

PROXY FORM

Mediacloud Pty Ltd (Administrators Appointed)

ACN: 641 575 304

APPOINTMENT OF PROXY

I/We (if a firm, strike out "I" and set out the full name of the firm) _____ of

_____ (insert address)

a creditor of **Mediacloud Pty Ltd (Administrators Appointed)** appoint

_____ (insert name, address and description of the person appointed)

or in his or her absence

_____ (insert name, address and description of the person appointed)

as my/our (choose one):

general proxy

special proxy

to vote at the meeting of creditors to be held on 28 May 2021 or at any adjournment of that meeting.

Resolution (only complete where appointing a special proxy)

For

Against

Abstain

Future of the Company

Deed of Company Arrangement

1 That the Company execute a Deed of Company Arrangement and Barry Kogan and Jonathan Henry be appointed Joint and Several Deed Administrators.

Appointment of Liquidators

2 That the Company be wound up and Barry Kogan and Jonathan Henry be appointed Joint and Several Liquidators.

Return of the Company to Directors

3 That the Company be returned to the control of its Directors.

Resolution (only complete where appointing a special proxy)

For

Against

Abstain

Voluntary Administration resolutions

Voluntary Administrators' remuneration

- 4 That the balance of remuneration for the Administrators of Mediacloud Pty Ltd (Administrators Appointed) ACN 641 575 304, for the period 20 February 2021 to 7 May 2021, calculated at hourly rates as detailed in the Initial Remuneration Notice dated 12 November 2020, is approved for payment in the sum of \$87,980.00, exclusive of GST.

Prospective Voluntary Administrators' remuneration

- 5 That the future remuneration of the Administrators of Mediacloud Pty Ltd (Administrators Appointed) ACN 641 575 304, from 8 May 2021 to the execution of the Proposed DOCA (if approved) is determined at a sum equal to the cost of time spent by the Administrators and their partners and staff, calculated at the hourly rates as detailed in the Initial Remuneration Notice dated 12 November 2020, is approved for payment up to a capped amount of \$318,417.27, exclusive of GST.

Proposed DOCA resolutions

Prospective Deed Administrators' remuneration

- 6 That the future remuneration of the Deed Administrators of Mediacloud Pty Ltd (Administrators Appointed) ACN 641 575 304 for the period from execution of the Proposed DOCA to effectuation of the Proposed DOCA, calculated at the hourly rates as detailed in the Initial Remuneration Notice dated 12 November 2020, is approved for payment up to a capped amount of \$200,145.00, exclusive of GST.

Liquidators' resolutions

Prospective Liquidators' remuneration

- 7 That the future remuneration of the Liquidators of Mediacloud Pty Ltd (to be In Liquidation) ACN 641 575 304 for the period of the liquidation calculated at the hourly rates as detailed in the Initial Remuneration Notice dated 12 November 2020, is approved for payment up to a capped amount of \$250,035.00, exclusive of GST.

Liquidators' ability to compromise debts (if applicable)

That so far as necessary for the beneficial winding up of Mediacloud Pty Ltd (Administrators Appointed) ACN 641 575 304, the Liquidators are hereby

8 authorised pursuant to subsections 506(1A), 477(2A) and 477(2B) of the Corporations Act 2001 to compromise any debts greater than the prescribed amount.

Liquidators' ability to enter into agreements (if applicable)

That so far as necessary for the beneficial winding up of Mediacloud Pty Ltd (Administrators Appointed) ACN 641 575 304, the Liquidators are hereby

9 authorised to enter any agreements on behalf of Mediacloud involving a term or obligations extending for more than three months.

DATED this _____ day of _____ 20

Name _____

Signature _____

Notes:

- (1) If a firm, strike out "I" and set out the full name of the firm.
- (2) Insert name, address and description of the person appointed.
- (3) If the creditor is a sole trader, the proprietor must sign the proxy form.
If the creditor is a partnership, a partner of the partnership must sign the proxy form.
If the creditor is a company, a director or an authorised representative must sign the proxy form.

Proxy forms should be completed and returned by no later than 27 May 2021 at 4:00 pm to Mediacloudgeneral@mcgrathnicol.com.

RETURN TO: **Mediacloud Pty Ltd (Administrators Appointed)**
of care of McGrathNicol
Address: GPO Box 9986, Sydney NSW 2001 , Australia
Phone: +61 2 9338 2600
Fax: +61 2 9338 2699