

OPTOS PLC (the "Company")

FORM OF PROXY – ANNUAL GENERAL MEETING 2011

For use at the Annual General Meeting of the Company to be held at the offices of Maclay Murray & Spens LLP, Quatermile One, 15 Lauriston Place, Edinburgh, Scotland EH3 9EP United Kingdom at 11h00 GMT on 23 February 2011 or at any adjournment thereof.

(BLOCK CAPITALS PLEASE)

I/We of being (a) shareholder(s) of the Company entitled to vote at the Annual General Meeting of the Company hereby appoint the Chairman of the Annual General Meeting or (see Note 1 below)

to act as my/our proxy and to attend, vote as directed (or in the event that no direction is given to vote at his/her discretion) and speak on my/our behalf at the Annual General Meeting of the Company to be held at the offices of Maclay Murray & Spens LLP, Quatermile One, 15 Lauriston Place, Edinburgh, Scotland EH3 9EP United Kingdom at 11h00 GMT on 23 February 2011 or at any adjournment thereof.

Please indicate here with an "X" if this Form of Proxy is one of multiple instructions being given (see Note 2 below)

In the event of a poll I/we direct my/our proxy to vote on the resolutions set out in the Notice of Annual General Meeting as follows (for each resolution, mark "X" in the appropriate box below):

| ORDINARY RESOLUTIONS | FOR | AGAINST | WITHHELD <small>(see Note 7 below)</small> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|-----------------------------------------------|
| 1. To receive and adopt the annual accounts of the Company for the financial year ended 30 September 2010 together with the Directors' and Auditors Reports thereon. | | | |
| 2. To approve the Directors' Remuneration Report for the financial year ended 30 September 2010. | | | |
| 3. To re-appoint Ernst & Young LLP as Auditors of the Company. | | | |
| 4. To authorise the Directors of the Company to determine the remuneration of the Auditors. | | | |
| 5. To elect Peter Herbert KEHOE as a Director of the Company. | | | |
| 6. To re-elect Barry Michael ROSE as a Director of the Company. | | | |
| 7. To approve and adopt the Optos plc Deferred Bonus Plan. | | | |
| 8. To approve the Trust Deed to establish the Optos plc Employee Benefit Trust and to authorise the establishment thereof. | | | |
| 9. To authorise the Directors of the Company to allot shares and to grant rights to subscribe for shares in the Company. | | | |

| SPECIAL RESOLUTIONS | FOR | AGAINST | WITHHELD <small>(see Note 7 below)</small> |
|-------------------------------------------------------------------------------------------------------------------------------------|-----|---------|-----------------------------------------------|
| 10. To authorise the Directors of the Company to disapply pre-emption rights. | | | |
| 11. To authorise the Company to make market purchases of its ordinary shares. | | | |
| 12. To allow the Company to hold general meetings, other than Annual General Meetings, on not less than fourteen (14) days' notice. | | | |

Please return this Form of Proxy, duly completed and signed, to Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6ZR so as to be received not later than 48 hours before the time fixed for holding the Annual General Meeting (or adjourned meeting).

Dated..... 2011 Signed
(see Note 3 below) or Common Seal (see Note 4 below)

Notes

- A shareholder of the Company, entitled to attend and vote at the Annual General Meeting, may appoint one or more proxies to attend, vote and speak on his/her behalf. A shareholder has the right to strike out the words "the Chairman of the Annual General Meeting or" and to insert, in block capitals, the full name of a person of his/her own choice in the space provided to act as his/her proxy, initialling the alteration. A proxy need not be a shareholder of the Company but must attend the AGM to represent the shareholder. If a shareholder wishes a proxy to speak on his/her behalf at the Annual General Meeting he/she will need to appoint his/her own choice of proxy (not the Chairman of the Annual General Meeting) and give his/her instructions directly to them. The completion and return of the Form of Proxy will not preclude a shareholder from attending the Annual General Meeting, or any adjournment thereof, and voting in person if they so wish. If a shareholder has appointed a proxy and attends the Annual General Meeting in person, the appointment of their proxy will automatically be terminated.
- A shareholder may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A shareholder may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the helpline of the Company's Registrars, Equiniti Limited on 0871 384 2755. Calls to this number are charged at £0.10 per minute (inclusive of VAT) from a BT landline. Lines are open Monday to Friday from 08h30-17h30 GMT. Other telephone provider costs may vary. Please dial +44 121 415 7047 if you are calling from outside the UK. Call costs will vary. You may also copy this Form of Proxy. Please indicate next to the proxy holder's name the number of ordinary shares in relation to which they are authorised to act as your proxy. If no number of ordinary shares is entered, the proxy will be authorised to act on your behalf in relation to your entire shareholding in the Company. The total number of ordinary shares entered on all the Forms of Proxy you submit must not exceed the number of ordinary shares you hold in the Company. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.
- In the case of joint holders, the signature of any one of them on the Form of Proxy will suffice, but the names of all should be shown. If more than one of the joint holders is present at the Annual General Meeting, whether in person or by proxy, that one of the joint holders whose name stands first in the Register of Members of the Company shall alone be entitled to vote.
- In the case of a corporation, the Form of Proxy must be given under its Common Seal or under the hand of a duly authorised officer or attorney.
- To be valid, the Form of Proxy, duly completed and signed, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority) must be received by the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6ZR, not later than 48 hours before the time fixed for holding the Annual General Meeting, or any adjournment thereof.
- Any alterations made to the Form of Proxy must be initialled.
- The vote withheld option is provided to enable you to instruct your proxy not to vote on any particular resolution. It should be noted, however, that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution. If no voting indication is given, a proxy may vote or abstain from voting at his/her discretion.