

Xafinity plc

Admission Card

Annual General Meeting on Thursday 14 September 2017 at 12.00pm
at Phoenix House, 1 Station Hill, Reading RG1 1NB

Shareholder Reference Number

If you wish to attend the Annual General Meeting of Xafinity plc, please sign and date this admission card and hand it in at the Equiniti registration desk on the day.

Signature

Date

Xafinity plc

Proxy Form

for the Annual General Meeting convened for 12.00pm on
Thursday 14 September 2017 ('AGM')

Please read the explanatory notes overlaid before completing this form.

+ Voting ID Task ID Shareholder Reference +

You may submit your votes electronically using the above numbers at www.sharevote.co.uk

I/We, the undersigned, being (a) member(s) of Xafinity plc ('the Company'), hereby appoint the Chairman of the AGM or the person named below (see Note 3 overlaid) as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the AGM of the Company to be held at Phoenix House, 1 Station Hill, Reading, Berkshire RG1 1NB at 12.00pm on Thursday 14 September 2017 and at any adjournment thereof. My/our proxy is to vote as indicated by an 'X' below in respect of the resolutions set out in the Notice of AGM dated 14 July 2017 and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the AGM.

Name of Proxy Number of shares to be voted (see Note 4)

Please mark this box if you attach a schedule of multiple proxies to this Form of Proxy (see Notes 5 and 6).

Resolutions

Please mark 'X' below to indicate how you wish your proxy to vote:

Ordinary resolutions

	For	Against	Vote withheld
1. To receive the Directors' Report and Accounts for the year ended 31 March 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend of 0.73 pence per ordinary share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Report for the year ended 31 March 2017 (other than the part containing the Directors' Remuneration Policy).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Tom Cross Brown as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Alan Bannatyne as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect Margaret Snowden OBE as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To elect Ben Bramhall as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To elect Paul Cuff as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To elect Mike Ainslie as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To elect Jonathan Bernstein as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-appoint BDO LLP as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the Audit and Risk Committee to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the Directors to allot shares within specified limits.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special resolutions

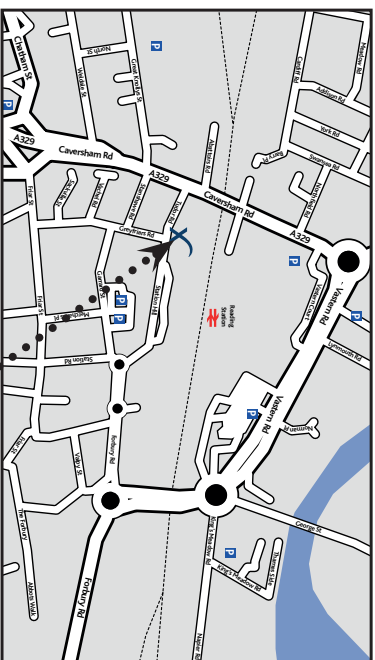
15. To give the Directors limited authority to allot shares for cash without making a pre-emptive offer to shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To give the Directors an additional limited authority to allot shares for cash and disapply statutory pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise the Company to make market purchases of its own shares up to a specified amount.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To approve the calling of general meetings (other than an AGM) on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

+ Signature (see Notes 1, 8 and 9) Date +

Notes to the Proxy Form

1. In order to be valid, this form of proxy and any power of attorney, or notarially certified copy thereof, under which it is executed must be (a) completed, signed and lodged with the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 10 below or (c) by email to proxyvotes@equiniti.com as soon as possible but, in any event, so as to arrive no later than 12.00pm on Tuesday 12 September 2017.
2. The completion and return of a form of proxy will not, however, preclude shareholders from attending and voting in person at the AGM or at any adjournment thereof should they wish to do so.
3. A proxy need not be a member of the Company but must attend the meeting to represent you. A member may appoint a proxy of his/her own choice in which case the words "the Chairman of the AGM or" on this proxy form should be deleted and the name of the person appointed as proxy should be inserted in the space provided. If you sign and return this proxy form with no name inserted in the space provided, the Chairman of the AGM will be deemed to be your proxy.
4. If the proxy is being appointed in relation to less than your full voting entitlement, please enter next to the proxy holder's name 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 (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
5. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by the member.
6. Please indicate next to the proxy holder's name the number of shares in relation to which the proxy is authorised to act as your proxy. Please also indicate, by ticking the box provided, if the proxy appointment is one of multiple appointments made. All forms must be signed and should be returned together.
7. 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 votes 'For' and 'Against' a resolution.
8. Where the member is a corporation, this form must be executed under its common seal or signed by any officer, attorney or other person duly authorised by the corporation.
9. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register.
10. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). The message must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) by the latest time for receipt of proxy appointments specified in Note 1 above. For further information on proxy appointment through CREST, see Further Notes 18 to 21 to the Notice of Annual General Meeting for 2017.

Directions to the AGM venue:



Directions by train:

Phoenix House is two minutes walk from Reading Station. From the main entrance or southern entrance, look to your right and you will see a pathway, stairs and ramp for Station Hill. Follow this route until you come to Phoenix House on your right.

Directions by car:

From M4: Leave M4 at junction 11. At roundabout follow signs to the A33 (signposted Reading Majeski Stadium). Continue forward on the A33. Enter Reading, at the roundabout take the 2nd exit onto A33. At the next roundabout take the 4th exit onto A33 (sign posted Reading). At traffic lights continue forward on the A33. Take the left hand slip road sign posted A329M. At the roundabout take the 3rd exit onto Friar Street. At the traffic lights bear left onto Greyfriars Road and at the end of the road will be Phoenix House. The nearest car park is located off Greyfriars Road on Garrard Street, Reading RG1 1NR which is a short walk from Phoenix House.



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Equiniti
Aspect House
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