

**PARAGON ENTERTAINMENT LIMITED**

(Registered in the Cayman Islands with registered no. MC-234241)  
(the "**Company**")

FORM OF DIRECTION – Depository Interests

For use by holders of Depository Interests representing Ordinary shares in the capital of the Company in respect of the Annual General Meeting of the Company to be held at **Paragon Creative, Unit 8, Harrier Court, Elvington, York, YO41 4EA** at 12:30 p.m. on Friday 11<sup>th</sup> December 2015. I/We

.....  
(Please insert full name(s) and address(es) in BLOCK CAPITALS)

of .....  
being a holder of Depository Interests representing shares in the Issuer Company hereby instruct Capita IRG Trustees Limited, the Depository, to vote for me/us and on my/our behalf in person or by proxy at the Annual General Meeting of the Issuer Company to be held on the above date (and at any adjournment thereof) as directed by an X in the spaces below.

*Please indicate with an "X" in the spaces below how you wish your vote to be cast. If no indication is given, you will be deemed as instructing the Depository to abstain from voting on the specified resolution.*

Ordinary Resolutions	For	Against	Abstain
1. <b>To receive and adopt</b> Company's annual accounts for the year ended 31 December 2014, together with the directors' report and the auditors' report.			
2. <b>To re-elect</b> Mark Pyrah as a director of the Company.			
3. <b>To re-elect Pete Holdsworth</b> as a director of the Company.			
4. <b>To approve the reappointment</b> of Grant Thornton UK LLP as the auditors of the Company and authorise the Directors be to fix the auditors' remuneration.			
5. <b>To authorise</b> directors to allot shares.			
<b>Special Resolutions</b>			
6. <b>To dis-apply</b> pre-emption in respect of resolution 5.			
7. <b>To authorise</b> market purchases of the Company's Ordinary shares.			

Signature ..... Date ..... 2015

**Notes:**

- To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 8th December 2015 at 12:30pm.
- Any alterations made to this Form of Direction should be initialled.
- In the case of a corporation this Form of Direction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
- Please indicate how you wish your votes to be cast by placing "X" in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote, or to abstain from voting, as per your instructions.
- Depository Interests held in uncertified form (i.e. in CREST), representing shares on a one for one basis in the Issuer Company, may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
- The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
- Depository Interest holders wishing to attend the meeting should request a Letter of Representation by contacting the Depository at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by emailing [custodymgt@capita.co.uk](mailto:custodymgt@capita.co.uk) by no later than 8th December 2015 at 12:30pm. (being 72 hours before the time appointed for holding the meeting).