

**NOTICE OF AVAILABILITY**

The Notice of General Meeting and Circular to which this Proxy Form relates are available on the Company's website at [www.tlaww-plc.com](http://www.tlaww-plc.com)

**NOTES TO THE FORM OF PROXY**

- Only those members registered on the Company's register of members (i) at 12 noon (London time) on 21 December 2018 or (ii) if this Meeting is adjourned, 12 noon (London time) on the day two business days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.
- Appointment of a proxy does not preclude you from attending the Meeting or any adjourned meeting and voting in person. If you have appointed a proxy and attend the Meeting or any adjourned meeting in person, your proxy appointment will automatically be terminated. If you wish your proxy to speak on your behalf at the Meeting or any adjourned meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- If you wish to appoint someone other than the chairman as your proxy, please insert his/her name and strike out and initial the words "the chairman of the meeting". A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the Meeting or any adjourned meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered on this form, the return of this form, duly signed, will authorise the chairman of the meeting to act as your proxy. If you do not give your proxy an indication of how to vote on any resolution, 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. The appointment of a proxy or proxies shall be valid for any adjourned meeting. 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. For further proxy forms, please contact Neville Registrars Limited at Neville House, Steelpark Road, Halesowen B62 8HD.
- To appoint a proxy using the proxy form, the form must be:
  - completed and signed;
  - sent or delivered to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen B62 8HD; and
  - received by Neville Registrars Limited no later than 12 noon (London time) two business days prior to the Meeting.
 In the case of a member which is a company, the 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. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. Any alteration to this proxy form must be initialled by the person in whose hand it is signed or executed.
- CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Neville Registrars Limited (CREST ID: 7RA11) by 12 noon (UK time) on 21 December 2018. See the Notes to GM Notice for further information on proxy appointments through CREST.
- 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).
- To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy and would like to change the instructions using another proxy form, please contact Neville Registrars Limited at Neville House, Steelpark Road, Halesowen B62 8HD. 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.
- In order to revoke a proxy instruction given by proxy form you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen B62 8HD. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Neville Registrars Limited at Neville House, Steelpark Road, Halesowen B62 8HD no later than 2 business days before the time fixed for the Meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified in these notes, then your proxy appointment will remain valid.
- A corporation which is a member can appoint a representative who may, on its behalf, exercise all powers as a member.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

**TLA Worldwide Plc**

(Incorporated in England and Wales under the Companies Act 2006 with registered number 7741649)

**FORM OF PROXY**

I/We \_\_\_\_\_ being (a) member(s) of the Company and entitled to vote at the General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company, to be held on 27 December 2018 at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London, EC4A 1BN at 12 noon and at any adjournment thereof.

**Ordinary Resolution**

- |  |   |                          |         |          |                          |                          |                          |
|--|---|--------------------------|---------|----------|--------------------------|--------------------------|--------------------------|
| 1 To approve the proposed sale of The Legacy Agency, Inc and TLA Worldwide Americas, Inc to GCM Sports Holdings, Inc | <table border="0"> <tr> <td style="text-align: center;">FOR</td> <td style="text-align: center;">AGAINST</td> <td style="text-align: center;">WITHHELD</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> | FOR                      | AGAINST | WITHHELD | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| FOR  | AGAINST   | WITHHELD                 |         |          |                          |                          |                          |
| <input type="checkbox"/>   | <input type="checkbox"/>  | <input type="checkbox"/> |         |          |                          |                          |                          |

If you are planning to attend the General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date: 

D	D	-	M	M	-	Y	Y
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TLA Worldwide Plc

Attendance Card

The General Meeting will start at 12 noon and is being held on 27 December 2018 at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London, EC4A 1BN.

**If you plan to attend the General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.**

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the General Meeting.

>123-0  
Name  
Address 1  
Address 2  
Address 3  
Address 4  
Address 5  
Address 6



Business Reply Plus  
Licence Number  
RSTY-SAKX-RZSL



Neville Registrars Limited  
Neville House  
Steelpark Road  
Halesowen  
B62 8HD