

**Play Communications S.A.**

*Société anonyme*

Registered office: 4/6 rue du Fort Bourbon

L-1249 Luxembourg

R.C.S. Luxembourg: B 183 803

(the **Company**)

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**ATTENDANCE PROXY AND VOTING FORM**

**ANNUAL GENERAL MEETING (AGM) AND EXTRAORDINARY GENERAL MEETING (EGM)**

**OF SHAREHOLDERS OF THE COMPANY TO BE HELD ON JUNE 7<sup>TH</sup> 2018**

**(The General Meetings)**

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**Shareholder identification (Last name, first name, address, corporate designation, registered office):**

Please choose one of the three options below and tick the corresponding box, then date and sign below.

The undersigned \_\_\_\_\_

being the holder of \_\_\_\_\_ share(s) (ISIN code: LU1642887738) of the Company;

- 1) Wish to attend the General Meetings of shareholders to be held at Le Royal Hotels & Resorts, 12 Boulevard Royal, 2449 Luxembourg, Grand Duchy of Luxembourg, on June 7<sup>th</sup> 2018 at 9:30 am in person.
  
- 2) Will not attend the General Meetings. I hereby irrevocably give power to the chairman of the General Meetings (the **Chairman**) to vote in my name and on my behalf and as the Chairman deems fit on all resolutions on the entire agenda in addition to all amendments or new resolutions that would be validly presented to the General Meetings, unless a different proxy holder is named below:

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\*Indicate the last name, first name and address of the proxy holder that you appoint if you do not wish to grant proxy to the Chairman of the General Meetings.

3) Will not attend the General Meetings and hereby irrevocably give power with the following voting instructions to the Chairman (or anyone indicated in point 2 above) of the General Meetings:

	AGM Resolutions							EGM Resolution
<i>Resolutions</i>	1	2	3	4	5	6	7	8
For								
Against								
Abstention								

If amendments or new resolutions were to be validly presented, I hereby irrevocably give power to the Chairman (or anyone indicated in point 2 above) to vote in my name and as he deems fit, unless I express my willingness to abstain here below:

I abstain

Any blank form will be considered as an irrevocable proxy to the Chairman of the General Meetings, to vote in the name and on behalf of the shareholder and as he, the Chairman, deems fit. Any lack of choice that is clearly expressed on the voting instruction options provided above or any contradictory choice will be considered as a choice under option 2, with an irrevocable proxy to the Chairman of the General Meetings, to vote in the name and on behalf of the shareholder and as he, the Chairman, deems fit.

Made on \_\_\_\_\_, at \_\_\_\_\_

For individual person	For legal entity  Signed  By
Name and last name:  _____	Name: Title:  _____

## INSTRUCTIONS FOR COMPLETION FOR THE GENERAL MEETING

### IDENTIFICATION OF SHAREHOLDERS

**a.** The signatory is requested to accurately enter his/her surname (in block capital letters) and his/her first name.

In case of legal entities, the corporate denomination and registered office must be indicated as well as the name, first name, and authority of the signatory.

If the signatory is not a shareholder (for example: a receiver, guardian, etc.), he must mention his name, first name and the capacity in which he signs the form.

**b.** A shareholder can be represented by a proxy of his choice who does not need to be a shareholder.

**c.** By signing, I consent that the featured data are collected, processed and used for the purpose of the organization of the Meeting and the voting on the resolutions. The Company is the controller. The data may be transmitted to entities involved in the organisation of the General Meetings. I have a right of access to, and the right to rectify, the data that concerns me. Data may be stored for thirty years.

**d.** Capitalized terms used herein and not otherwise defined shall have the meaning as defined in the convening notice including the proposed resolutions.

This attendance proxy and voting form is governed by, and shall be construed in accordance with Luxembourg laws. Luxembourg courts have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this attendance and proxy form.

### ATTENDANCE TO THE GENERAL MEETINGS

The right to participate in the General Meetings is determined on the basis of share ownership on the fourteenth day prior to the General Meetings, namely on May 24<sup>th</sup> 2018 at midnight (Luxembourg time) (hereinafter the **Record Date**). All shareholders holding shares on the Record Date have the right to attend the General Meetings regardless of the number of shares held.

To facilitate the shareholder's admission to the General Meetings, each shareholder must proceed with the following formalities:

- **In case of holders whose ownership is directly recorded in the Company's shareholders' register:** shareholders who wish to participate at the General Meeting in person, by proxy or by voting in writing are invited to announce their intention to participate at the General Meeting by returning to the registered office of the Company the duly completed, dated and signed attendance proxy

and voting form (attached to the convening notice) to arrive no later than on May 24<sup>th</sup> 2018 at midnight (Luxembourg time).

- **In case of holders whose ownership is indirectly recorded through a securities settlement system:** shareholders who wish to participate at the General Meeting in person, by proxy or by voting in writing are invited to announce their intention to participate at the General Meeting by returning to the registered office of the Company two documents: (i) a duly completed, dated and signed attendance proxy and voting form (to be downloaded from the Company's website ([www.playcommunications.com](http://www.playcommunications.com)) or to be obtained directly from the registered office of the Company upon request addressed to the registered office of the Company or by email to [AGM@playcommunications.com](mailto:AGM@playcommunications.com) to arrive no later than on May 24<sup>th</sup> 2018 at midnight (Luxembourg time); as well as (ii) a certificate of proof of ownership obtained from their custodian (as indicated in the section below "*Form of Attendance of Shareholders*") stating status of ownership on the Record Date which shall arrive no later than on June 4<sup>th</sup> 2018 at midnight (Luxembourg time).

The Company will record for each shareholder, who has returned the completed, dated and signed attendance proxy and voting form, his name or corporate denomination, address or registered office, number of shares held on the Record Date and description of all the documents attesting the ownership of shares on the Record Date.

**Please note that only the shareholders owning shares of the Company on the Record Date (either directly or through a securities settlement system, which ownership has been validly established) and having announced their intention to attend the General Meetings as described here above will be entitled to participate in the General Meetings.**

**The shareholders who are unable to attend the General Meeting in person:**

A shareholder unable to attend the General Meeting in person may give voting instructions to the Chairman of the General Meeting or to any other person of his choice or may submit their votes in writing as follows:

- **In case of holders whose ownership is directly recorded in the Company's shareholders' register:** the shareholder must send a completed, signed and dated attendance proxy and voting form (attached to the convening notice) to the registered office of the Company, indicating that he/she/it is appointing a proxy or submitting his/her/its vote in writing, as the case may be, so that it is received by the Company on May 24<sup>th</sup> 2018 at midnight (Luxembourg time) at the latest.
- **In case of holders whose ownership is indirectly recorded through a securities settlement system:** each shareholder must contact the custodian of his/her/its shares, indicating that he/she/it wishes to give voting instructions for the General Meetings and request a certificate of

proof of ownership proving his shareholder status at the Record Date. The certificate of proof of ownership must arrive no later than June 4<sup>th</sup> 2018 at the registered office of the Company.

In addition, a completed, signed and dated attendance proxy and voting form must be sent to the registered office of the Company, so that it is received by the Company on May 24<sup>th</sup> 2018 at midnight (Luxembourg time) at the latest. The attendance proxy and voting form will indicate whether the shareholder is appointing a proxy or submitting his vote in writing. The attendance proxy and voting form may be downloaded from the Company's website ([www.playcommunications.com](http://www.playcommunications.com)) or obtained directly from the registered office of the Company upon request addressed to the registered office of the Company or by email sent to [AGM@playcommunications.com](mailto:AGM@playcommunications.com).