

VIALOGY PLC

PROXY FOR GENERAL MEETING

I/We the undersigned, being (a) member(s) of the Company, hereby appoint the Chairman of the meeting or
 as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at 4th Floor, Dear Bradley House, 52 Horseferry Road, London SW1P 2AF at 11.00 a.m. on 27 January 2014 and at any adjournment thereof.

	For	Against	Withheld
1. THAT the share capital of the Company be reorganised by sub-dividing each Existing Ordinary Share into one New Ordinary Share of 0.1p and one Deferred Share of 0.9p.			
2. THAT the Articles of Association of the Company be amended.			
3. THAT the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (i) in respect of the Placing Shares and the Open Offer Shares; (ii) in respect of the New Share Scheme; and (iii) up to an aggregate nominal amount equal to £863,153.00.			
4. THAT the Directors be and are hereby generally empowered to allot equity securities for cash save that such power will be limited to: a. the allotment of equity securities in connection with an offer by way of a rights issue or similar offer to shareholders of the Company; b. the allotment of the Placing Shares and the Open Offer Shares; c. the grant of rights in respect of the New Share Scheme; and d. the allotment (otherwise than pursuant to a and b above) for cash of equity securities up to an aggregate nominal amount of £517,892.00.			
5. THAT the Investing Policy be approved and adopted.			

Dated this day of 2014

Signature

Full name(s) in which shares are registered

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 PLEASE USE BLOCK LETTERS

Notes

- 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 the general meeting.
- The appointment of a proxy does not preclude you from attending the meeting and voting in person. If you appoint a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 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, delete "the Chairman of the Meeting or" and insert the name of the person you wish to appoint. Any alterations to this form must be initialled. You may appoint more than one proxy, provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. If the number of shares in respect of which the proxy is appointed is not completed it will be deemed to be completed with the number of shares registered in your name as at 6.00 p.m. on 25 January 2014.
- Please indicate with an "X" in the relevant box marked "For", "Against" or "Withheld" how you wish the proxy to vote. In the absence of any instruction the proxy will vote as he thinks fit.
- In the case of a member which is a corporation, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or a duly authorised attorney for the company.
- In the case of joint holders the vote of the first-named holder on the Register of Members (whether voting in person or by proxy) will be accepted to the exclusion of the votes of the other joint holders.
- 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.
- To appoint a proxy using this form, the form must be completed, signed and sent or delivered to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU to be received by them not less than 48 hours before the time appointed for the holding of the Meeting.

Business Reply
Licence Number
RSBH-UXKS-LRBC

PXS
34 Beckenham Road
Beckenham
BR3 4TU

