

# FORM OF PROXY

I/We whose name(s) and address(es) is/are shown below (in block capitals please) being (a) member(s) of Surgical Innovations Group plc hereby appoint the Chairman of the Meeting

or .....(IN BLOCK CAPITALS PLEASE)<sup>1</sup>

as my/our proxy to vote in my/our name(s) at the Annual General Meeting of the Company to be held at the Weetwood Hall Hotel and Conference Centre, Otley Road, Far Headingley, Leeds LS16 5PS at 1 p.m. on Monday 25 June 2007 and at any adjournment thereof.

In the event of a poll, the proxy is instructed to vote as indicated below in respect of the resolutions to be put to the Meeting. Please indicate how you wish your proxy to vote by placing a tick in the appropriate boxes below. If no indication is given the proxy will vote or abstain from voting as he thinks fit.

	For	Against	Discretionary	Abstain
1. To receive and adopt the audited accounts for the twelve months ended 31 December 2006 and the Reports of the Directors and auditors thereon.				
2. To re-elect Mr D B Liversidge CBE as a Director who retires by rotation in accordance with the Articles of Association of the Company and, being eligible, offers himself for re-election.				
3. To re-elect Mr S S Moran as a Director who retires by rotation in accordance with the Articles of Association of the Company and, being eligible, offers himself for re-election.				
4. To re-appoint Grant Thornton UK LLP as auditor of the Company and to authorise the Directors to determine its remuneration.				
5. To approve the Report on Remuneration.				

Signature ..... Date .....

Name .....

Address .....

## Notes

1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, delete the reference to the Chairman and the name(s) and address(es) of the other person(s) (who need not be (a) Member(s) of the Company) should be inserted in block letters in the appropriate place. Any alteration or deletion must be initialled.
2. The proxy will act as he thinks fit in relation to any other business arising at the Meeting (including any resolution to amend the resolution or adjourn the Meeting).
3. This form of proxy must be signed by the member or his attorney. Where the member is a corporation this form must be under its common seal or signed by its officer, attorney or other person duly authorised.
4. In the case of joint holders, the vote of the senior holder tendering a vote will be accepted to the exclusion of the votes of the other joint holders. Seniority depends on the order in which the names appear on the Register of Members.
5. Use of this form of proxy does not preclude a Member from attending the Meeting and voting in person.
6. To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority certified notarially or in some other way approved by the Board must be lodged at the Company's registrars, Capita Registrars, Proxy Processing Centre, Telford Road, Bicester OX26 4LD or delivered by hand to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 48 hours before the time fixed for the Meeting or the adjourned Meeting at which the proxy is to vote.
7. The Company specifies, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, that only those shareholders registered in the Register of Members of the Company 48 hours before the time for which the Meeting is called shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the Register after that time will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

Business Reply  
Licence Number  
RRHB-RSXJ-GKCY

third fold and tuck in



Capita Registrars  
Proxy Processing Centre  
Telford Road  
Bicester  
OX26 4LD

second fold

first fold

