

**Attendance Card  
General Meeting**

A General Meeting of e2v technologies plc (the **Company**) will be held on 25 January 2017 at 10.15 a.m. at the offices of Investec Bank plc.

**Location of General Meeting**

Investec Bank plc,  
2 Gresham Street,  
London EC2V 7QP

**Attendance**

If you wish to attend the General Meeting, please sign this card and bring it with you for production at the registration desk to authenticate your right to attend. You will receive a poll card at the General Meeting after registering at the registration desk.

Shareholder reference number:

Signature of person attending:

**Travel Information for Meeting Venue:**

The offices of Investec Bank plc,  
2 Gresham Street, London EC2V 7QP.  
By underground: St Paul's Underground  
(access is provided by the Central  
underground line) is a short walk away.  
By rail: The closest station is City  
Thameslink (Thameslink train service).  
By bus: Buses 8, 56, 242 and 521 stop  
near to St Paul's underground, which is a  
short walk away from the meeting venue.

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**Signature** (see Notes 2 and 12 overleaf)

**Date**

I/We appoint the Chairman of the General Meeting or to be my/our proxy to exercise all or any of my/our rights to attend and to speak and vote on my/our behalf at the General Meeting of e2v technologies plc to be held at 10.15 a.m. on 25 January 2017 and at any adjournment thereof. I/We appoint my/our proxy to attend, speak and vote in the manner indicated below.

Please indicate here with an 'X' if this Form of Proxy is one of multiple instructions being given (see Note 9 overleaf).

Please indicate your vote by marking the appropriate box like this:

**Special Resolution**

To give effect to the Scheme, as set out in the notice of General Meeting, including the amendments to the Articles of Association of the Company.

**FOR**                      **AGAINST**                      **WITHHELD**

This Form of Proxy, postage for which has been prepaid, must be signed and dated before it is posted to Equiniti Limited (**Equiniti**). Alternatively, you can submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the numbers above (see Note 5 overleaf).

Please leave this box blank if you have selected the Chairman. Do not insert your name(s).

**Name of proxy**

**Number of shares proxy appointed over**

Voting ID

Task ID

Shareholder Reference No.

**FORM OF PROXY**

General Meeting of e2v technologies plc at 10.15 a.m. on 25 January 2017

**Please complete this Form of Proxy in black ink and see Notes overleaf.**

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Freepost RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU



1. Full details of the Special Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the notice of General Meeting which is set out in the circular relating to the Scheme dated 21 December 2016 (the **Scheme Document**). Before completing this Form of Proxy, please also read "Action to be Taken" set out in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy unless the context otherwise requires.
2. Only members, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. A member may appoint one or more proxies (provided that each proxy is appointed to exercise rights attached to a different e2v Share or e2v Shares), who need not be members, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out in this Form of Proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of e2v Shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a member, the full voting entitlement for that designated account). The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies) please cross out either or both of the words 'speak' or 'vote' as you feel appropriate. Any proxy appointed pursuant to this Form of Proxy will vote as indicated by this Form of Proxy on the Special Resolution. For any other business arising at the General Meeting (including any procedural motion or Special Resolution not listed in the notice of the General Meeting) the proxy appointed pursuant to this Form of Proxy will vote at his sole discretion.
3. This Form of Proxy (i) in the case of an individual, must either be signed by the appointor or his attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
4. The appointment of a proxy will not prevent a member from subsequently attending and voting at the General Meeting in person.
5. To be valid, the Form of Proxy, and any power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent to the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or (for uncertificated holders only) (b) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual, in each case, so as to arrive no later than 10.15 a.m. (London time) on 23 January 2017 or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned General Meeting. A stamp is not required if posted in Great Britain, the Channel Islands or Northern Ireland. Alternatively, members who prefer to register the appointment of their proxy electronically via the Internet can do so through the Equiniti website at [www.sharevote.co.uk](http://www.sharevote.co.uk) where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required to use this electronic proxy appointment system. A proxy appointment made electronically will not be valid if sent to any address other than that provided or if received by Equiniti after 10.15 a.m. on 23 January 2017 (or, in the case of an adjourned meeting, later than 48 hours prior to the time and date set for the adjourned meeting). Please note that any electronic communication found to contain a computer virus will not be accepted. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual is available by logging on to [www.euroclear.com](http://www.euroclear.com).
6. Please indicate with an 'X' in the boxes how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the resolution and on any other business (including amendments to the Special Resolution and any procedural business, including any resolution to adjourn), which may come before the General Meeting.
7. The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on the Special Resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes 'For' and 'Against' the Special Resolution.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company as at 6.30 p.m. (London time) on 23 January 2017 or, if the General Meeting is adjourned, 6.30 p.m. on the day which is two days before the date of such adjourned General Meeting, will be entitled to attend or vote at the General Meeting in respect of the number of e2v Shares registered in their name at that time. Changes to entries on the relevant register of members after 6.30 p.m. (London time) on 23 January 2017, or, if the General Meeting is adjourned, 6.30 p.m. on the day which is two days before the date of such adjourned General Meeting, will be disregarded in determining the rights of any person to attend or vote at the General Meeting.
9. If you wish to appoint more than one proxy in respect of your shareholding, mark the box where indicated and photocopy the Form of Proxy or contact the Company's Registrar, Equiniti, by telephone on 0371 384 2050 (from within the UK) or on +44 121 415 0259 (from outside the UK) for further Forms of Proxy. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday. Calls from outside the UK will be charged at the applicable international rate. Please note that calls may be monitored or recorded and the Registrar cannot provide advice on the merits of the Scheme, nor give any financial, tax, investment or legal advice. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of e2v Shares are sent to the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 8LU.
10. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that it does not do so in relation to the same e2v Shares.
11. If a member appoints a proxy or proxies and then decides to attend the General Meeting in person and vote on a poll using his poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the member's entire holding then all proxy votes will be disregarded. If, however, the member votes at the meeting in respect of less than the member's entire holding, and the member indicates on his polling card that all proxies are to be disregarded, that shall be the case; but if the member does not specifically revoke proxies then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the member's entire holding.
12. Any alterations to this Form of Proxy must be initialled by the person who signs it.
13. In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names appear on the register.
14. You may not use any electronic address provided either in this Form of Proxy, in the notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.