

**3D DIAGNOSTIC IMAGING PLC
EXTRAORDINARY GENERAL MEETING**

18 OCTOBER 2011

FORM OF PROXY

To: 3D DIAGNOSTIC IMAGING PLC

I/We [.....] (INSERT FULL NAME) of [.....] (INSERT ADDRESS) being (a) member/members of 3D Diagnostic Imaging plc (the “**Company**”), hereby appoint as my/our proxy, to attend and vote on my/our behalf at the extraordinary general meeting of the Company to be held at the offices of the Company’s solicitors Marriott Harrison, Staple Court, 11 Staple Inn Buildings, London WC1V 7QH at 12.00 noon on 18 October 2011 to consider the following resolutions and at any adjournment thereof (the “**EGM**”), the duly appointed Chairman of the EGM or (*see Note 1*):

My/our proxy is to vote as indicated by an “X” below in respect of the resolution set out in the notice of the EGM. If no specific direction to voting is given, the proxy will vote or abstain at his discretion.

Please tick here if this proxy appointment is one of multiple appointments being made

If this proxy appointment is one of multiple appointments being made, please state the number of shares in relation to which they are authorised to act (*see Note 3*):

.....shares

| RESOLUTIONS | FOR | AGAINST | ABSTAIN |
|--|-----|---------|---------|
| Resolution 1 – Ordinary Resolution To amend the Articles of Association to allow management and control of the Company to emanate from the UK, and to reduce the notice period required to convene all general meetings of the Company to 14 clear days. | | | |
| Resolution 2 – Special Resolution To disapply pre-emption rights in respect of the Company’s Articles. | | | |
| Resolution 3 – Ordinary Resolution To approve the waiver granted by the Takeover Panel. | | | |

Signature(s) or Common Seal Date

PLEASE USE REPLY ENVELOPE ENCLOSED

Notes:

1. A proxy need not be a member of the Company. Completion and return of this form of proxy does not preclude a member from subsequently attending and voting at the meeting. If you wish to appoint a proxy other than the Chairman of the EGM, please cross out the words “the Chairman of the EGM or” and write the full name and address of your proxy in the space provided. The change should be initialled.
2. If you do not indicate how you wish your proxy to vote on the specified resolution or on any matters (including any amendments to the resolutions), the proxy will exercise his/her discretion as to how he/she votes and as to whether or not he/she abstains from voting. A “vote withheld” is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against the resolution.
3. 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 of proxy must be signed and should be returned together in the same envelope.
4. This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. In the case of a corporation this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing.
5. To be valid, this form and any power of attorney or other authority (if any) under which it is executed (or a notarially certified copy of any such power or authority), must be returned by one of the following methods: by post, to Computershare Investor Services Plc, The Pavilions, Bridgewater Road, Bristol BS99 6ZY or, in the case of CREST members, by using the CREST electronic proxy appointment service, not less than 48 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, but in any event so as to arrive not later than 12.00 noon (London time) on 16 October 2011.
6. Entitlement to attend and vote at the meeting or any adjournment thereof and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company as at 12.00 noon on the date which is two days before the date of the meeting or adjourned meeting (as the case may be). This time has been specified pursuant to regulation 22 of the Uncertificated Securities Regulations 2006 to which the Articles are subject. In each case, changes to the register of members of the Company after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
7. Except as provided above, members who wish to communicate with the Company in relation to the meeting should do so by post to the Company’s registered office at 34 North Quay, Douglas, Isle of Man IM1 4LB. No other methods of communication will be accepted.