

## NOTICE OF AVAILABILITY AND ATTENDANCE CARD INGENTA PLC - ANNUAL GENERAL MEETING

**AGM to be held at: 8100 Alec Issigonis Way, Oxford OX4 2HU at 10.30am on 31 May 2017.**

**If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.**

Signature of person attending

Barcode:

Investor Code:

### Notice of Availability:

Please note that depending on your election, a hard copy Notice of Annual General Meeting (the 'Note') may not be enclosed. If a hard copy of the Note is not enclosed and/or you would like to view the Note electronically, it can be viewed on the Company's website at [www.ingenta.com/investors](http://www.ingenta.com/investors). To access this document you will need to have Adobe Acrobat Reader installed.

The Note will remain on this website until the conclusion of the AGM. The Annual Report and Accounts will remain on this website for as long as they are deemed relevant but at least until the Annual Report and Accounts are available for the following year. In the interests of the environment, please refrain from printing these documents unless absolutely necessary.

We would like to take this opportunity to thank you if you have consented to receive Notices and the Annual Report via the Company's website rather than in hard copy form, as this will contribute to cost savings for the Company and will minimise unnecessary paper usage.

The deadline for the receipt of the Form of Proxy for the AGM by Capita Asset Services is 10.30am on 29 May 2017. Further details relating to the appointment of proxies are provided in the notes to the Form of Proxy attached.

## FORM OF PROXY INGENTA PLC - ANNUAL GENERAL MEETING

Barcode:

Investor Code:

**I/We being a member of Ingenta plc hereby appoint (see note 3)**

Event Code:

**or failing him, the Chairman of the meeting, as my/our proxy to attend and, on a poll or on a show of hands, to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 8100 Alec Issigonis Way, Oxford OX4 2HU at 10.30am on 31 May 2017 and at every adjournment thereof.**

**I/We direct the proxy to vote in respect of the resolutions to be proposed as shown below.**

Please indicate with an 'X' in the spaces provided how you wish your vote to be cast.

### RESOLUTIONS

If no specific direction is given the proxy will vote or abstain at his discretion.

	For	Against	Withheld
1. Ordinary resolution to receive and adopt the Accounts for the year ended 31 December 2016 together with the reports of the directors and auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ordinary resolution to approve the payment of a final dividend of 1 pence per share in respect of the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ordinary resolution re-elect M A Rowse as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ordinary resolution to re-elect N W Kirton as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ordinary resolution to elect M Royde as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ordinary resolution to elect H Holmstrom as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Ordinary resolution to elect J Sheffield as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### RESOLUTIONS (CONTINUED)

8. Ordinary resolution to re-appoint Messrs Grant Thornton UK LLP as auditors to act as such until the conclusion of the next General Meeting of the Company at which the requirements of sections 437 and 438 of the Companies Act 2006 are complied with and to authorise the directors of the Company to fix their remuneration.
9. Ordinary resolution to authorise the directors to allot relevant securities generally pursuant to section 551 of the Companies Act 2006 up to an aggregate nominal amount equal to 30% of share capital.
10. Special resolution to disapply section 561(1) of the Companies Act 2006 to authorise the directors to allot securities for cash on pre-emptively up to an aggregate nominal amount equal to 10% of share capital.
11. Special resolution that the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 10p each in the capital of the Company.

**To assist with arrangements, if you intend attending the meeting in person place a 'x' in the box opposite.**

For	Against	Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

Ingenta plc is registered in England and Wales with registered number 837205, Registered office: 8100 Alec Issigonis Way, Oxford, OX4 2HU.

**Notes to the Form of Proxy:**

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the company. You can only appoint a proxy using the procedures set out in these notes.
2. 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.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. 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.
5. To direct your 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 that is put before the meeting.
6. To appoint a proxy using this form, the form must be:
  - (a) completed and signed;
  - (b) sent or delivered by hand or by courier to FREEPOST CAPITA PXS. A postage stamp will not be required when mailing from the UK. Please note that the Freepost address must be completed in block capitals and that delivery using this service can take up to 5 business days; and
  - (c) received by Capita Asset Services no later than 10.30am on the 29th May 2017.
7. In the case of a member that is a company, this 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.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. 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).
10. 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.
11. To change your proxy instructions simply submit a new proxy appointment using the method[s] set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Business Reply Plus  
Licence Number  
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