

Keywords Studios plc

Form of Proxy

I/We (see note 1)

of

(BLOCK CAPITALS PLEASE)

being a member/members of Keywords Studios plc appoint the Chairman of the Meeting, or (see note 2)

as my/our proxy, to attend and vote for me/us at the Annual General Meeting of Keywords Studios plc to be held on 24 June 2014 at 10.00 a.m. at the offices of Numis Securities Limited, The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT and at any adjournment thereof.

This appointment relates to ordinary shares of 1p each in the Company (see notes 3 and 4).

Please indicate with an 'X' in the spaces provided how you wish your votes to be cast on the resolution specified (see note 5).

	For	Against	Vote withheld
Ordinary resolutions			
1. To receive the audited financial statements and the reports of the Directors and auditors for the year ended 31 December 2013			
2. To receive the Remuneration Report of the Company for the year ended 31 December 2013			
3. To approve a final dividend of 0.67 pence per share			
4. To re-appoint Ross Graham as a Director			
5. To re-appoint Andrew Day as a Director			
6. To re-appoint David O'Connor as a Director			
7. To re-appoint David Reeves as a Director			
8. To re-appoint Giorgio Guastalla as a Director			
9. To appoint BDO LLP as auditor			
10. To authorise the Directors to fix the auditor's remuneration			
11. To authorise the Directors to allot shares generally			
Special resolution			
12. Disapplication of pre-emption rights on a limited basis			

Subject to any voting instructions so given the proxy will vote, or may abstain from voting, on the resolution as he or she may think fit.

Signature(s)

dated this

day of

2014

See explanatory notes overleaf.

Explanatory notes to the Form of Proxy

1. Please insert your name and address in capital letters. In the case of jointly held shares please also insert in capital letters the name(s) of the other joint holder(s).
2. If you so desire you may delete the words 'Chairman of the Meeting' and insert the name and address of your own choice of proxy who need not be a member of the Company but must attend the Meeting to represent you. Please initial such alterations.
3. If the proxy is being appointed in relation to part of your shareholding only, enter the number of shares over which they are authorised to act as your proxy in the space provided. If left blank, the proxy will be authorised in respect of your full voting entitlement.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. To do so, you should photocopy the Form of Proxy and indicate in the space provided the number of shares in respect of which your proxy is entitled to act as your proxy. Specifying a number of shares in excess of those held by you as at the record date will result in the proxy appointments being invalid.
5. To direct the proxy how to vote on the resolutions, mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant 'vote withheld' box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, 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.
6. To be valid this Form of Proxy must be deposited at Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF no later than 10.00 a.m. on 20 June 2014.
7. A corporation must execute this Form of Proxy under its common seal or under the hand of an officer or attorney duly authorised in writing.
8. If this Form of Proxy is executed under a power of attorney or other authority, such power of attorney or other authority or a certified copy thereof must be lodged along with the Form of Proxy.
9. In the case of joint holders the vote of the senior shall be accepted to the exclusion of the other joint holders, seniority being determined by the order in which the names stand in respect of the joint holding in the Register.
10. Completion and return of the Form of Proxy does not preclude a member from attending and voting in person at the Meeting. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

On completion, the Form of Proxy should be sent to:

Capita Asset Services
PXS 1
34 Beckenham Road
Beckenham
Kent
BR3 4ZF