

MEDAPHOR GROUP PLC (the “Company”) FORM OF PROXY

**For use at the general meeting (“General Meeting”) of the Company to be held at the offices of
Memery Crystal LLP, 165 Fleet Street, London, EC4A 2DY at 11.00 a.m. on 12 December 2018**

I/We (name in full)
(BLOCK LETTERS)

of (address)

being (a) holder(s) of shares in the Company hereby appoint

(add the name of the proxy you wish to appoint here – see Note 3)

or failing him, the Chairman of the General Meeting, as my/our proxy to attend and, on a poll or on a show of hands, to vote for me/us and on my/our behalf at the General Meeting to be held at the offices of Memery Crystal LLP, 165 Fleet Street, London, EC4A 2DY at 11.00 a.m. on 12 December 2018, and at every adjournment thereof.

I/We direct the proxy to vote in respect of the resolutions to be proposed as shown below.

Resolutions	For	Against	Vote Withheld
1. Ordinary resolution to grant the directors of the Company authority to allot relevant securities up to an aggregate nominal amount of £830,428.84 pursuant to the Placing and Open Offer under section 551 of the Companies Act 2006.			
2. Special resolution to dis-apply the pre-emption provision of Section 561(1) of the Companies Act 2006 in relation to the allotment of equity securities for cash up to an aggregate nominal value of £830,428.84 pursuant to the authority conferred by resolution 1.			
3. Ordinary resolution to grant the directors of the Company authority to allot relevant securities up to an aggregate nominal amount of £411,764.71 under section 551 of the Companies Act 2006 at a subscription price of no less than the Issue Price.			
4. Special resolution to dis-apply the pre-emption provision of section 561(1) of the Companies Act 2006 in relation to the allotment of equity securities for cash up to an aggregate nominal value of £411,764.71 pursuant to the authority conferred by resolution 3.			
5. Special resolution to change the name of the Company to Intelligent Ultrasound Group plc.			

Please indicate with an “X” in the spaces provided how you wish your votes to be cast. If no specific direction is given the proxy will vote or abstain at his discretion.

Dated:

Signature(s) or Common Seal

(See Notes 7 and 8)

Company name (if applicable)

Notes:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of 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.
2. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this form of proxy with no name inserted in the box, the Chairman of the General Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the General Meeting and are aware of your voting intentions.
4. 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 of proxy.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an “X”. To abstain from voting on a resolution, 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 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 General Meeting.
6. To appoint a proxy using this form of proxy, the form of proxy must be:
 - (a) completed and signed;
 - (b) sent or delivered to Link Asset Services at PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
 - (c) received by Link Asset Services no later than 11.00 a.m. on 10 December 2018.
7. In the case of a member which is a company, this form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
9. 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).
10. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. To change your proxy instructions simply submit a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
12. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions, please contact Link Asset Services at the address set out in note 6 above. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Asset Services. In the case of a member which is a company, the revocation notice 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 the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
13. The revocation notice must be received by Link Asset Services no later than 11.00 a.m. on 10 December 2018.
14. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.
15. As at 23 November 2018 being the last business day prior to the posting of the circular which includes the notice of the General Meeting, the Company’s issued share capital consists of 96,877,418 ordinary shares of £0.01 each, carrying one vote each. Therefore, the total voting rights in the Company as at 23 November 2018 is 96,877,418.
16. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the General Meeting and the number of votes that may be cast thereat will be determined by reference to the Company’s register of members at close of business on 10 December 2018. Changes to entries on the Company’s register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
17. You may vote your shares electronically using the Share Portal service at www.signalshares.com. If not already registered for the Share Portal, you will need your investor code located on your share certificate.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



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