

NOTICE OF AVAILABILITY

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at <http://www.sigroupplc.com/>

NOTES TO THE FORM OF PROXY

- 1 If you wish to appoint some other person as your proxy please insert his/her name, initial and strike out the words 'the Chairman of the Meeting'. A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered, the return of this form, duly signed, will authorise the Chairman of the meeting to act as your proxy.
- 2 Please indicate with an X in the appropriate box how you wish your vote to be cast. Unless otherwise instructed the proxy will exercise his/her discretion as to whether, and if so how he/she will vote. Unless instructed otherwise, the proxy may also vote or abstain from voting as he or she thinks fit on any other business which may properly come before the meeting (including amendments to resolutions). You may appoint more than one proxy provided each proxy is appointed to exercise rights attaching to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please contact the Registrars of the Company as detailed in note 4 below.
- 3 This Form of Proxy must, in the case of an individual, be signed by the appointor or his/her attorney or, in the case of a corporation, be given under its common seal or signed on its behalf by an attorney or a duly authorised officer or, if it is subject to the Companies Act 2006 (as amended), in accordance with Section 44 thereof.
- 4 To be valid this Form of Proxy and any power of attorney or other authority under which it is executed (or a duly notarised copy thereof) must be lodged with the Registrars of the Company, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not later than 3:00 p.m. on 22 June 2018 or not less than 48 hours (excluding non-working days) before the time appointed for the adjourned meeting at which it is to be used.
- 5 In the case of joint holders of a share the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the statutory register of members in respect of the share.
- 6 Any alteration in this Form of Proxy must be initialled by the person in whose hand it is signed or executed.
- 7 As permitted by regulation 41 of the Uncertificated Securities Regulations 2001 as amended, only those persons whose names are entered on the register of the Company at 6:00 p.m. on 22 June 2018 shall be entitled to attend and to vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the Annual General Meeting.
- 8 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 is not counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

Surgical Innovations Group plc

(Incorporated and Registered in England under the Companies Act 1985 - No. 02298163)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

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or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 26 June 2018 at the offices of WH Ireland, 24 Martin Lane, London, EC4R 0DR at 3:00 p.m. and at any adjournment thereof.

Resolutions (*Special Resolution)

- | | FOR | AGAINST | WTHHELD | | FOR | AGAINST | WTHHELD |
|---|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| 1 That the report of the directors and the accounts for the year ended 31 December 2017, together with the report of the auditors and the strategic report be and are hereby received and adopted | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8 That the directors are authorised to allot shares in the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 That BDO LLP be and hereby is re-appointed as the Company's auditors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9* To disapply pre-emption rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 That the directors be and they hereby are authorised to fix the remuneration of the auditors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 4 That Adam Power be re-elected as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 5 That David Marsh be re-elected as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 6 That Paul Hardy be re-elected as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 7 That Alistair Taylor be re-elected as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |

If you are planning to attend the Annual General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:
Signed: _____

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote: _____

Date:

D	-	M	-	Y
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NEVILLE
REGISTRARS

Surgical Innovations Group plc

Attendance Card

The Annual General Meeting will start at 3:00 p.m. and is being held on 26 June 2018 at the offices of WH Ireland, 24 Martin Lane, London, EC4R 0DR.

If you plan to attend the Annual General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the Annual General Meeting.

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Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

NEVILLE
REGISTRARS



Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



Neville Registrars Limited
Neville House
18 Laurel Lane
Halesowen
B63 3DA