

**IMAGINATIK PLC**  
**(Company number: 3936915)**

**Form of Proxy**  
**For use at the annual general meeting of the Company**  
**to be held at the offices of Marriott Harrison,**  
**Staple Court, 11 Staple Inn Buildings, London WC1V 7QH**  
**on Wednesday 29 September 2010 at 10.00am**

I/We\* (see note 1 below)

.....  
(BLOCK CAPITALS PLEASE)

being (a) member(s) of Imaginatik PLC (the "Company") hereby appoint the Chairman of the meeting, or failing him:

..... (see note 2 below)  
(Please do not write on this line if you have selected the Chairman. Do not insert your own name(s))

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the offices of Marriott Harrison, Staple Court, 11 Staple Inn Buildings, London WC1V 7QH on Wednesday 29 September 2010 at 10:00am and at any adjournment thereof.

My/our proxy is to vote as indicated below in respect of the resolutions set out in the notice of annual general meeting (see note 5).

Please complete the fourth column entitled "No. of shares in respect of which proxy appointment is made" only if you require your proxy to act for you in respect of less than your entire holding of the Company's shares, and insert in the fourth column the number of shares in respect of which the appointment is given to the proxy (see note 1).

Signed: .....  
(see notes 2 and 3 below)

Dated: .....

Name(s) .....  
(BLOCK CAPITALS PLEASE)

Address: .....  
.....  
.....  
(BLOCK CAPITALS PLEASE)

<b>RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b> (see note 5 below)	<b>NO. OF SHARES IN RESPECT OF WHICH PROXY APPOINTMENT IS MADE</b>
<b>Ordinary resolutions</b>				
1. To receive and adopt the report and accounts of the Company				
2. To re-elect Paul Morland as a director of the Company				
3. To re-elect Matt Cooper as a director of the Company				
4. To re-appoint Tenon as auditors of the Company and to authorise the directors to fix their remuneration				
5. To grant authority to the directors under section 551 of the Companies Act 2006 to allot shares				
<b>Special resolution</b>				
6. To dis-apply statutory pre-emption rights				

Notes:

- 1** A member should insert its full name in the space provided. Further, a member has the right to appoint some other person(s) of his choice, who need not be a member, as a proxy. If such appointment is made, delete the words "the Chairman of the Meeting" and insert the name and address of the person appointed proxy in the space provided. If your proxy is being appointed in relation

to less than your full voting entitlement please write in the column headed "No. of shares in respect of which proxy appointment is made" against each resolution, the number of shares in relation to which they are authorised to act as your proxy. If you do not include a number, your proxy will be deemed to be authorised in respect of your full voting requirement (or if, this proxy form has been used in respect of a designated account for a shareholder, the full voting entitlement for that designated account). To appoint more than one proxy contact the Company's registrars, Neville Registers Limited, for (an) additional form(s) or you may download another copy from the Company's website or photocopy this form. The number of shares in respect of which each proxy appointment is made where multiple proxies are appointed should not exceed in aggregate the number of shares held by you.

- 2** This form of proxy must be signed by the appointor or his attorney duly authorised in writing. Any alteration to this form must be initialled by the signatory. If the appointor is a corporation, this form must be executed as a deed or under the hand of some officer or attorney duly authorised in that behalf and in accordance with the provisions of the Company's articles of association (shareholders are referred in particular to article 71).
- 3** In the case of joint holders, the vote of the senior shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names are shown in the register of members of the Company in respect of the relevant joint holding.
- 4** If this form is returned without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes or whether he abstains from voting. The proxy can also do this in relation to any other business arising at the meeting (including any resolution to amend a resolution or adjourn the meeting).
- 5** The column headed ABSTAIN is provided to enable you to abstain on any particular resolution. However, it should be noted that an abstention is not a vote in law and will not be in the calculation of the proportion of the votes cast FOR and AGAINST a resolution.
- 6** To be valid, this form must be completed and deposited together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, at the offices of the Company's Registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, by 10.00 p.m. on Monday 27 September 2010 (or not less than 48 hours before the date and time fixed for the holding of any adjourned meeting).
- 7** If you return more than one proxy form in respect of the same shares, those received last, before the latest time for receipt of proxies will take precedence.
- 8** CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic appointment service may do so for the annual general meeting to be held on Wednesday 29 September 2010 and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment by means of CREST to be valid, the appropriate CREST message (CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information

required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent, Neville Registrars Limited ("NRL") (the CREST participant ID number for NRL is 7RA11) by the latest time(s) for receipt of proxy appointments specified in the notice of general meeting and in note 6 of this form of proxy. For this purpose, the time of receipt shall be taken as the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent (NRL) is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s) to procure his/her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by a particular time. In this connection, CREST members and, where applicable, CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.

- 9** The completion and return of this Form of Proxy does not preclude a member from attending the Meeting and voting in person.