

Monitise plc

Proxy Form

Please read this Proxy Form and the notes below before completing this form.

I/We
of
hereby appoint:

- the Chairman of the Meeting orin respect of all of my shares;
-in respect ofshares; and
-in respect ofshares; and
-in respect ofshares; and
-in respect ofshares

as my proxy/ies to attend and speak* and vote* on my behalf at the General Meeting of Monitise plc to be held on 25 March 2010 and at any adjournment of it.

Please indicate with an "X" in the appropriate boxes how you wish the proxy or proxies to vote or if you wish them to abstain from voting.

If you appoint multiple proxies and wish to give them separate instructions to vote or abstain from voting, please indicate how you wish each proxy to vote or abstain from voting by writing in each appropriate box the name of the proxy and the number of shares to be voted or withheld from voting by him or her.

	For	Against	Vote Withheld
Ordinary resolution			
1. To amend the rules of the Monitise Performance Share Plan (the "PSP") to permit retention focussed awards to be made under the PSP.			
2. To amend the rules of the PSP, the Monitise Deferred Annual Bonus Plan ("DABP"), the Monitise Unapproved Share Option Plan ("USOP") and the Monitise Approved Share Option Plan ("ASOP") so that all subsisting and future awards and options granted under those plans (other than subsisting ASOP options) will vest in full in the event of a change of control of the Company which is not an internal reorganisation.			
3. To amend the terms of all awards granted under the PSP and the DABP in 2007 so that they vest in full and become immediately exercisable following the passing of this resolution and the net number of shares be retained for a period of 24 months.			

Signed Date

The proxy or proxies are to vote as instructed in respect of the resolutions specified above.

In the absence of instructions the proxy or proxies may vote or abstain from voting the shares with respect to which he or she has been appointed as he or she thinks fit on both:

- the resolutions specified above; and
- unless instructed otherwise, on any other business (including amendments to resolutions) which may come before the Meeting.

The "vote withheld" option is to allow you to instruct your proxy or proxies to abstain from voting on the specified resolutions. Please note that an abstention has no legal effect and will not be counted in the votes "For" or "Against" a resolution.

Any alterations to this Proxy Form should be initialled.

If you complete and return the Proxy Form this will not prevent you from attending in person and voting at the Meeting should you subsequently decide to do so.

To be valid this form of proxy together with the power of attorney or other written authority under which it is signed (or a notarially certified copy of such power or written authority) must be lodged with the Company's Registrars, Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL by no later than 10am on 23 March 2010 or not less than 48 hours before the time to which the Meeting is adjourned.

Instructions

- If you intend to come to the General Meeting please complete and return the **Attendance Card** and bring the **Admission Card** with you to the Meeting.
- **If you cannot attend the General Meeting**, you are entitled to appoint a proxy to exercise all or any of your rights to **attend** and to **speak** and **vote** on your behalf at the Meeting. If you want to appoint a proxy please complete, sign and return the Proxy Form above after carefully reading the Proxy Form and the instructions below.
- You can appoint the Chairman of the Meeting or anyone else to be your proxy at the General Meeting. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
 - To appoint the **Chairman** as your **sole proxy** in respect of all of your shares insert your name at the top of the form and fill in any voting instructions and sign and date the Proxy Form, but leave all other proxy appointment details blank.
 - To appoint a **single proxy** in respect of all your shares **other than** the Chairman, cross out only the words "the Chairman of the Meeting" and insert the name of your proxy (who need not be a member of the Company). Then complete the rest of the Proxy Form, but leave all other proxy appointment details blank.
 - To appoint **more than one** proxy:
 - cross out the words "the Chairman of the Meeting/.....in respect of all of my shares";
 - fill in the names of each of your proxies in the blanks provided. If you wish to appoint the Chairman as one of your multiple proxies you can just write "the Chairman of the Meeting"; and
 - make sure that for each proxy appointed in this way you fill in, alongside the proxy's details, the number of shares in respect of which each proxy is appointed.
- The Proxy Form gives your proxy or proxies full rights to attend, speak and vote. If you wish to restrict the rights of your proxies please cross out either or both of the words "speak" or "vote" as you feel appropriate where indicated by an asterisk.
- If the Proxy Form is signed by someone else on your behalf, their authority to sign must be returned with the Proxy Form. In the case of a joint holding, any holder may sign. If the shareholder is a corporation, the form must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- To be entitled to vote at the Meeting (and for the purpose of determining the number of votes you may cast), you must be entered on the Company's register of members at 6 pm on 23 March 2010 or, if the Meeting is adjourned, you must be entered on the register by 6 pm on the day which is two days before the date fixed for the adjourned Meeting.
- Full details of the resolutions to be proposed at the General Meeting are set out in the Notice of General Meeting.

Third Fold and Tuck in

Response Service
Licence No.
SEA 10846



Equiniti
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6ZL

First Fold

Second Fold