



5th May 2015

Dear Shareholder,

Annual General Meeting – Gamma Communications plc (Incorporated and registered in England and Wales no. 08943488)

I hope you will be able to attend the Annual General Meeting (“AGM”) of Gamma Communications plc (the “Company”) which is to be held at the Company’s offices at 4th Floor, Holland House, 1-4 Bury St, London EC3A 5AW at 10:30 am on Thursday 21 May 2015. The Notice convening the AGM was sent to shareholders on 28 April 2014. There are two additional resolutions to be considered at the AGM, as set out below. I also refer you to the Company’s Annual Report and Accounts for the year ended 31 December 2014, which are available online at www.gamma.co.uk for download and printing.

The following additional resolutions are to be proposed as resolution 12 and resolution 13 at the AGM as ordinary resolutions:

12. To approve the final dividend of 3.95 pence per ordinary share in respect of the year ended 31 December 2014 to be paid on 25 June 2015 to the holders of ordinary shares at 5:00 p.m. on 5 June 2015.
13. To approve, on an advisory only basis, the directors’ remuneration report contained in the annual report for the year ended 31 December 2014.

Explanation of the Resolutions

Resolution 12 requests approval of the shareholders of a final dividend of 3.95 pence per ordinary share in respect of the year ended 31 December 2014. The dividend will be paid on 25 June 2015 to the holders of ordinary shares at 5:00 p.m. on 5 June 2015.

Resolution 13 is a resolution to approve, on an advisory only basis, the directors’ remuneration report contained in the annual report for the year ended 31 December 2014. As resolution 13 is an advisory resolution only, the director’s entitlement to remuneration is not conditional on the resolution being passed.

Resolution 12 and resolution 13 are each proposed as ordinary resolutions. This means that for these resolutions to be passed, more than half of the votes cast must be in favour of the resolutions.

Action to be taken

A new Form of Proxy (called the Replacement Form of Proxy) relating to the AGM accompanies this document. It is issued in place of the Form of Proxy which shareholders will have received with the original Notice of Annual General Meeting. The original Form of Proxy should be discarded. Appointment of proxies will only be accepted if made using the Replacement Form of Proxy. If you have already submitted an original Form of Proxy you will need to resubmit a Replacement Form of Proxy as the original form will be discarded. You are asked to complete, sign and date the Replacement Form of Proxy in accordance with the instructions printed on it and return it as soon as possible and, in any event, so as to be received by the Company’s registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 10:30 am on Tuesday 19 May 2015.

Recommendation

Your directors believe that the proposals set out in this letter are in the best interests of the shareholders as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of the Resolutions as the directors propose to do in respect of their own holdings amounting to approximately 9.6% of the ordinary share capital of the Company as at the date of this letter.

Yours sincerely

Richard Last, Chairman