

MATICA PLC

("THE COMPANY")

Form of Proxy

(for use by ordinary shareholders for the General Meeting to be held at 10.00 a.m. on Thursday 5 November 2009 at the offices of Hanson Westhouse Limited, One Angel Court, London EC2R 7HJ)

I/We.....
(BLOCK CAPITALS)

of.....
being (a) holder(s) of ordinary shares in the Company, hereby appoint the Chairman of the Meeting or (Note 3.)

.....
as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 10.00 a.m. on Thursday 5 November 2009 at the offices of Hanson Westhouse Limited, One Angel Court, London EC2R 7HJ and at any adjournment thereof.

I/We direct my/our proxy to vote as indicated by an 'X' in the appropriate column. If no indication is given, and on any other resolutions proposed at the meeting, your proxy will vote or abstain from voting as he/she thinks fit.

RESOLUTIONS	For	Against	Vote Withheld
1. Ordinary Resolution to grant authority to allot relevant securities.			

Signature:(Notes 6 and 7)

Dated2009

Please mark this box if you are appointing more than one proxy

(Note 4)

Notes:

- As a member of the Company you are entitled to appoint a proxy to exercise your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- If you wish to appoint a proxy other than the Chairman of the meeting, cross out the words "the Chairman of the meeting" and write the full name and address of your proxy on the dotted line. The changes should be initialled. If you wish your proxy to make comments on your behalf you will need to appoint someone other than the Chairman and give them relevant instructions directly. A proxy need not be a member of the Company.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's 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 direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on the resolutions, select the relevant "vote 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 resolutions. 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 properly before the meeting.
- To appoint a proxy using this form, the original copy of this form must be:
 - completed and signed;
 - sent to the Company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
 - received by the Company's registrars, Capita Registrars, Proxy Department, not less than 48 hours before the time for holding the meeting.
- In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
- You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.
- Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specified that only those shareholders registered in the relevant register of members of the Company at 8.00 p.m. on 3 November 2009 shall be entitled to attend and vote at the General Meeting or, if the meeting is adjourned, close of business on such date being not more than two days prior to the date fixed for the adjourned meeting. Changes to entries on the register of members after that time shall be disregarded in determining the right of any person to attend or vote at the meeting.

Business Reply
Licence Number
MB122



Capita Registrars
PO Box 25
Beckenham
Kent
BR3 4BR