

**SABIEN TECHNOLOGY GROUP PLC**  
(Registered in England and Wales No 5568060)

**FORM OF PROXY**

**For use at the annual general meeting to be held at 10.00 a.m. on Wednesday 12 November 2008  
at The Reform Club, 104 Pall Mall, London SW1Y 5EW**

I/We (Block Capitals please).....

Please enter below the number of shares for which you are acting as proxy

of .....  
being (a) holder(s) of ordinary shares of 5p each in Sabien Technology Group PLC  
(the "Company"), hereby appoint the Chairman of the meeting or (see note (1))

.....  
As my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at 10.00 a.m. on Wednesday 12 November 2008 and at any adjournment of that meeting. I/We direct the proxy to vote on the resolutions as follows (see notes (1) and (2)):

**Ordinary resolutions**

	For	Against	Abstain/ Withhold vote
1. <b>TO</b> receive the accounts of the Company for the year ended 30 June 2008, and the reports of the directors and auditors thereon.			
2. <b>TO</b> re-appoint Kingston Smith LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the Directors to determine their remuneration.			
3. <b>TO</b> re-appoint as a Director Mr Orchard who is retiring by rotation in accordance with Article 89 of the Company's Articles of Association and who, being eligible, is offering himself for re-appointment.			
<b>Special resolution</b>			
4. <b>THAT</b> with immediate effect, the articles of association produced to the meeting and signed by the Chairman of the meeting, be adopted in substitution for and to the exclusion of the existing articles of association of the Company.			

Please indicate how you wish to vote with a tick in the appropriate box. If no indication is given, your proxy will be deemed to have the authority to vote or abstain at his/her discretion.

Please tick box if this is one of multiple instructions

Signed:..... Dated:.....2008

*Notes:*

- 1. A member entitled to attend and vote at the Annual General Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of him. The proxy need not be a member of the Company but must attend the Annual General Meeting to represent you. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars or you may photocopy this form. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided 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*
- 2. 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 change should be initialled.*
- 3. Please indicate with an "X" how you wish to vote. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may*

*also vote or abstain from voting as he/she thinks fit on any other matter (including amendments to resolutions) which may properly come before the meeting.*

- 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 must be given under its common seal or signed on its behalf by a duly authorised officer or an attorney. In the case of joint holders the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.*
- 5. To be effective, the instrument appointing a proxy and any authority under which it is executed (or a notarially certified copy of such authority) must be deposited at the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Kent BR3 4TU no later than 10.00 a.m. on Monday 10 November 2008.*
- 6. Deposit of a completed form of proxy will not preclude a member from being present and voting at the meeting or adjourned meeting and voting in person if he or she attends.*
- 7. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the relevant register of members of the Company at 10 a.m. on 10 November 2008 shall be entitled to attend and vote at the Extraordinary 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 10 a.m. on 10 November 2008 shall be disregarded in determining the right of any person to attend or vote at the Meeting.*
- 8. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.*
- 9. Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. Issuer Agent ID RA10.*
- 10. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy nomination rights (a "**Nominated Person**") you may, under an agreement between you and the member of the Company who has nominated you, have a right to be appointed (or have someone else appointed) as a proxy for the Meeting. If you do not have such a proxy appointment right, or you do but do not wish to exercise it, you may have a right to give instructions to the Member who has appointed you as to the exercise of voting rights.*
- 11. If you are a Nominated Person, the statement of the rights of members in relation to notes 1, 2, 5, 6, 7, 8 and 9 above do not apply. The rights described in these paragraphs can only be exercised by a registered member of the Company.*