



**PROXY FOR USE AT THE ANNUAL GENERAL MEETING**

I / We ..... (full name(s) – please use block letters)

of .....(address – please use block letters) being (a) member(s) of **TLA WORLDWIDE PLC** (company number 07741649) ("**Company**") hereby appoint the chairman of the annual general meeting or (**see note 3**):

.....(name - please use block letters) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company ("**Meeting**") to be held at the offices of DAC Beachcroft LLP at 100 Fetter Lane, London EC4A 1BN on 22 June 2015 at 11 a.m. and at any adjournment thereof.

Please complete and return this Form of Proxy to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA. FREEPOST BM 3865

I/We request such proxy to vote on the following resolutions in the manner specified below (**see note 3**):

Resolutions		For	Against	Withheld
Ordinary resolutions				
1.	To receive the Company’s annual report and accounts for the period ended 31 December 2014, including the reports of the directors and auditors.			
2.	To approve the directors’ remuneration report for the period ended 31 December 2014.			
3.	To elect Ian Robinson as a director of the Company.			
4.	To re-elect Andrew Pearson as a director of the Company.			
5.	To re-elect Keith Sadler as a director of the Company.			
6.	To re-appoint Deloitte LLP as auditors to the Company.			
7.	To authorise the directors to determine the remuneration of the auditors.			
8.	To declare a final dividend of 0.8 pence per ordinary share in respect of the year ended 31 December 2014.			
9.	To authorise the directors to allot certain shares in the capital of the Company.			
Special resolutions				
10.	Subject to and conditional upon the passing of resolution 9 set out in this notice, the directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006.			

Enter number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full entitlement.

Number of shares: .....
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Please also tick this box if you are appointing more than one proxy.

Signature: ..... (**see note 4**) Date: .....

Joint holders (if any) (**see note 5**):

Name: ..... Name: .....

Name: ..... Name: .....



## NOTES

**1. Entitlement to attend and vote**

Only those members registered on the Company's register of members (i) at 6.00 pm (London time) on 18 June 2015 or (ii) if this Meeting is adjourned, 6.00 pm (London time) on the day two business days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

**2. Attending in person**

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.

If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

**3. Appointment of proxies**

If you wish to appoint someone other than the chairman as your proxy, please insert his/her name and address, and strike out and initial the words "the chairman of the annual general meeting or".

A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered on this form, the return of this form, duly signed, will authorise the chairman of the meeting to act as your proxy.

If you do not give your proxy an indication of how to vote on any resolution, 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.

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. **For further proxy forms, please contact Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, B63 3DA.**

**4. Completing the proxy form**

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, B63 3DA; and
- received by Neville Registrars Limited no later than no later than 6.00 pm (London time) two business days prior to the Meeting.

In the case of a member which is a company, the 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 the

proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Any alteration to this proxy form must be initialled by the person in whose hand it is signed or executed.

**5. Appointment of proxy by joint members**

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).

**6. Changing proxy instructions**

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy and would like to change the instructions using another proxy form, please contact Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, B63 3DA. 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.

**7. Termination of proxy appointments**

In order to revoke a proxy instruction given by proxy form you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, B63 3DA.

In the case of a member which is a company, the revocation notice 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 the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, B63 3DA no later than 2 business days before the time fixed for the Meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified in these notes, then your proxy appointment will remain valid.

**8. Corporate representatives**

A corporation which is a member can appoint a representative who may, on its behalf, exercise all powers as a member.