

**STARCOM PLC**

**FORM OF PROXY**

For use at the Fourth Annual General Meeting of the Company to be held at offices of the offices of Northland Capita Partners Limited at 60 Gresham Street, 4<sup>th</sup> Floor, London, EC2V 7BB on the 3<sup>rd</sup> day of May 2016 at 11a.m.

I/We .....

**(in BLOCK CAPITALS please)**

of.....

.....  
 being a shareholder(s) of the above-named Company, appoint the Chairman of the Meeting or .....to act as my/our proxy to vote for me/us and on my/our behalf at the Fourth Annual General Meeting of the Company to be held at the offices of Northland Capita Partners Limited at 60 Gresham Street, 4<sup>th</sup> Floor, London, EC2V 7BB on the 3<sup>rd</sup> day of May 2016 at 11a.m. and at every adjournment thereof and to vote for me/us on my/our behalf as directed below.

**Please indicate with an 'X' in the spaces below how you wish your vote to be cast. If no indication is given your proxy will vote for or against the resolutions or abstain from voting as he thinks fit.**

Ordinary Resolutions	For	Against	Withheld
To receive the Audited Financial Statements for the year ended 31 December 2015			
To re-elect Michael Samuel Rosenberg as a Director			
To re-elect Avraham Engel as a Director			
To re-appoint Barzily & Co ( <b>Auditor</b> ) as auditor of the Company to hold office from the conclusion of the AGM to the conclusion of the next annual general meeting of the Company			
To authorise the Directors to determine the remuneration of the Auditor			
<p>That pursuant to article 2.3 of the Company's articles of association and as per the announcement made by the Company on 24 March 2016 detailing the Placing and Directors' Dealings regarding the £450,000 fundraise, the Directors of the Company be given power to allot relevant securities in connection with the issue:</p> <p>To Michael Rosenberg of 1,200,000 shares (which are being subscribed for by his personal pension fund, of which he is the only beneficiary);</p> <p>To Avraham Engel of 498,334 shares;</p> <p>To Avraham Hartmann of 3,100,000 shares;</p> <p>To Doron Kedem of 3,100,000 shares;</p> <p>To Uri Hartmann of 3,100,000 shares,</p> <p>In each case at a price of 1.5 pence per share, such authority to expire one month following the date of resolution. The Directors' participation in the placing constitutes a related party transaction in accordance with the AIM Rules.</p>			

<p>That pursuant to article 2.3 of the Company's articles of association, the Directors of the Company be given power to allot relevant securities in connection with any offer by way of rights, open offer or other pre-emptive offer up to in aggregate 90,553,787 shares (representing approximately two thirds of the allotted and fully paid ordinary shares following the issues referred to in resolution 6), such authority to expire at the date of the next Annual General Meeting of the Company.</p>			
<p><b>Special Resolutions</b></p>			
<p>That pursuant to article 2.10 of the Company's articles of association, the Directors of the Company be given power to allot equity securities for cash up to in aggregate 10,998,334 shares as specified in resolution 6 as if the pre-emption rights in the articles of association did not apply to any such allotment, such authority to expire one month following the date of resolution.</p>			
<p>That pursuant to article 2.10 of the Company's articles of association, the Directors of the Company be given power to allot equity securities for cash up to in aggregate 45,276,893 shares (representing approximately one third of the allotted and fully paid ordinary shares following the issues referred to in resolution 6) as if the pre-emption rights in the articles of association did not apply to any such allotment, such authority to expire at the date of the next Annual General Meeting of the Company.</p>			
<p><b>Ordinary Resolution</b></p>			
<p>That the Starcom PLC Share Option Scheme (the <b>Scheme</b>), the rules of which will be produced at the Meeting and, for the purposes of identification, initialled by the Chairman of the Meeting, be approved and adopted, and the Directors be authorised to do all acts and things which they may consider necessary or desirable to carry the Scheme into effect (including, without limitation, making any amendments to the rules of the Scheme or establishing any sub-plans or appendices to take account of tax, exchange control, securities law, regulatory or other legal issues in particular jurisdictions). Full details of the Scheme can also be accessed on the Company's website <a href="http://www.starcomsystems.com">www.starcomsystems.com</a></p>			

**Signed**

**Dated**

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## NOTES:

1. To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
  - 1.1 To appoint the Chairman as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy; or
  - 1.2 To appoint a person other than the Chairman as your sole proxy in respect of all your shares, delete the words 'the Chairman of the meeting (or)' and insert the name and address of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
  - 1.3 To appoint more than one proxy, please sign and date the Form of Proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the Meeting'.
2. Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
3. The Form of Proxy below must arrive not later than 11am on 28 April 2016 at Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU during usual business hours accompanied by any Power of attorney under which it is executed (if applicable).
4. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
5. The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
6. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
7. Shares held in uncertified 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.
8. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently decide to do so.