

**FORM OF PROXY**

I/We (name in full) .....

of.....

hereby appoint the Chairman of the Meeting or .....(delete as appropriate) as my/our proxy to attend, to speak and to vote in respect of the shares registered in my/our name(s) at the Annual General Meeting of Mediwatch PLC to be held at Swift House, Cosford Lane, Swift Valley Industrial Estate, Rugby, CV21 1QN on 23rd April 2010 and at any adjournment thereof and, in relation to the resolutions referred to below, to vote as directed.

The Chairman of the Meeting will act as your proxy if no other name is inserted.

The full text of the resolutions is set out in the Notice of Annual General Meeting on page 54 of the Annual Report and Accounts.

Ordinary Resolutions	FOR	AGAINST	ABSTAIN (Vote Witheld)
1 To receive the reports of the directors and the auditors and the financial statements for the 12 months ended 31 October 2009			
2 To reappoint RSM Tenon Audit Limited as auditors of the Company			
3 To authorise the directors to determine the remuneration of the auditors of the Company			
4 To re-elect Charles Cattaneo as a director of the Company			
5 To authorise the directors to allot relevant securities			
<b>Special Resolutions</b>			
6 To disapply the pre-emption rights contained in Section 561(1) of the Companies Act 2006			
7 To adopt the new Articles of Association			

Please indicate with an "X" how you wish your vote to be cast. If you do not indicate how you wish your Proxy to use your vote on any particular matter the Proxy will exercise discretion as to how to vote or whether to abstain from voting.

Signature(s) or Common Seal: .....

.....

Dated: .....

**Mediwatch UK Ltd and Mediwatch Pathology Ltd**  
 Swift House, Cosford Lane, Rugby, CV21 1QN  
 Tel: +44 (0) 1788 547888 Fax: +44 (0) 1788 536434

**Mediwatch Biomedical Ltd**  
 Colworth House, Sharnbrook, Bedfordshire, MK44 1LQ  
 Tel: +44 (0) 1234 782081 Fax: +44 (0) 1234 783187

**Mediwatch USA Inc**  
 1501 Northpoint Parkway, Suite 103, WPB, FL 3307  
 Tel: (561) 471-2611 Fax: (561) 471-8939

Website: [www.mediwatch.com](http://www.mediwatch.com) Email: [info@mediwatch.com](mailto:info@mediwatch.com)

**Notes on completion:**

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 meeting and voting in person. If you have appointed a proxy and attend the 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 meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space provided. If you sign and return this proxy form with no name inserted in the space, the Chairman of the 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 meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
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. If you wish to appoint more than one proxy please contact Share Registrars Limited on 01252 821390
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. 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.
6. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.
7. To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to Company's registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL [or by fax to 01252 719232]; and
  - received by the Company no later than 21 April 2010 at 11 a.m.
8. 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.
9. 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.
10. 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).
11. 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.
12. Any alterations to this form should be initialled.

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