

Form of Proxy - Annual Meeting of Stockholders to be held on December 17, 2012 at 9.30 am (EST)

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:
c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom by December 15, 2012 at 9.30 am (EST) 2.30 pm (GMT).**

Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a stockholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than Nabil M. Lawandy, Chief Executive Officer of the Company, and Douglas A. Anderson, Chief Financial Officer of the Company, or any one of them, please insert the name of your chosen proxy holder in the space provided (see reverse). 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 (see reverse) the number of shares in relation to which they are authorised to act as your proxy.
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0870 707 4040 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Stockholders of the Company at close of business on November 5, 2012. Changes to entries on the Register of Stockholders after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
4. The above is how your address appears on the Register of Stockholders. If this information is incorrect please ring the Registrar's helpline on 0870 707 4040 to request a change of address form or go to www.investorcentre.co.uk/je to use the online Investor Centre service.
5. Any alterations made to this form should be initialled.
6. The completion and return of this form will not preclude a stockholder from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Jersey) Limited accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than Nabil M. Lawandy or Douglas A. Anderson.
Please leave this box blank if you want to select Nabil M. Lawandy or Douglas A. Anderson. Do not insert your own name(s).



I/We hereby appoint Nabil M. Lawandy, Chief Executive Officer of the Company, and Douglas A. Anderson, Chief Financial Officer of the Company, or any one of them OR the person indicated in the box above, each with power of substitution, as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual Meeting of Stockholders of Spectra Systems Corporation to be held at **The Westin Providence Hotel, One West Exchange Street, in Providence, Rhode Island, United States** on December 17, 2012 at **9.30 am (EST) 2.30 pm (GMT)**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Resolutions

Item 1. Election of Directors Duly Nominated:

	For	Vote Withheld
1.1 To elect BJ Penn as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
1.2 To elect Dr. Nabil M. Lawandy as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
1.3 To elect Roland Puton as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
1.4 To elect Martin Jaskel as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
1.5 To elect Jeffrey Donohue as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
1.6 To elect Donald Stanford as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
1.7 To elect Dr. Oussama Salam as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
	For	Against
Item 2. Ratification of appointment of Miller Wachman LLP as the Company's independent auditors for the fiscal year ending December 31, 2012.	<input type="checkbox"/>	<input type="checkbox"/>
	Abstain	

The shares represented by this proxy shall be voted in accordance with the instructions given by the stockholder, but if no instructions are given, this proxy will be voted FOR all of the nominees for Directors listed in Item 1, FOR approval of ratification of the appointment of the Company's auditors as specified in item 2, and, in the discretion of the proxies, with respect to any other matter that is properly brought before the Annual Meeting.

Signature

Date

DD / MM / YY

In the case of joint holders, only one holder need sign. In the case of a corporation or other entity, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

