

# Snoozebox Holdings plc (Incorporated in England and Wales, registered number 8013887)

## Form of Proxy

I/We being a member of the Company, hereby appoint the Chairman of the meeting or (see note 1 below)

Name of proxy	Number of shares proxy appointed over

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 10.00am on Wednesday 27 July 2016 and at any adjournment thereof. If you wish to appoint multiple proxies please see note 1 below. Please also tick here [ ] if you are appointing more than one proxy. I have indicated with a 'X' how I/we wish my/our votes to be cast on the following resolutions:

Ordinary Resolutions	For	Against	Withheld
1.To receive the Company's financial statements and the report of the directors and auditor			
2.To re-appoint Chris Errington as a director			
3.To re-appoint Hugh Scrimgeour as a director			
4.To re-appoint BDO LLP as auditor of the Company			
5.To authorise the directors to fix the auditors' remuneration			
6.To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006 (the "Act")			
<b>Special Resolution</b>			
7.To dis-apply pre-emption rights pursuant to section 570 of the Act			

### Member details and execution:

Name of Member(s): ..... (Block capitals)

Address of Member(s): ..... (Block capitals)

Signature(s)/Common Seal: ..... Date: .....

### Explanatory Notes:

A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.

To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and where additional copies are photocopied or printed these should be returned together with the original, if used, in an envelope. You may return the proxy form to the Registrar in an envelope addressed to FREEPOST CAPITA PXS.

In the case of a corporation, the form of proxy must be executed under its common seal or under the hand of an officer or attorney authorised in writing.

In the case of joint holders, the signatures of any one holder will be sufficient, but names of all joint holders must be stated. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names show in the register of members in respect of the joint holding.

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

The 'Vote Withheld' option is provided to enable you to abstain on any particular 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' a resolution.

The right of a member of the Company to vote at the meeting will be determined by reference to the register of members. A member must be registered on that register as the holder of ordinary shares by close of business on 25 July 2016 in order to be entitled to attend and vote at the meeting as a member in respect of those shares. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual as further explained in the Notice.

The Form of Proxy over must arrive at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any Power of Attorney under which it is executed (if applicable) no later than 10am on 25 July 2016. A member may not use any electronic address provided by the Company with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the meeting other than as expressly stated for that purpose in that form or on that website. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.