

# VIANET GROUP plc

## ("the Company")

### FORM OF PROXY

#### (for use by shareholders in relation to the 2015 Annual General Meeting)

I/We the undersigned, being member(s)' of the above-named Company, appoint the Chairman of the meeting, or (see note 1 below)

as my/our\* proxy to vote and act for me/us\* on my/our\* behalf at the Annual General Meeting of the Company to be held on 29 June 2015 and at any adjournment of such meeting.

I/We\* instruct my/our proxy to vote on the resolution to be proposed as follows:

RESOLUTIONS	For	Against	Vote Withheld
1. To receive and adopt the Company's annual accounts for the financial year ended 31 March 2015 together with the directors' and auditors' report thereon.			
2. To approve a final dividend for the year ended 31 March 2015 of 4p per share.			
3. To reappoint Stewart Darling who retires by rotation as a director.			
4. To reappoint Chris Williams who retires by rotation as a director.			
5. To reappoint Grant Thornton LLP as auditors at a remuneration to be determined by the directors.			
6. To renew the general authority to allot relevant securities.			
7. To disapply the statutory pre-emption rights.			
8. To authorise the directors to make market purchases of the Company's shares.			
9. To increase the figure in Article 99 of the Company's Articles of Association.			

Dated this .....day of .....2015 Signature(s) .....

Please indicate by inserting an 'X' in the box, how you wish your vote(s)' to be cast. In the absence of specific instructions your proxy will vote (or abstain from voting) as he thinks fit.

Full Name(s)' and address in which shares are registered:  
**(Please use Block Capitals)**

.....  
of  
.....

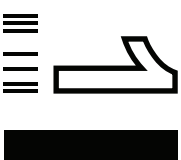
Please tick here if this proxy is one of multiple appointments being made (see note 2).

Enter number of shares in relation to which your proxy is authorised to vote or leave blank to authorize your proxy to act in relation to your full voting entitlement.

**NOTES:**

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see above). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see above) 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 used in respect of a designated account for a shareholder, the full voting entitlement for that designated amount). A proxy can vote on a show of hands or on a poll.
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. The "Vote Withheld" option above is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
4. To appoint one or more proxies or to give an instruction to a proxy (whether previously or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) not later than 11.30am on 25 June 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
5. The completion and return 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.
6. To be effective, all votes must be lodged by 11.30am on 25 June 2015 at the office of the Company's registrars at: Capita Asset Services, PXS, 34 Beckenham Road, Beckenham Kent BR3 4TU if appropriate with the power of attorney or other authority under which it is signed or a duly paid certified copy of such power of attorney or authority.
7. In the case of a corporation this proxy must be given under its common seal or signed on its behalf by an attorney or officer duly authorised.
8. In the case of joint holders the signature of any holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members in respect of the joint holders.

Business Reply Plus  
Licence Number  
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