

**PARAGON ENTERTAINMENT LIMITED**

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

FORM OF PROXY – Ordinary shares

For use by holders of Ordinary shares in the capital of the Company at 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 11th December 2015. (and at any adjournment thereof).

I/We .....  
(Please insert full name(s) in BLOCK CAPITALS please)

of ..... being a shareholder(s) of the Company, appoint the Chairman of the Meeting or

..... to act as my/our proxy to vote for me/us and on my/our behalf in respect of ..... Ordinary shares at the Annual General Meeting of the Company to be held on the above mentioned date (and at any adjournment thereof) and direct my/our proxy to vote for me/us on my/our behalf on a poll 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.

<b>Ordinary Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
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 authorised 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

Please tick here if you are appointing multiple proxies

**Notes:**

- If any other proxy is preferred, strike out the words "the Chairman of the Meeting or" and add the name of the proxy you wish to appoint. The proxy need not be a member. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated

account for a shareholder, the full voting entitlement for that designated account).

2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. If the appointor is a corporation this form must be completed under its common seal or under the hand of some officer or attorney duly authorised in writing.
4. The signature of any one of joint holders will be sufficient, but the names of all joint holders should be stated.
5. To be valid, this form and the power of attorney of other authority (if any) under which it is signed, or a notarially certified copy of such power, must reach Capita Asset Services PXS., 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time appointed for holding the Annual General Meeting or adjournment as the case may be.
6. The completion of this form will not preclude a member from attending the Meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
7. Any alteration of this form must be initialled.
8. The 'Abstain Vote' option is provided to enable you to abstain on any particular resolution. However, it should be noted that an 'Abstained Vote' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.