

**BENEFICIAL NOTEHOLDER PROXY
SENIOR UNSECURED DEBENTURES**

December __, 2015

CONFIDENTIAL

Data & Audio-Visual Enterprises Holdings Inc.

c/o Norton Rose Fulbright Canada LLP
Royal Bank Plaza South Tower, Suite 3800
Toronto, ON M5J 2Z4

Attention: Evan Cobb

**Ernst & Young Inc.,
in its capacity as Court-appointed Monitor (the "Monitor")**

Ernst & Young Tower
222 Bay Street, P.O. Box 251
Toronto, Ontario M5K 1J7

Attention: Brian Denega

Re: DATA & AUDIO VISUAL ENTERPRISES HOLDINGS INC. – 15.0% Senior Unsecured Debentures Due 2018 (collectively, the "Notes") issued under the trust indenture amended and restated as of April 29, 2011 (the "Indenture") among Data & Audio-Visual Enterprises Holdings Inc., as issuer and Equity Financial Trust Company, as trustee (the "Trustee")

Ladies and Gentlemen:

I, _____, of _____, on behalf of each fund listed below (the "Noteholder"):

[INSERT FUNDS]

hereby certify as follows:

- (1) that, as of the record date of December 1, 2015, the Noteholder held sole beneficial ownership of or sole voting discretion over CDN\$_____ principal amount of the Notes held with **[INSERT CUSTODIAN NAME]** as the custodian on the account for the position held at CDS, Participant No. ____;
- (2) attached hereto as Exhibit A is evidence showing our holdings in the Notes; and
- (3) that this certification may be relied upon Data & Audio-Visual Enterprises Holdings Inc. and the Monitor, for the purposes described in the Plan Filing and Meeting Order granted on December 16, 2015 in the *Companies' Creditors Arrangement Act* proceedings of Data & Audio-Visual Enterprises Holdings Inc.

THE UNDERSIGNED BENEFICIAL NOTEHOLDER (in its capacity as such) hereby revokes all proxies previously given in respect of the Plan (other than a proxy given in its capacity as an Affected

Creditor other than as a Beneficial Noteholder) and nominates, constitutes, and appoints:

Print name of proxy

or, instead of the foregoing, Brian Denega of Ernst & Young Inc. in its capacity as court-appointed monitor of Holdings, or such other Person as he, in his sole discretion, may designate, to attend on behalf of and act for the undersigned Beneficial Noteholder (in its capacity as such) at the Meeting to be held in connection with the Plan and at any and all adjournments, postponements or other rescheduling of such Meeting, and to vote the amount of the Voting Claim(s) of the undersigned (in its capacity as a Beneficial Noteholder) for voting purposes as determined by and accepted for voting purposes in accordance with the Plan Filing and Meeting Order and as set out in the Plan as follows:

A. **VOTE** **FOR** ☐ **APPROVAL OF THE PLAN**
(mark one only): **AGAINST** ☐

B. Vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Affected Creditor (in its capacity as a Beneficial Noteholder) with respect to any amendments, modifications, variations or supplements to the Plan and to any other matters that may come before the Meeting or any adjournment, postponement or other rescheduling of the Meeting.

This letter is intended for your confidential use in connection with the above-referenced matter and is provided solely for your information in connection therewith. This letter is addressed solely to you and may not be used for any other purpose, nor be relied upon by any person or disclosed, in whole or in part, to any person other than your officers, directors, employees, accountants, attorneys and other advisors, and then only on a confidential and need-to-know basis.

Should you have any questions concerning this matter please feel free to contact [CONTACT NAME] at the following telephone number [PHONE NUMBER].

Dated this _____ day of _____, 201__.

Print Name of Beneficial Noteholder

Title of the authorized signing officer

Signature of an authorized signing officer of the
Beneficial Noteholder

Telephone number of authorized signing officer

Mailing Address of Beneficial Noteholder

E-mail address of Beneficial Noteholder