

FORM OF PROXY**TO THE SHAREHOLDERS OF IMAGE SCAN HOLDINGS PLC**

For use at the Annual General Meeting to be held at 11.00am on 29 February 2012 at the offices of Seymour Pierce, 20 Old Bailey, London EC4M 7EN.

I/We
(name(s) in full - BLOCK LETTERS)

of

.....
(full postal address - BLOCK LETTERS)

being (a) member(s) of Image Scan Holdings plc (the 'Company') in respect of
ordinary shares of 1 pence each in the capital of the Company, hereby appoint the Chairman of the meeting or (see note 4)

.....
as my/our proxy for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 11.00am on 29 February 2012 and at any adjournment thereof. This form of proxy relates to the resolutions referred to below and any other business transacted at the meeting.

I/We instruct my/our proxy to vote as follows:

ORDINARY RESOLUTIONS	For	Against	Withheld
1. To receive and adopt the financial statements for the year ended 30 September 2011 together with the reports of the Directors and auditors thereon.			
2. To re-elect as a Director N D Fox who retires by rotation and offers himself for re-election.			
3. To receive and adopt the remuneration report contained within the annual report for the year ended 30 September 2011.			
4. To reappoint Wilkins Kennedy as auditors and to authorise the Directors to fix their remuneration.			
SPECIAL RESOLUTION			
5. To authorise the Directors, pursuant to Sections 570 and 573 of the Companies Act 2006, to allot equity securities.			

Please indicate by a cross in the box how you wish your proxy to vote. Subject to any voting directions so given the proxy will exercise his/her discretion as how to vote, whether to abstain from voting on the above resolutions, to adjourn the meeting and on any other business that may properly come before the meeting.

Dated 2012

Signature(s) or common seal.....

NOTICE OF AVAILABILITY

The notice of meeting and annual report are available on the Company's website at www.ish.co.uk.

NOTES TO THE PROXY CARD

1. To be valid, this form of proxy, together with any power of attorney or other written authority under which it is signed, or a notarially certified copy thereof or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority, must be completed, signed and deposited at Neville Registrars Ltd, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3BR by not less than 48 hours before the meeting or any adjournment thereof or, in the case of a poll, not less than 48 hours before the time appointed for taking the poll.
2. In the case of a corporation, this form of proxy must be under its common seal or under the hand of an officer or other person so authorised.
3. In the case of joint holders, any one of them may sign. 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 and for this purpose seniority will be determined by the order in which the names stand in the register of members.
4. A member may appoint one or more proxies of his/her own choice, in which case he/she should delete the reference to the Chairman of the meeting, initial the deletion and insert the name(s) of the person(s) appointed in the space provided.
5. Any alteration to this form must be initialled.
6. Completion of this form of proxy will not prevent the holder from attending and voting at the meeting in person should he/she so wish.
7. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, members who hold shares in uncertificated form must be entered on the Company's register of members at 11.00am on 27 February 2012 in order to be entitled to attend and/or vote at the meeting in respect of the number of shares registered in their name at such time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend and/or vote at the meeting.



Business Reply
Licence Number
BM 3865



NEVILLE REGISTRARS LIMITED
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18 Laurel Lane
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West Midlands
B63 3BR

