

IMAGE SCAN HOLDINGS PLC

FORM OF PROXY FOR GENERAL MEETING

I/We
 (Name in full in block capitals please)

of (address)

being (a) member(s) of Image Scan Holdings Plc hereby appoint the Chairman of the meeting

or (see note 1 below)

as my/our proxy vote for me/us on my/our behalf at the General Meeting of the Company to be held at 10.00 a.m. on 8 September 2014 at the offices of Cantor Fitzgerald, One Churchill Place, Canary Wharf, London E14 5RB and at any adjournment of the meeting. I/We direct my/our proxy to vote as indicated below and, on any other resolutions, as he or she thinks fit:

Ordinary Resolutions	For	Against	Abstain
1. To authorise the Directors to allot equity securities up to a nominal amount of £344,000 in connection with the Conditional Placing and Subscription.			
2. To authorise the Directors to allot equity securities up to a nominal amount of £114,604.58.			
3. To re-elect William Mawer to the Board.			
4. To re-elect Dr Richard Leaver to the Board.			
Special Resolutions			
5. To allow the Directors to allot equity securities as if section 561(1) of the Act did not apply up to a nominal amount of £344,000 in connection with the Conditional Placing and Subscription.			
6. To allow the Directors to allot equity securities as if section 561(1) of the Act did not apply up to a nominal amount of £114,604.58.			
7. To increase the authorised share capital of the Company from £1,000,000 to £2,000,000.			

Signature Date

Notes

1. If you wish to appoint a person other than the Chairman then insert his/her name and delete the words "the Chairman of the meeting".
2. In the case of joint holders, the signature of the first named in the Register of Members will be accepted to the exclusion of all others.
3. Please insert an 'X' in either the 'FOR', 'AGAINST' or 'ABSTAIN' box. If both boxes are left blank, the proxy will vote or abstain as he/she thinks fit.
4. In the case of a corporation, the form of proxy should be under its common seal or under the hand of an officer or attorney duly authorised.
5. A proxy need not also be a member of the Company.
6. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or an office or notarially certified copy thereof, must be deposited at or posted to the registrars of the Company, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA, not less than 48 hours before the meeting or any adjournment thereof.
7. The summaries of the Resolutions are for guidance only. You are advised to read the accompanying Circular and Notice of Meeting carefully.
8. The return of this form of proxy will not prevent a shareholder from attending the meeting and voting in person if he/she so wishes.

Business Reply Plus
Licence Number
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Neville Registrars Limited
Neville House
18 Laurel Lane
Halesowen
B63 3DA