

NOTICE OF AVAILABILITY

The Notice of General Meeting and Circular to which this Proxy Form relates are available on the Company's website at www.lightwaverf.com

NOTES TO THE FORM OF PROXY

- 1 Only those members registered on the Company's register of members at 6.00 p.m. on 15 December 2016 or, if this General Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the General Meeting.
- 2 If you wish to attend the General Meeting in person, you will need to bring with you a form of formal identification which includes your photograph, such as a passport or a picture driving licence.
- 3 These notes explain how to direct your proxy to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be completed and signed; sent or delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA in accordance with the instructions thereon and received by Neville Registrars no later than 11.00 a.m. on 15 December 2016. In the case of a member which is a company, the 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. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 4 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).
- 5 You are referred to the notes to the Notice of General Meeting for further information.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

LightwaveRF Plc

(Incorporated and Registered in England and Wales under the Companies Act 1985 with Registered Number 6690180)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company, to be held on 19 December 2016 at The Birmingham Science Park Aston, Faraday Wharf, Holt Street, Birmingham B7 4BB at 11:00 a.m. and at any adjournment thereof.

Resolutions (*Special Resolutions)

- | | FOR | AGAINST | WITHHELD |
|--|--------------------------|--------------------------|--------------------------|
| 1* That the directors be and they are authorised to allot Relevant Securities in connection with the Conditional Subscription (as such terms are defined in the Circular) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2* That the directors be and they are authorised to allot Relevant Securities in connection with the Open Offer (as such terms are defined in the Circular) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 That subject to and conditional upon Admission (as that term is defined in the Circular) the directors be and they are generally and unconditionally authorised to exercise all powers of the Company to allot or grant Relevant Securities as set out in the Resolution | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4* That subject to and conditional upon Admission the directors be and they are empowered to allot equity securities of the Company wholly for cash as set out in the Resolution | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If you are planning to attend the General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:
Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

DD - MM - YY



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LightwaveRF Plc

Attendance Card

The General Meeting will start at 11:00 a.m. and is being held on 19 December 2016 at The Birmingham Science Park Aston, Faraday Wharf, Holt Street, Birmingham B7 4BB.

If you plan to attend the General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.

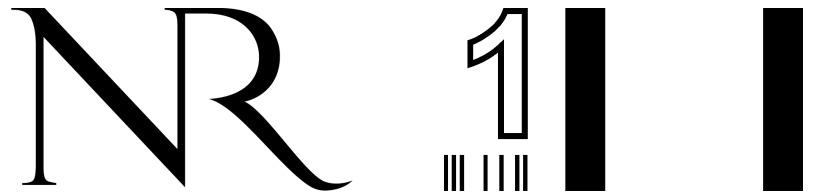
Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the General Meeting.

>12350
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

NEVILLE
REGISTRARS



Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



Neville Registrars Limited
Neville House
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