



**VISONIC LIMITED (the "Company")**

**FORM OF INSTRUCTION**

**Form of Instruction for use in connection with the General Meeting to be held at 12.00 noon (UK time) on 4 February 2010 at the offices of Hudson Sandler, 29 Cloth Fair, London EC1A 7NN, England (the "Meeting")**

Before completing this form, please read the explanatory notes below.

I/We, the undersigned, being (a) holder(s) of depository interests representing shares on a 1 for 1 basis in Visonic Limited and entitled to instruct in relation to the Meeting, hereby direct Computershare Company Nominees Limited, the Custodian to vote on my/our behalf at the Meeting, and at any adjournment thereof, as directed by an X in the spaces below.

Please insert an X in the appropriate box

**RESOLUTIONS**

**FOR**

**AGAINST**

**ABSTAIN**

**RESOLUTION 1:** to approve the cancellation of the UK Listing

**RESOLUTION 2:** (subject to Resolution 1 being approved) to approve the proposed amendments to the Articles of Association

**NAME**

.....

**ADDRESS**

.....

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.....

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**SIGNATURE**

.....

**DATE**

.....

**Notes:**

1. Please indicate, by placing "X" in the appropriate space, how you wish your votes to be cast in respect of each of the Resolutions. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.
2. In the case of joint holders, only one holder need sign. In the case of a corporation, the Form of Instruction should be signed by a duly authorised official whose capacity should be stated or by an attorney.
3. This Form of Instruction must be executed by the Depository Interest holder or his/her attorney.
4. To be valid, the Form of Instruction, duly signed and executed, together with any power of attorney (if any) or other authority under which it is signed (if any) must be deposited at the offices of the custodian Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, England (facsimile: 00 44 870 703 6109), together with any power of attorney under which it is signed (or a notarially certified copy of such power of attorney), at least **72 hours** before the time for holding the Meeting.
5. Completion and return of the Form of Instruction will not prevent you from attending and voting at the meeting.

**If you wish to attend and vote at the meeting, please inform the Custodian to enable the appropriate authority to be issued.**