



VISONIC LIMITED (the "Company")

FORM OF PROXY

Proxy for use at 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")

If you cannot attend the Meeting you may use this form to appoint a proxy to vote on your behalf. Before completing this form, please see explanatory notes.

I/We, the undersigned, being (a) member(s) of Visonic Limited and entitled to attend and vote at the Meeting, hereby appoint Mr Yaacov Kotlicki (Chairman of the Company), or failing him, the duly appointed Chairman of the Meeting or (see Note 2) as my/our proxy to attend and vote on my/our behalf at the Meeting and at any adjournment of the Meeting.

I/We would like my/our proxy to vote on the resolutions proposed at the Meeting as indicated below. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the Meeting.

Please insert an X in the appropriate box

RESOLUTIONS	FOR	AGAINST	ABSTAIN
RESOLUTION 1: to approve the cancellation of the UK Listing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 2: (subject to Resolution 1 being approved) to approve the proposed amendments to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If this form is signed and returned without any indications as to how the proxy shall vote, the proxy will exercise discretion both as to how the proxy votes and whether or not the proxy abstains from voting. The proxy will also exercise discretion relating to voting (and whether or not the proxy abstains from voting) on other business transacted at the Meeting.

NAME
.....

ADDRESS
.....

SIGNATURE
.....

.....

DATE
.....

Notes:

1. To be valid, a signed and completed Form of Proxy should be returned in hard copy by post or courier or by hand (or by fax) to the Company's Registrars, 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), not less than **48 hours** before the Meeting or any adjournment thereof. Completion of the form does not prevent you from attending and voting in person.
2. If you wish to appoint a proxy other than the Chairman of the Meeting, please delete the words "the Chairman of the Meeting" and insert, in block letters in the space provided, the name of your proxy who need not be a member of the Company.
3. This Form of Proxy must, in the case of an individual, be signed by the appointor or his attorney duly authorised in writing, or in the case of a corporation, either be under its common seal or be signed by an officer or attorney duly authorised to sign the same. In the case of joint registered holders, any joint holder may sign this Form of Proxy, but the vote of the person whose name appears first in the register of members in respect of the holding or his proxy will be accepted to the exclusion of the votes of other joint holders or their proxies.
4. Any alteration to this Form of Proxy should be initialled by you.
5. Should any other resolution be proposed at the Meeting, the proxy may vote as he or she thinks fit.