

# OPTOS PLC (the "COMPANY")

## FORM OF PROXY - ANNUAL GENERAL MEETING 2010

For use at the Annual General Meeting of the Company to be held at **Goldman Sachs International, Peterborough Court, Room 10A, 133 Fleet Street, London EC4A 2BB United Kingdom** at 11h00 GMT on 25 February 2010 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 Meeting or (see Note 1 below)

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

to act as my/our proxy and to vote as directed (or in the event that no direction is given to vote at his or her discretion) on my/our behalf at the Annual General Meeting of the Company to be held at **Goldman Sachs International, Peterborough Court, Room 10A, 133 Fleet Street, London EC4A 2BB United Kingdom** at 11h00 GMT on 25 February 2010 or at any adjournment thereof.

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):

	FOR	AGAINST	WITHHELD (see Note 7 below)
<b>ORDINARY RESOLUTIONS</b>			
1. To receive and adopt the Directors' Report and the annual accounts of the Company for the financial year ended 30 September 2009 together with the report of the Company's Auditors thereon.			
2. To approve the Directors' Remuneration Report for the financial year ended 30 September 2009.			
3. To reappoint 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 John FELLNER as a Director of the Company.			
6. To elect Christine Helen SODEN as a Director of the Company.			
7. To re-elect Anne Margaret GLOVER as a Director of the Company.			
8. To re-elect Patrick Robin David PAUL as a Director of the Company.			
9. To re-elect Rosalyn Susan WILTON as a Director of the Company.			
10. To give general authority to the Directors of the Company to allot relevant securities.			

	FOR	AGAINST	WITHHELD (see Note 7 below)
<b>SPECIAL RESOLUTIONS</b>			
11. To authorise the Directors of the Company to disapply pre-emption rights.			
12. To authorise the Company to make market purchases of its ordinary shares.			
13. To adopt new Articles of Association of the Company.			
14. 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 .....2010 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 and vote on his/her behalf. A shareholder has the right to strike out the words "the Chairman of the 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. 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 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 £0.08 per minute from a BT landline. 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. Please indicate next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms 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.