Proxy Form

Altium Limited ACN 009 568 772

☒ Mark this box with an ✗ if you have made any changes to your address details (see reverse)

Completed Proxy Form should be sent to; **Computershare Investor Services Pty Limited, GPO Box 4195, Sydney NSW 2001, Australia**; or faxed to **+61 3 9473 2118**

Cut-off time: 9.00am Monday 9 October 2006
Enquiries (within Aus): 1300 855 080 (outside Aus): +61 3 9415 4000

Appointment of Proxy

I/We, being a member/s of Altium Limited and entitled to attend and vote, hereby appoint

☒ The Chairman of the Meeting (mark with ✗); OR ☐ Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Altium Limited to be held at the Westin Hotel, Meeting Room III, Heritage Conference Centre, No 1 Martin Place, Sydney NSW 2000, at 3.30pm on Tuesday 10 October 2006 and at any adjournment of that Meeting.

Voting Directions to Your Proxy – please mark ✗ to indicate your directions

RESOLUTION	For	Against	Abstain*
1. To receive the Financials for year ended 30 June 2006	☐	☐	☐
2. To receive the Remuneration Report for year ended 30 June 2006	☐	☐	☐
3. To re-elect Nicholas M Martin, as a Director of the Company	☐	☐	☐
4. To re-elect William A Bartee, as a Director of the Company	☐	☐	☐
5. To re-elect Carl J Rooke, as a Director of the Company	☐	☐	☐
6. To renew the Proportional Takeover Resolution	☐	☐	☐

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE – This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

		/ /2006
Contact Name	Contact Daytime Telephone	Date

How to complete the Proxy Form

1. Your name and address

   This is your name and address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note that you cannot change ownership of your securities using this form**.

2. Appointment of a proxy

   If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company.

3. Votes on items of business

   You may direct your proxy how to vote by placing a mark in one of the three boxes beside each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4. Appointment of a second proxy

   You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

   To appoint a second proxy you must:

   (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

   (b) return both forms together in the same envelope.

5. Signing instructions

   You must sign this form as follows in the spaces provided:

   Individual: Where the holding is in one name, the holder must sign.

   Joint holding: Where the holding is in more than one name, all of the security holders should sign.

   Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it. If this form is signed under Power of Attorney, the Attorney hereby states that no notice of revocation of the Power of Attorney has been received.

   Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to Section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary or by a duly authorised officer of the company. Please indicate the office held by signing in the appropriate place. If the Proxy Form is signed by a duly authorised officer, evidence of the authority must be provided with the Proxy Form unless it has previously been noted by the Company's Share Registry.

   If a representative of the corporation is to attend the meeting the appropriate 'Certificate of Appointment of Corporate Representative' should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

6. Lodgement of a proxy

   This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 9am (AEST), Monday 9 October 2006. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

   Documents may be lodged by posting, delivery or facsimile to Altium Limited's share registry at the following address:

   Computershare Investor Services Pty Limited
   GPO Box 4195
   Sydney NSW 2001 Australia
   Facsimile (+61) 3 9473 2118

   or delivered to:

   Altium Limited
   Level 3,
   12a Rodborough Road
   Frenchs Forest NSW 2086
   Australia