

PHOTONSTAR LED GROUP PLC (Company)

General Meeting

Proxy Form

Before completing this form, please read the explanatory notes below

I /We being a member of the Company appoint the Chairman of the meeting or (see note 3)

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as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held on 16th March 2018 at 10.00am and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is [properly] put before the meeting.

RESOLUTIONS	For	Against	Vote withheld
SPECIAL BUSINESS			
THAT each of the 225,158,220 existing ordinary shares of 1 pence each in the capital of the Company be subdivided into 225,158,220 ordinary shares of 0.01 pence each and 225,158,220 Non-Voting Deferred A shares of 0.99 pence each in the capital of the Company, such shares having the rights and to be subject to the restrictions set out in the articles of association of the Company as amended pursuant to resolution 2 below.			
SPECIAL BUSINESS			
THAT the articles of association of the Company be amended as follows: by the addition of a new article 4B as follows: "4B Rights attaching to the Non-Voting Deferred A Shares 4B1 Income Holders of Non-Voting Deferred A Shares are not entitled to receive any dividend or other distribution. 4B2 Capital On a return of capital on a winding up, each holder of Non-Voting Deferred A Shares is entitled to receive a sum equal to the nominal capital paid up or credited as paid up thereon but only after the aggregate sum of £30,000,000 has been paid to the holders of shares and in proportion to the number of shares held and the holders of the Non-Voting Deferred A Shares shall not be entitled to any further participation in the assets or profits of the Company. 4B3 Voting and general meetings The holders of the Non-Voting Deferred A Shares have no right to receive notice of any general meeting of the Company nor any right to attend, speak or vote at any such general meeting.			

<p>4B4 Reduction of capital</p> <p>Neither the passing by the Company of any special resolution for the cancellation of the Deferred A Shares for no consideration by means of a reduction of capital requiring the confirmation of the Court, nor the obtaining by the Company nor the making by the Court of any order confirming any such reduction of capital, nor the becoming effective of any such order shall constitute a variation, modification or abrogation of the rights attaching to the Deferred A Shares. Accordingly, the Deferred A Shares may at any time be cancelled for no consideration by means of a reduction of capital effected in accordance with the Act without sanction on the part of the holders of the Deferred A Shares.</p> <p>4B5 Certificates</p> <p>No share certificates will be issued in respect of the Non-Voting Deferred A Shares.</p> <p>4B6 Transfer</p> <p>The Non-Voting Deferred A Shares shall not be capable of transfer."</p> <p>by the inclusion in Article 2 the following definition:</p> <p>"Non-Voting Deferred A Shares - the shares in the capital of Company with a nominal value of 0.99 pence each, subject to the rights and obligations set out in these Articles."</p>			
ORDINARY BUSINESS			
<p>THAT the directors be authorised generally and unconditionally, for the purpose of section 551 of the Companies Act 2006 (the Act), to exercise all the powers of the Company to allot shares up to a maximum aggregate nominal amount equal to £55,333.34 which represents 553,333,334 ordinary shares of £0.01 each, , to such persons and on such terms as they think proper, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the anniversary of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.</p> <p>This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act.</p>			
SPECIAL BUSINESS	For	Against	Vote withheld
<p>THAT subject to the passing of the above ordinary resolution and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by the above ordinary resolution, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall:</p> <ul style="list-style-type: none"> • be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £55,333.34 , which would be 553,333,334 ordinary shares of £0.01 each; and • expire on the anniversary of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. 			
Signature	Date		

Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may not appoint more than one proxy to exercise rights attached to any one share.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To be valid, any form of proxy or other instrument appointing a proxy, must be returned by no later than 10.00am on 14th March 2018 through any one of the following methods:
 - i) by post, courier or (during normal business hours only) hand to the Company's registrar at:
Link Asset Services
PXS1
34 Beckenham Road
Beckenham
BR3 4ZF;
 - ii) electronically through the website of the Company's registrar at www.signalshares.com; or
in the case of shares held through CREST, via the CREST system
7. In the case of a member which is a company, this 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.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.