

# PHOTONSTAR LED GROUP PLC

Company No: 06133765

## Form of Proxy

PLEASE COMPLETE IN BLOCK CAPITALS

I/We<sup>(1)</sup> ..... of<sup>(2)</sup> .....

appoint<sup>(3)</sup> ..... of<sup>(4)</sup> .....

or failing him the chairman of the meeting<sup>(5)</sup> to be my/our proxy to attend on my/our behalf and, on a poll, vote in my/our name at the Annual General Meeting of the Company to be held at Unit 2, The Gateway Building, Tredegar Business Park, Tredegar NP22 3EL on 30 June 2014 at 10.30am and at any adjournment of that meeting.

I/We desire my/our proxy to vote as follows on the resolutions to be proposed at the meeting:

PLEASE TICK HERE IF THIS PROXY APPOINTMENT IS ONE OF MULTIPLE APPOINTMENTS BEING MADE

	Resolution	For (6)	Against (6)	Abstain (6)
<b>Resolution 1</b>	To receive the annual report and accounts			
<b>Resolution 2</b>	To reappoint BDO LLP as auditor of the Company			
<b>Resolution 3</b>	To authorise the directors to agree the remuneration of the auditor			
<b>Resolution 4</b>	To reappoint Dr Drew Nelson, whose biography can be found in Annex 1 of the AGM notice, as a director			
<b>Resolution 5</b>	To appoint Mr Philip Marshall, whose biography can be found in Annex 2 to the AGM notice, as a director			
<b>Resolution 6</b>	To appoint Mr Russell Banks, whose biography can be found in Annex 3 to the AGM notice, as a director			
<b>Resolution 7</b>	To allow the directors to allot shares to a maximum nominal amount equal to £3,500,000			
<b>Resolution 8</b>	To approve the directors authority to allot equity securities for cash subject to the limitation outlined			
<b>Resolution 9</b>	To approve the reduction of the capital of the Company by reducing the nominal value of each ordinary share in issue to £0.01			

In the absence of instructions the proxy may vote or abstain from voting as he thinks fit and on any other matter which may properly come before the meeting.

Date: .....2014.Signed: ..... Signature  
of shareholder or duly authorised representative

(1) Please insert name of shareholder (2) Please insert address of shareholder (3) Please insert name of desired proxy

(4) Please insert address of desired proxy (5) Please delete if inapplicable (6) Please tick appropriate box

**Notes: Entitlement to attend and vote**

- (1) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company as at 6.00pm on 26 June 2014 or, if this meeting is adjourned, no later than 48 hours before the time appointed for the adjourned meeting shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6.00pm on 26 June 2014 or, if this meeting is adjourned, less than 48 hours prior to the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at this Annual General Meeting (and in calculating such 48 hour period no account shall be taken of any part of a day that is not a working day).

**Appointment of proxies**

- (2) A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held. To appoint more than one proxy you may photocopy the proxy form. Please indicate the proxy holders' name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the appointment being invalid.
- (3) To appoint a proxy using the proxy form, the form must be:
  - completed and signed;
  - sent to Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF or delivered by hand to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
  - received by Capita Asset Services no later than 48 hours before the time of the Annual General Meeting or any adjournment thereof. In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the Company. The original of any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form
- (4) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on Monday 30<sup>th</sup> June 2014 at 10:30am and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Capita Asset Services (CREST Participant ID: RA10), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service