

**NOTES TO THE FORM OF PROXY**

- Only those shareholders registered in the Company's register of members at 6.00 p.m. on 12 September 2016; or, if this meeting is adjourned, at 6.00 pm on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at <http://bilbyplc.com/>.
- If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint a proxy 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.
- A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. 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. To appoint more than one proxy, please contact the Company's registrar: Neville Registrars Limited (Neville Registrars), Neville House, 18 Laurel Lane, Halesowen, B63 3DA.
- Shareholders can: Appoint a proxy and give proxy instructions by returning the enclosed proxy form by post (see note 7); If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 8). 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 and vote in person, your proxy appointment will automatically be terminated.
- 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.
- 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 or delivered to Neville Registrars at Neville House, 18 Laurel Lane, Halesowen, B63 3DA; and received by Neville Registrars no later than 9:30 a.m. on 12 September 2016. In the case of a shareholder 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. If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Neville Registrars by email [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk) or by telephone on 0121 585 1131.
- Appointment of proxies through CREST - CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's agent (ID 7RA11) no later than 9:30 a.m. on 12 September 2016 or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member, or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- Changing proxy instructions - Shareholders may change proxy instructions by submitting 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 Neville Registrars by email [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk) or by telephone on 0121 585 1131. 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 - A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by either: Sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA. In the case of a shareholder 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. Sending an e-mail to [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk). In either case, the revocation notice must be received by Neville Registrars no later than 9:30 a.m. on 12 September 2016.
- Corporate representatives - A corporation which is a shareholder 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.
- Communication - Except as provided above, shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted); contact Neville Registrars by email [info@nevilleregistrars.co.uk](mailto:info@nevilleregistrars.co.uk) or by telephone on 0121 585 1131; or contact the Company Secretary in writing at the Company's registered office. You may not use any electronic address provided either: in this notice of annual general meeting; or any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

**Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.**

**Bilby Plc**

(A Company incorporated and registered in England and Wales with registered number 9095860)

**FORM OF PROXY**

I/We \_\_\_\_\_ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

**( Please only complete if appointing someone other than the Chairman of the Annual General Meeting )**

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 14 September 2016 at Hudson Sandler Limited, 29 Cloth Fair, London, EC1A 7NN at 9:30 a.m. and at any adjournment thereof.

**Resolutions (\*Special Resolution)**

	FOR	AGAINST	WITHHELD
1 To receive and adopt the Annual Report and Accounts of the company for the financial year ended 31 March 2016 together with the Directors Report and Auditors Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To declare a final dividend for the financial year ended 31 March 2016 of 2 pence per ordinary share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To reappoint Katie O Reilly as a director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To appoint RSM UK Audit LLP as auditors of the company to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 The directors be generally and unconditionally authorised to allot shares in accordance with section 551 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6* The directors be generally empowered to allot equity securities in accordance with section 561(1) of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you are planning to attend the Annual General Meeting please tick the following box :

Mark this box with an "X" if you are appointing more than one proxy :

Signed

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote :

Date:

D|D - M|M - Y|Y



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Bilby Plc

Attendance Card

The Annual General Meeting will start at 9:30 a.m. and is being held on 14 September 2016 at Hudson Sandler Limited, 29 Cloth Fair, London, EC1A 7NN.

**If you plan to attend the Annual General Meeting, please bring this card with you to ensure you gain admission as quickly as possible.**

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the Annual General Meeting.

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Name  
Address 1  
Address 2  
Address 3  
Address 4  
Address 5  
Address 6

NEVILLE  
REGISTRARS



Business Reply Plus  
Licence Number  
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited  
Neville House  
18 Laurel Lane  
Halesowen  
B63 3DA