

**NOTICE OF AVAILABILITY**

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at [www.ish.co.uk](http://www.ish.co.uk)

**NOTES TO THE FORM OF PROXY**

- 1 To be valid, this form of proxy, together with any power of attorney or other authority under which it is signed, or a notorially certified copy in accordance with the Powers of Attorney Act 1971 of such power or written authority, must be completed, signed and deposited at Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA by not less than 48 hours (excluding non-working days) before the meeting or any adjournment thereof, or in the case of a poll, not less than 48 hours (excluding non-working days) before the time appointed for taking the poll.
- 2 In the case of a corporation, this form of proxy must under its common seal or under the hand of an officer or other person so authorised.
- 3 In the case of joint holders, anyone of them may sign. The vote of the senior holder who tenders a vote in person or by proxy, will be accepted to the exclusion of the votes of other joint holders and for this purpose seniority shall 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 1:30 p.m. on 17 February 2017 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 speak and/or vote at the meeting.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

**Image Scan Holdings plc**

(Incorporated in England and Wales under the Companies Act 1985 with Registered Number 3062983)

**FORM OF PROXY**

I/We \_\_\_\_\_ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 21 February 2017 at the offices of Cantor Fitzgerald Europe, One Churchill Place, Canary Wharf, London, EC14 5RB at 1:30 p.m. and at any adjournment thereof.

**Resolutions (\*Special Resolution)**

|  | FOR                      | AGAINST                  | WITHHELD                 |
|--|--------------------------|--------------------------|--------------------------|
| 1 To receive and adopt the financial statements for the year ended 30 September 2016 together with the reports of the Directors and auditors thereon | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 To receive and adopt the remuneration report for the year ended 30 September 2016  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 To re-elect as a Director W Mawer  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To re-elect as a Director T Jackson  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 To re-appoint BDO LLP as auditors and to authorise the Directors to fix their remuneration   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 To authorise the Directors to allot new ordinary shares  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7* To authorise the Directors to allot equity securities   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If you are planning to attend the Annual General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:   
Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date: D/D - M/M - Y/Y



Image Scan Holdings plc

Attendance Card

The Annual General Meeting will start at 1:30 p.m. and is being held on 21 February 2017 at the offices of Cantor Fitzgerald Europe, One Churchill Place, Canary Wharf, London, EC14 5RB.

**If you plan to attend the Annual General Meeting, please notify the Company Secretary on [ir@ish.co.uk](mailto:ir@ish.co.uk) to ensure you gain entry as quickly as possible.**

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the Annual General Meeting.

>123-0  
Name  
Address 1  
Address 2  
Address 3  
Address 4  
Address 5  
Address 6

NEVILLE  
REGISTRARS



Business Reply Plus  
Licence Number  
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited  
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18 Laurel Lane  
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