

Form of Proxy Annual General Meeting

To be held on Tuesday 27 July 2010 at 12.00 noon

(I)/(We)

Of

being a member of Media Square plc (the "Company"), appoint the Chairman of the Meeting, or (see Note 1)

as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 27 July 2010 at 12.00 noon and at every adjournment of it. In the event of a poll, I/we desire my/our votes to be cast as indicated with an X in the space provided.

DIRECTORS RECOMMENDATION

RESOLUTIONS (each "Ordinary" unless otherwise stated) FOR AGAINST WITHHELD DISCRETIONARY

RESOLUTIONS (each "Ordinary" unless otherwise stated)	FOR	AGAINST	WITHHELD	DISCRETIONARY
1. To receive and adopt the Company's financial statements for the year ended 28 February 2010 and the Directors' report thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Roger Parry as a Director in accordance with the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Peter Reid as a Director in accordance with the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Neil Canetty-Clarke as a Director in accordance with the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Tim Lindsay as a Director in accordance with the Company's Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint Grant Thornton UK LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To authorise the Directors pursuant to section 551 of the Companies Act 2006 to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Special resolution to authorise the Directors to grant warrants to Lloyd Banking Group plc (or its nominees or permitted assignees) and disapply statutory pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Special resolution to amend Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature: _____

Date: _____

NOTES

Notes to the proxy form

- 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 the annual general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes and the notes to the notice of meeting.
- 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.
- 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, 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.
- 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, you should contact Neville Registrars Limited as provided below.
- To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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 you either select the "Discretionary" option or 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.
- To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to Neville Registrars at 18 Laurel Lane, Halesowen, West Midlands, B63 3DA; and
 - received by Neville Registrars no later than 48 hours before the date fixed for the meeting.
- In the case of a member which is a company, this 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 this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 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).
- 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.
- For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
- You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

First Fold

Third Fold (Tuck in)

BUSINESS REPLY SERVICE
LICENSE BM3865

1



Neville Registrars
Neville House
18 Laurel Lane
Halesowen
West Midlands
B63 3BR

Second Fold