

CYAN HOLDINGS PLC

GENERAL MEETING

FORM OF PROXY

I/We [name in full in block capital]..... of
being a member/members of Cyan Holdings plc
 hereby appoint the chairman of the meeting or (see note 1 below)

.....
 as my/our proxy to attend, to speak and to vote for me/us on my/our behalf at the general meeting of the Company
 to be held on 30 October 2009 at 10.30 a.m. and at any adjournment thereof, on the following resolutions, as
 indicated by an 'X' in the appropriate box.

Resolution	For	Against	Vote withheld
1 To increase the authorised share capital of the Company.			
2 To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006.			
3 To disapply section 561 of the Companies Act 2006.			

Dated.....2009

Signature

NOTES:

1. If it is desired to appoint another person or persons as proxy or proxies the words "the chairman of the meeting" should be deleted and the name or names of the proxy or proxies (who need not be members of the Company) inserted into the appropriate space. If such words are not deleted and a proxy or proxies is/are named on this form the chairman shall not be able to vote as proxy. Any alteration must be initialled. If more than one person is appointed to act as proxy the number of shares in respect of which each such proxy is to vote must be specified. In the absence of any specific direction a proxy shall be deemed to be entitled to vote in respect of all the shares in the relevant holding.
2. Please indicate with an 'X' how you wish to vote. Unless otherwise instructed, the proxy will vote or abstain from voting as he thinks fit.
3. To be valid, this form, together with the power of attorney or other written authority, if any, under which it is signed or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority, must be lodged at the address given in note 6 below not less than 48 hours before the time of the meeting.
4. A corporation must execute this form either under its common seal or under the hand of an officer or attorney duly authorised in writing.
5. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated and the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. A form of proxy is provided. To be effective, a form of proxy must be completed, signed and lodged at Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the meeting.
7. Deposit of a completed form of proxy will not preclude a member from attending the general meeting and voting in person.

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BUSINESS REPLY SERVICE
Licence No. MB122



**Capita Registrars
Proxies Department
PO Box 25
The Registry
34 Beckenham Road
Beckenham
Kent
BR3 4BR**

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2nd Fold