

# OPTOS PLC (the "Company")

## FORM OF PROXY – ANNUAL GENERAL MEETING 2012

This Form of Proxy is for use at the Annual General Meeting of the Company to be held at the offices of Maclay Murray & Spens LLP, One London Wall, London EC2Y 5AB at 11h00 GMT on 21 February 2012 (the "AGM") or at any adjournment thereof.

### (BLOCK CAPITALS PLEASE)

I/We ..... of .....  
 ..... being (a) shareholder(s) of the Company entitled to vote at the AGM hereby  
 appoint the Chairman of the AGM 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 AGM 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)

I/we direct my/our proxy to vote on the Resolutions set out in the notice convening the AGM 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 2011 together with the Directors' and Auditors' Reports thereon			
2. To approve the Directors' Remuneration Report for the financial year ended 30 September 2011			
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 <b>John</b> Geoffrey <b>Goddard</b> as a Director of the Company			
6. To elect <b>David</b> Ian <b>Wilson</b> as a Director of the Company			
7. To re-elect Gordon <b>Roy</b> <b>Davis</b> as a Director of the Company			
8. To approve and adopt the Optos plc Employee Stock Purchase Plan			
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 14 days' notice			

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

Dated ..... 2012 Signed .....  
(see Note 3 below) or Common Seal (see Note 4 below)

### Notes

- A shareholder of the Company, entitled to attend, vote and speak at the AGM, 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 AGM 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 AGM he/she will need to appoint his/her own choice of proxy (not the Chairman of the AGM) 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 AGM, or any adjournment thereof, and voting in person if they so wish. If a shareholder has appointed a proxy and attends the AGM 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 cost 8p per minute from a BT landline, other providers' costs may vary. Lines open 8.30am to 5.30pm, Monday to Friday. 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 AGM, 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 6DA, not later than 48 hours before the time fixed for holding the AGM, 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.