

CYAN HOLDINGS PLC
GENERAL MEETING
Form of Proxy

Before completing this form, please read the explanatory notes below

I/We name in full in block capitals of being a member/members of Cyan Holdings plc (the "Company") hereby appoint the chairman of the meeting or (see note 1 below)

as my/our proxy to attend, to speak and vote on my/our behalf at the General Meeting of the Company to be held at 2.00 p.m. on 5 January 2012 at Stanley Library, Girton College, Cambridge, CB3 0JG and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or withhold from voting at his or her discretion and I/we authorise my/our proxy to vote (or withhold from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Resolution	For	Against	Vote Withheld
1. To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006.			
2. To approval (i) the subdivision and subsequent conversion of the existing ordinary share capital (ii) the adoption of new articles of association and (iii) the entry into by the Company of a contract to repurchase the deferred shares created.			
3. To disapply section 561 of the Companies Act 2006.			

Dated2011

Signature.....

Explanatory notes to the proxy form

1. A shareholder entitled to attend and vote at the GM may appoint a proxy to attend, speak and vote instead of that shareholder. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share held by the appointing shareholder.
2. To be effective, this card and the power of attorney or other authority, if any, under which it is signed must be lodged with the Company's registrars at Capita Registrars, whose address is Capita Registrars, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 48 hours before the meeting. In the case of a corporation, this proxy must be executed under its common seal or under the hand of any officer or attorney duly authorised.
3. 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 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, the first name being the most senior.
4. If you wish to appoint as your proxy someone other than the Chairman of the Meeting, delete the words "the Chairman of the Meeting" and insert the name of your chosen proxy in the space provided in the first box. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, they will be authorised in respect of your full voting entitlement. A proxy need not be a member of the Company.
5. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Company's registrar, Capita Registrars Limited, on 0871 664 0300 (calls cost 10p per minute plus network extras) or you may copy this form, or download a copy from the Company's website www.cyantechology.com. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Multiple proxy appointments should be returned together in the same envelope.
6. Any alteration should be initialled by the person signing this proxy.
7. Please indicate with an "X" in the appropriate boxes how you wish your votes on the resolutions to be cast. Unless otherwise instructed, your proxy may vote or withhold from voting as he/she thinks fit. The "Vote Withheld" option is to enable you to withhold on any particular resolution. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or withhold from voting at his/her discretion.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the GM and any adjournment(s) of the meeting by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Capita Registrars Limited (CREST Participant ID: RA10), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. You can only appoint a proxy using the procedures set out in these notes and the notes to the Notice of General Meeting. Completion and return of the relevant proxy form enclosed herewith will not prevent a shareholder from attending and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. To have the right to attend, speak and vote (and also for the purpose of calculating how many votes a person may cast), a person must have his/her name entered on the Register of Members of the Company by no later than 6.00 p.m. on 3 January 2012 or, in the event that the meeting is adjourned, 48 hours prior to the date of the adjourned meeting. Changes to entries on the Register of Members after this time shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting.
12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.