

CYAN HOLDINGS PLC
ANNUAL GENERAL MEETING
Form of Proxy

I/We [name in full in block capitals]

of

being a shareholder/shareholders of Cyan Holdings plc (the "Company") hereby appoint the Chairman of the meeting or (see note 1 below)

..... as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 21 April 2010 at 11.00 a.m. at Emmanuel College, Cambridge CB2 3AP and at any adjournment thereof.

Please indicate with an "X" in the appropriate box below how the proxy should vote and then sign in the space provided below. If no specific direction as to voting is given, the proxy may vote or abstain at his discretion.

Resolution	For	Against
1 To receive and adopt the financial statements for the period ended 31 December 2009		
2 To re-elect Simon Smith as a director		
3 To re-appoint Deloitte LLP as auditors to the Company		
4 To authorise the Directors to allot relevant securities pursuant to section 551 of the Companies Act 2006 in the manner contained in the notice of Annual General Meeting		
5 To disapply section 561 of the Companies Act 2006 in the manner contained in the notice of Annual General Meeting		

Dated 2010

Signature

Notes

- If it is desired to appoint another person or persons as proxy the words "the Chairman of the Meeting or" should be deleted and the name of the proxy (who need not be a shareholder of the Company) inserted into the appropriate space. If such words are not deleted and a proxy is named on this form the Chairman shall not be entitled to vote as proxy. Any alteration must be initialled.
- 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 with Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the meeting.
- A corporation must execute this form either under its common seal or under the hand of an officer or attorney duly authorised in writing.
- 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, the first name being the most senior.
- Deposit of a completed form of proxy will not preclude a shareholder from attending the Annual General Meeting and voting in person if a shareholder has appointed a proxy and attends the meeting in person, his proxy appointment will automatically be terminated and votes in person will stand in its place.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), shareholders who hold shares in uncertificated form must be entered into the register at 6.00 p.m. on 19 April 2010 to be entitled to attend and vote at the Annual General Meeting or if the Annual General Meeting is adjourned, at 6.00 p.m. on the two days before the time fixed for the adjourned meeting (as the case may be). Such shareholders may only cast votes in respect of such shares held at such time. Changes to entries on the register after that time shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting or adjourned Annual General Meeting.
- A shareholder may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A shareholder may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which in aggregate should not exceed the number of shares held by you). Please also indicate 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. If you wish to appoint the Chairman as one of your multiple proxies, simply write "the Chairman of the Meeting". When two or more valid but differing proxies are delivered in respect of the same share for use at the meeting, the one which is last validly delivered (regardless of its date, its date of sending or the date of its execution) shall be treated as replacing and revoking the other(s) as regards that share and, if the Company is unable to determine which of any such two or more valid but differing appointments of proxy was so delivered in time, none of them shall be treated as valid in respect of that share. If a shareholder submits more than one valid proxy appointment the appointment received last before the latest time for the receipt of proxies will take precedence.



First Fold

Third Fold (Tuck-in)

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Capita Registrars
The Proxy Department
PO Box 25
Beckenham
Kent
BR3 4BR

Second Fold