

VIALOGY PLC PROXY FOR ANNUAL 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 Annual General Meeting of the Company to be held at Seymour Pierce Limited, 20 Old Bailey, London EC4M 7EN at 10.00 a.m. on Friday, 28 October 2011 and at any adjournment thereof.

	For	Against	Withheld
1. To receive the Company's Report and Accounts for the year ended 31 March 2011.			
2. To re-elect Dr. S. Gulati, who retires by rotation, as a Director.			
3. To re-appoint BDO LLP as auditors of the Company and to authorise the Directors to determine their remuneration.			
<i>Ordinary Resolution</i>			
4. Grant of authority pursuant to Section 551 Companies Act 2006 to allot Ordinary Shares.			
<i>Special Resolution</i>			
5. Grant of authority pursuant to Section 570 Companies Act 2006 to disapply pre-emption rights.			
6. Replacement of Article 4 of the Articles of Association.			

Dated thisday of2011

Signature

Full name(s) in which shares are registered

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PLEASE USE BLOCK LETTERS

Notes:

1. 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 annual general meeting.
2. 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.
3. 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 10.00 a.m. on 26 October 2011.
4. 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.
5. 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.
6. 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.
7. 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.
8. To appoint a proxy using this form, the form must be completed, signed and sent or delivered to Capita Registrars Limited, 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