

STARCOM PLC
ANNUAL GENERAL MEETING
FORM OF PROXY

I/We, the undersigned

of

being the holder(s) of ordinary shares in Starcom Plc (the "Company") hereby appoint the Chairman of the meeting OR the following person:

.....

As my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 17th June 2019 at 12:00pm at Peterhouse Capital Limited, 3rd Floor, New Liverpool House, 15 Eldon Street, London, EC2M 7LD and any adjournment thereof.

I/We instruct my/our proxy to vote as follows.

Please indicate with an 'X' in the appropriate box how you wish your vote to be cast. If no indication is given, your proxy will be deemed to have the authority to vote or to abstain at his/her discretion on the resolutions below and any other business transacted at the meeting.

Ordinary Resolutions	For	Against	Withheld
1. To receive the Audited Financial Statements for the year ended 31st December 2018.			
2. To re-elect Michael Rosenberg who retires by rotation in accordance with article 28.1 of the Company's articles of association and being eligible, offers himself for re-election.			
3. To confirm appointment of Igor Vatenmacher to the Board of Directors in accordance with article 28.7 of the Articles.			
4. To confirm appointment of Martin Blair to the Board of Directors in accordance with article 28.7 of the Articles.			
5. To appoint Brightman Almagor Zohar & Co. Certified Public Accountants a member firm of Deloitte Touche Tohmatsu as Auditor of the Company (the "Auditor") to hold office from conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company and;			
6. To authorise the directors to determine the remuneration of the Auditor.			
7. That, in addition to any authorities granted under Resolution 8 and Resolution 9, 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 230,000,000 shares (representing approximately two thirds of the current issued share capital of the Company), such authority to expire at the conclusion of the next Annual General Meeting of the Company. Under the authority conferred by this Resolution, the Directors may before the authority expires, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the relevant authority conferred in this Resolution had not expired.			

	For	Against	Withheld
<p>8. That, in addition to any authorities granted under Resolution 7 and Resolution 9, pursuant to article 2.3 of the Company's articles of association, the Directors of the Company be given power to allot relevant securities up to in aggregate 172,224,756 shares (representing approximately one half of the current issued share capital of the Company), such authority to expire at the date of the next Annual General Meeting of the Company.</p> <p>Under the authority conferred by this Resolution, the Directors may before the authority expires, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the relevant authority conferred in this Resolution had not expired.</p>			
<p>9. That, in addition to any authorities granted under Resolution 7 and Resolution 8, pursuant to article 2.3 of the Company's articles of association, the Directors of the Company be given power to allot relevant securities representing up to in aggregate 17,170,000 shares in connection with Resolution 10, Resolution 11 and Resolution 12, such authority to expire at the date of the next Annual General Meeting of the Company.</p> <p>Under the authority conferred by this Resolution, the Directors may before the authority expires, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the relevant authority conferred in this Resolution had not expired.</p>			
<p>10. To approve the grant of 10,040,000 options to subscribe for ordinary shares in the Company at nil cost (the terms of which are set out in the circular to shareholders dated 31 May 2019) as to 2,960,000 to Avi Hartmann, 600,000 to Michael Rosenberg (via Eastkings Ltd), 2,160,000 to Avi Engel, 2,160,000 to David Avner and 2,160,000 to Martin Blair.</p>			
<p>11. To approve the grant of 6,250,000 options to subscribe for ordinary shares in the Company at 1.875 p per share (the terms of which are set out in the circular to shareholders dated 31 May 2019) as to 1,000,000 each to Michael Rosenberg (via Eastkings Ltd), Avi Hartmann, Uri Hartmann and Igor Vatenmacher and 750,000 each to Avi Engel, Martin Blair and David Avner.</p>			
<p>12. To approve the issue of 880,000 new ordinary shares in the Company to Eastkings Ltd at 1.25p per share in lieu of cash fees due for the services of Michael Rosenberg in the year to 31 March 2019.</p>			
<p>Special Resolutions</p>			
<p>13. That, subject to and conditional on the passing of Resolution 8 and 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 86,000,000 shares (representing approximately one quarter of the current allotted and fully paid ordinary shares) as if the pre-emption rights in the articles of association did not apply to any such allotment, such authority to expire at the earlier of the date falling 15 months after the date of the AGM and the conclusion of the next Annual General Meeting of the Company.</p> <p>Under the authority conferred by this Resolution, the Directors may before the authority expires, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the relevant authority conferred in this Resolution had not expired.</p>			

	For	Against	Withheld
<p>14. That subject to and conditional on the passing of Resolution 9 and 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 7,130,000 shares in connection with Resolution 11 and Resolution 12 as if the pre-emption rights in the articles of association did not apply to any such allotment, such authority to expire at the earlier of the date falling 15 months after the date of the AGM and the conclusion of the next Annual General Meeting of the Company.</p> <p>Under the authority conferred by this Resolution, the Directors may before the authority expires, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the relevant authority conferred in this Resolution had not expired.</p>			

Signature(s) Date

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 12:00 pm on 15 June 2019 at Share Registrars Limited, the Courtyard, 17 West Street, Farnham, Surrey GU9 7DR 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.

