

**FORM OF PROXY**

**ROCK SOLID IMAGES plc  
(the "Company")**

**ANNUAL GENERAL MEETING**

**To be held at the offices of Fox Davies Capital Ltd, 1 Tudor Street, London, EC4Y 0AH on Friday 24 February 2012 at 11.00 a.m.**

I/We (block capitals) ..... of  
.....

being (a) holder(s) of ordinary shares of 1p each in the Company, hereby appoint the Chairman of the Meeting (see Note 1) or

.....  
as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at the offices of Fox Davies Capital Ltd, 1 Tudor Street, London, EC4Y 0AH on Friday 24 February 2012 at 11.00 a.m. or at any adjournment thereof. I/We direct my/our proxy to vote as indicated by an X in the appropriate columns.

	<b>RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>VOTE WITHHELD</b>
	<b>Ordinary Resolutions</b>			
1.	That the financial statements for the year ended 31 August 2011 and the reports of the directors and auditors thereon be received and considered.			
2.	That BDO LLP be re-appointed as auditors to the Company and that the directors be authorised to fix their remuneration.			
3.	That Mr. Keith Geddes Lough, who retires by rotation pursuant to article 90 of the Company's articles of association, be re-appointed as a director of the Company.			
4.	That Mr. Robert Ian Auckland, who retires pursuant to article 90 of the Company's articles of association, be re-appointed as a director of the Company.			
5.	That the directors be authorised to allot shares, to a maximum nominal amount of £158,053 for the purposes of section 551 of the Companies Act 2006.			
	<b>Special Resolution</b>			
6.	That the directors be authorised to allot equity securities pursuant to section 570 of the Companies Act 2006.			

Signature.....

Date: 27 January 2012

## NOTES

1. A member of the Company entitled to attend and vote at the meeting may appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a member of the Company. 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" on the Form of Proxy and write the full name and address of your proxy on the dotted line.
3. To be valid, proxies appointed other than via the CREST system, must be received at the office of the Company's Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by no later than 11.00 a.m. on Wednesday 22 February 2012. Deposit of the form of proxy will not prevent a shareholder attending the meeting and voting in person.
4. If someone else signs the proxy on your behalf, you or that person must send the power of attorney or other written authority under which it is signed (or a notary certified copy of such power of authority) to the Company's Registrars together with the form of proxy.
5. 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 on any other matter (including amendments to resolutions) which may properly come before the meeting.
6. 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.
7. 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.
8. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RO10 by 11.00 a.m. on Wednesday 22 February 2012. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. Attendees should keep and bring with them the accompanying dual-purpose Admission Card/Form of Proxy. It will authenticate their right to attend, speak and vote and will speed admission.
10. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered in the Company's register of members no later than 11.00 a.m. on Wednesday 22 February 2012 or, if the meeting is adjourned, members entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the meeting.