board.

Cargil Management Services Limited

Secretary

30 June 2017

Registered office:
27/28 Eastcastle Street
London
W1W 8DH

EXPLANATORY NOTES

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
 - 9.00 a.m. on 22 July 2017; or,
 - if this Meeting is adjourned, at 9.00 a.m. on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. 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.

Appointment of proxy using hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent to Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6AH, or, during normal business hours only, by hand to Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS13 8AE; and
 - in each case received by Computershare Investor Services plc no later than 9.00 a.m. on 22 July 2017.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

6. 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).

Corporate representatives

7. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

8. In order to facilitate voting by corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that (i) if a corporate shareholder has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that shareholder at the Meeting who have been appointed in respect of different parts of the holding of that corporate shareholder then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) in respect of each different part of the shareholding as corporate representative in accordance with the directions he has received from such corporate representatives in relation to the respective parts of the shareholding in respect of which they are each appointed or (ii) if more than one corporate representative for the same corporate shareholder attends the Meeting but the corporate shareholder has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll in accordance with the directions he receives from the other corporate representatives in respect of the parts of the corporate shareholder's shareholding in respect of which such corporate representatives have each been appointed.

Changing proxy instructions

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6AH.

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.

Termination of proxy appointments

10. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6AH, or, during normal business hours only, by hand to Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS13 8AE. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Computershare Investor Services plc no later than 9.00 a.m. on 22 July 2017. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

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.

Issued Shares and total voting rights

11. As at 18:00 on 29 June 2017, the Company's issued share capital comprised 2,409,331,270 ordinary shares of 0.01 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 18:00 on 29 June 2017 was 2,409,331,270 ordinary shares.

Website giving information regarding the Meeting

12. Information regarding the Meeting, including the information required by section 311A of the Companies Act 2006, is available from <http://www.proxama.com/investors/>

Directors' transactions and service contracts

13. The following documents will be available for inspection on the Company's website www.proxama.com from 30 June 2017 until the time of the Meeting and at the Meeting venue itself for at least 15 minutes prior to the Meeting until the end of the Meeting:

- Copies of the service contracts of executive directors of the Company; and
- Copies of the letters of appointment of the non-executive directors of the Company.