

CYAN HOLDINGS PLC

FORM OF PROXY

**For use at the annual general meeting to be held at Taylor Vinters LLP, Merlin Place,
Milton Road, Cambridge, CB4 0DP on 30 June 2016 at 11:00 a.m.**

Before completing this form, please read the explanatory notes opposite

I/We name in full block capitals.....of

..... being a member/members of Cyan Holdings plc (the "**Company**"), hereby appoint the chairman of the meeting OR (**see note 1 and 4**)

as my/our proxy to attend, speak and vote on my/our behalf at the annual general meeting of the Company to be held at 11.00 a.m. on 30 June 2016 at Taylor Vinters LLP, Merlin Place, Milton Road, Cambridge, CB4 0DP 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.

Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to note 1.

RESOLUTIONS <small>(Please indicate with an 'X' in the box provided how you wish to vote)</small>	For	Against	Withheld
1. Receive and adopt the report and accounts for the year ended 31 December 2015.			
2. Elect as a director of the Company Mr. Paul Ratcliff, who has been appointed since the last annual general meeting and offers himself for re-appointment in accordance with the Company's articles of association.			
3. Re-elect Simon Smith who retires by rotation and offers himself for re-election as a director			
4. Re-appoint Deloitte LLP as auditors and authorise the directors to fix their remuneration			
5. Authorise the directors to allot shares pursuant to section 551 Companies Act 2006 as referred to in the notice of annual general meeting			
6. Special resolution - disapplication of pre-emption rights pursuant to section 570 Companies Act 2006 as referred to in the notice of annual general meeting			

Signature

Date

EXPLANATORY NOTES TO THE PROXY FORM

1. You are entitled to appoint a proxy or proxies, who need not be a member of the Company or the chairman, to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. If you wish to appoint a person other than the chairman, please insert the name of your chosen proxy holder in the space provided. If no name is inserted in the space provided, the chairman of the meeting will be deemed to be your proxy. You must follow the appointment procedures set out in these notes.
2. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to a different share or shares. Please indicate by ticking the box provided if the instruction is one of multiple instructions being given. 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 the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement. If you appoint more than one proxy, additional proxy forms may be obtained from the company secretary or you may photocopy this form. All forms must be signed and should be returned together in the same envelope.
3. For each resolution, please indicate with an "X" in the box provided how you wish your votes to be cast on each resolution. In the absence of instructions, or if you complete the box in the column marked "Discretionary", the proxy may vote or abstain from voting as he thinks fit. Unless instructed otherwise, the proxy may also vote or abstain from voting as he thinks fit on any other business which may properly come before the Meeting. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. It should, however, be noted that it is not a vote in law and will not be counted in the proportion of the votes 'For' and 'Against' a resolution.
4. Completion and return of this proxy form will not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
5. If you appoint a proxy to vote on your behalf at this annual general meeting, your voting rights will revert to you at the conclusion of the annual general meeting or any adjournment of it.
6. To be valid, this proxy form must, subject to notes 9 and 10 below, be signed, dated and lodged, together with the original power of attorney or other written authority (if any) (or a duly certified copy of such power or authority), no later than 11:00 a.m. on 28 June 2016 (or 48 hours, excluding days that are not a working day, before the adjourned meeting at which the person named on the form is proposed to vote) with the Company's registrars, Share Registrars Limited at 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7LL. Alternatively the completed proxy form may be faxed to Share Registrars on 01252 719232, or scanned and emailed to proxies@shareregistrars.uk.com.
7. If a member is a company, this proxy form must be executed under its common seal (or such form of execution as has the same effect) or executed on its behalf by a duly authorised officer of the company or an attorney for the company. A copy of the authorisation of such officer or attorney must be lodged with this proxy form.
8. CREST members who wish to appoint or instruct a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. Please see the notes to the accompanying notice of annual general meeting for further information on proxy appointment through CREST.
9. In the case of joint holders, any one holder may sign the form of proxy but all the names of the joint holders should be stated on this proxy form. The vote of the most senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding (the first-named being the most senior).
10. If more than one valid proxy appointment is returned in respect of the same shares, the appointment received last by the Company's registrars before the latest time for the receipt of proxies (as set out in note 6) will take precedence.
11. For details of how to change proxy instructions or revoke your proxy appointment see the notes to the notice of meeting. Any alterations made to this form should be initialled.
12. You may not use any fax number or email address or other electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

If you have any queries completing this form please contact the Company Secretary on telephone number 01954 234400.