

Notes:

- Members are entitled to appoint a proxy to exercised all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holders name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, **Capita Registrars, the Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU** by hand, or sent by post, so as to be received not less than 48 hours (excluding weekends and public holidays) before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).
- The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
- In the case of a corporation, the form of proxy must be executed under its common seal or the hand of an officer or attorney duly authorised.
- A member may appoint a proxy of its own choice. If the name of the member's choice is not entered in the space provided on the form of proxy, the return of the form of proxy duly signed will authorise the Chairman of the meeting to act as that member's proxy.
- Please insert an "X" in one of the "FOR", "AGAINST" or "WITHHELD" boxes. If the boxes are left blank the proxy will vote or abstain as he sees fit.
- To abstain from voting on a resolution, select the relevant "withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those members entered on the register of members at 6.00 p.m. on 4 November 2011 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of £0.05 each in the capital of the Company held in their name at that time. Changes to the register after 6.00 p.m. on 4 November 2011 shall be disregarded in determining the rights of any person to attend and vote at the meeting.



**AVISEN PLC
FORM OF PROXY**
for use at the General Meeting



Barcode:

Investor Code:



Event Code:



Being member(s) of Avisen plc (the "Company") hereby appoint the Chairman of the general meeting or; (Please insert full name in BLOCK CAPITALS)

in respect of (Please insert the number of shares that your proxy is entitled to vote)

Ordinary Shares as my/our proxy to attend and vote for me/us and on my/our behalf at the general meeting of the Company to be held at the offices of Brown Rudnick LLP, 8 Clifford Street, London W1S 2LQ on 7 November 2011 commencing at 10.00 a.m. (the "General Meeting"), and at any adjournment thereof.

Please indicate with an "X" here if this proxy appointment is one of multiple appointments being made.*

*For the appointment of more than one proxy, please refer to note 1.

I/We request such proxy to vote on the following resolutions in the manner specified below;

**ORDINARY
RESOLUTIONS**

For
Against
Vote Withheld

- To authorise the directors to allot equity securities.

**SPECIAL
RESOLUTIONS**

For
Against
Vote Withheld

- To approve the Sub-division of the share capital and amend the Articles.

- To waive pre-emption rights.

Signature

Date

Joint Holder Signatures
(if any)

Date



Business Reply
Licence Number
RSBH-UXKS-LRBC



PXS
34 Beckenham Road
BECKENHAM
BR3 4TU