

**MINDS + MACHINES GROUP LIMITED**

*(Incorporated and registered in the British Virgin Islands with registered number 1412814)*

**Form of Instruction**

**To be effective, all forms of instruction must be lodged at the office of the Depository at: Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by 16 December 2016 at 4.00 p.m.**

I/We hereby instruct the Custodian "Computershare Company Nominees Limited" to vote on my/our behalf at the Annual General Meeting of the Minds+Machines Group Limited (the "Company") to be held at 201 Temple Chambers, 3 – 7 Temple Avenue, London, EC4Y 0DT, on 21 December 2016 at 4.00 p.m. and at any adjournment thereof.

RESOLUTION	FOR	AGAINST	VOTE WITHHELD
1.THAT the Financial Report in respect of the Company and its entities for the period ended 31 December 2015, together with the Directors' Report in relation to that financial period and the Auditor's Report in respect of the Financial Report be approved.			

Please indicate with an "X" in the appropriate box opposite the resolution how you wish your votes to be cast.

In the case of joint holders, only one holder need sign. In the case of a corporation, the Form of Instruction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

Signature 1: .....

Signature 2 or Company Seal: .....

Name of Depository Interest Holder: (PRINT IN CAPITALS) .....

**Explanatory Notes:**

1. Please indicate, by placing "X" in the appropriate space above, how you wish your votes to be cast in respect of the Resolution. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.

2. The 'Vote Withheld' option is provided to enable you to abstain on the Resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' the Resolution.
3. Any alterations made to this form should be initialled.
4. The completion and return of this form will not preclude a holder from attending the meeting and voting in person. Should the holder, or a representative of that holder wish to attend the meeting and/or vote at the meeting, they must notify the Depository in writing or email to [LUKALLDITeam2@computershare.co.uk](mailto:LUKALLDITeam2@computershare.co.uk)
5. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Depository Interest Register at close of business on the day which is three days before the day of the meeting. Changes to entries on the Depository Interest Register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.