

**MICROSAIC SYSTEMS PLC (THE 'COMPANY') – ANNUAL GENERAL MEETING
FORM OF PROXY**

Form of proxy relating to the Annual General Meeting to be held on 19 May 2015 at the offices of Citigate Dewe Rogerson, 3 London Wall Buildings, London Wall, London EC2M 5SY at 11.00 a.m.

NOTES ON HOW TO COMPLETE THE PROXY FORM

1. If you are a registered Shareholder and you are unable to attend the Meeting you may appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote on your behalf. A proxy need not be a member of the Company, but must attend the General Meeting to represent you. A member can only appoint a proxy using the procedures set out in these notes.
2. (a) To appoint the **Chairman** as your **sole proxy** in respect of all your shares, simply fill in any voting instructions in the appropriate boxes and sign and date the Form of Proxy.
- (b) To appoint a **person other than the Chairman** as your **sole proxy** in respect of all your shares, delete the words 'the Chairman of the meeting or' and insert the name and address of your proxy in the space provided. Then fill in any voting instructions in the appropriate boxes and sign and date the Form of Proxy.
- (c) To appoint **more than one proxy**, you should contact the Registrar on 0871 664 0300 or if telephoning from outside the UK, on +44 20 8639 3399. Lines are open 9.00 a.m. to 5.00 p.m. (London time) Monday to Friday. Calls to the 0871 664 0300 number are charged at 10 pence per minute plus any of your service provider's network extras. Calls to the helpline number from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded

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Barcode:

Investor Code:

I/We being a member of the Company hereby appoint the Chairman of the meeting or (see note 2)

Name of proxy

Number of shares proxy appointed over

Event Code:

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at the offices of Citigate Dewe Rogerson, 3 London Wall Buildings, London Wall, London EC2M 5SY at 11.00 a.m. on 19 May 2015 and at any adjournment thereof. I have indicated with an 'X' how I/we wish my/our votes to be cast on the following resolution:

RESOLUTIONS

Please mark 'X' to indicate how you wish to vote

1. To receive the financial statements for the year ended 31 December 2014 together with the directors' report and the auditors' report thereon.
2. To reappoint Saffery Champness as auditors and authorise the Board to fix their remuneration.
3. To reappoint Andrew Holmes as a director of the Company.
4. To reappoint Colin Jump as a director of the Company.
5. To authorise the directors to allot securities.
6. To authorise the directors to disapply pre-emption rights in relation to the allotment of equity securities.

To assist with arrangements, if you intend attending the meeting in person please place a 'X' in the box opposite.

	For	Against	Vote Withheld
1.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6.	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
			<input checked="" type="checkbox"/>

If you prefer, you may return the proxy form to the Registrar in an envelope addressed FREEPOST CAPITA PXS, (NO MORE ADDRESS DETAIL IS REQUIRED).

Signature

Date

and monitored randomly for security and training purposes.

3. Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting. They will also vote or abstain at their discretion on any other business which may be lawfully put before the meeting.
4. The Form of Proxy above must arrive at Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF during usual business hours accompanied by any Power of Attorney under which it is executed (if applicable) no later than 11.00 a.m. on 15 May 2015.
5. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney. Any power of attorney or any other authority under which this proxy is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
6. The Form of Proxy is for use only in respect of the shareholder account specified and should not be amended or submitted in respect of a different account.
7. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
8. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the General Meeting should you subsequently decide to do so. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.
9. Any person to whom this Notice is sent who is a person nominated to enjoy information rights and receive communications from the Company in accordance with Section 146 of the Companies Act 2006 (a Nominated Person), may under an agreement with the registered shareholder by whom he/she was nominated have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no proxy appointment right, or does not wish to exercise it, he/she may have a right under any such agreement to give instructions to the shareholder as to the exercise of voting rights.
10. **If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST CAPITA PXS, (NO MORE ADDRESS DETAIL IS REQUIRED).**

Business Reply Plus
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PXS1
34 Beckenham Road
BECKENHAM
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