

Cohort plc

Form of Proxy

For use at the Annual General Meeting (the AGM) of Cohort plc (the Company) to be held at Phyllis Court Club, Marlow Road, Henley-on-Thames, Oxfordshire RG9 2HT on 27 August 2009 at 3.00pm

I/We.....
(in block capitals please)

of

being a shareholder(s) of the above-named Company, appoint the Chairman of the AGM or

.....

to act as my/our proxy to vote for me/us and on my/our behalf at the AGM of the Company to be held at Phyllis Court Club, Marlow Road, Henley-on-Thames, Oxfordshire RG9 2HT on 27 August 2009 at 3.00pm and at every adjournment thereof and to vote for me/us on my/our behalf as directed below.

Please indicate with an 'X' in the spaces below how you wish you vote to be cast. If no indication is given your proxy will vote for or against the resolutions or abstain from voting as he thinks fit.

Resolutions	FOR	AGAINST	ABSTAIN	DISCRETIONARY
1. To receive and adopt the annual report and accounts				
2. To declare a final dividend for the period to 30 April 2009				
3. To re-elect Sir Robert Walmsley as a Director				
4. To re-elect Simon Walther as a Director				
5. To re-elect Andrew Thomis as a Director				
6. To re-appoint Baker Tilly as auditor				
7. To increase the authorised share capital of the Company				
8. To grant the Directors authority to allot shares				
9. To disapply statutory pre-emption rights				
10. To grant the Directors authority to purchase own shares				
11. To adopt new Articles of Association				

Please tick here if this proxy appointment is one of multiple appointments being made (See note 5 below)

Signed

Dated 2009

Notes

1. If any other proxy is preferred, strike out the words "Chairman of the AGM" and add the name and address of the proxy you wish to appoint and initial the alteration. The proxy need not be a member.
2. If the appointer is a corporation this form must be completed under its common seal or under the hand of some officer or attorney duly authorised in writing.
3. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes for or against a resolution.
4. The signature of any one of joint holders will be sufficient but the names of all the joint holders should be stated.
5. 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.
6. To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power must reach the registrars of the Company, Capita Registrars, Proxies Department, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time appointed for holding the AGM or adjournment as the case may be.
7. The completion of this form will not preclude a member from attending the AGM and voting in person.
8. Any alteration of this form must be initialled.

Business Reply
Licence Number
MB122

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Capita Registrars
Proxy Dept.
PO Box 25
Beckenham
Kent
BR3 4BR

second fold

first fold

