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If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Cohort plc

(incorporated and registered in England and Wales under number 05684823)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Cohort plc will be held at Phyllis Court Club, Marlow Road, Henley-on-Thames, Oxfordshire RG9 2HT on 1 September 2011 at 3.00pm.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the appointed time for holding the Annual General Meeting or adjournment as the case may be.

Notice of Annual General Meeting

Cohort plc

(incorporated and registered in England and Wales under number 05684823)

Notice is hereby given that the Annual General Meeting ("AGM") of Cohort plc (the "Company") will be held at Phyllis Court Club, Marlow Road, Henley-on-Thames, Oxfordshire RG9 2HT on 1 September 2011 at 3.00pm to consider and, if thought fit, pass the following resolutions, all of which will be proposed as ordinary resolutions, save for Resolutions 6, 7 and 8 which will be proposed as special resolutions:

Ordinary Business

1. To receive and adopt the Company's annual accounts for the year ended 30 April 2011 together with the Directors' Report and the Auditor's Report on those accounts.
2. To declare a final dividend for the year ended 30 April 2011 of 1.6 pence per ordinary share of 10 pence each in the capital of the Company to be paid on 7 September 2011 to members whose names appear on the register of members at the close of business on 5 August 2011.
3. To re-elect Nick Prest as a Director of the Company, who retires by rotation in accordance with the Articles of Association of the Company (the "Articles").
4. To re-appoint KPMG Audit Plc as auditor of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting of the Company at which financial statements are laid and to authorise the Directors to set their remuneration.

Special Business

5. THAT, in accordance with Article 16 of the Articles, the Directors of the Company be and they are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "Act"), in substitution for all existing authorities to the extent unused, to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal value of £2,050,000, being approximately one half of the current issued share capital of the Company, provided that this authority shall expire 15 months from the date of passing this Resolution or at the conclusion of the next AGM of the Company to be held in 2012, whichever is the earlier, except that the Company may before such expiry make an offer or agreement which would or might require shares in the Company to be allotted or Rights to be granted after such expiry and the Directors may allot shares in the Company in pursuance of that offer or agreement as if the authority conferred by this Resolution had not expired.
6. THAT, subject to the passing of Resolution 5, the Directors of the Company be and they are hereby generally empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash, in substitution for any existing authority to allot equity securities, pursuant to the authority conferred by Resolution 5 as set out in this Notice of AGM, as if Section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities:
 - 6.1. for the purposes of, or in connection with an offer by way of a rights issue, open offer or other pre-emptive offer of equity securities in favour of ordinary shareholders where the securities respectively attributable to the interests of such shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by such holders (but subject to such exclusions or other arrangements as the Directors consider appropriate, necessary or desirable to deal with fractional entitlements or any legal or practical difficulties arising under the laws of any territory or the requirements of any regulatory body or recognised investment exchange); and
 - 6.2. (otherwise than pursuant to sub-paragraph 6.1 above) up to an aggregate nominal value of £410,000 being approximately 10% of the current issued share capital of the Company;

and such power shall expire 15 months from the date of passing this Resolution or at the conclusion of the AGM of the Company to be held in 2012, whichever is earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.
7. THAT the Company be generally and unconditionally authorised pursuant to Article 10 of the Articles and pursuant to Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 10 pence each in the capital of the Company provided that:
 - 7.1. the maximum number of ordinary shares hereby authorised to be purchased is 6,120,000 (being approximately 15% of the current issued ordinary share capital of the Company);
 - 7.2. the minimum price (excluding expenses) which may be paid for such shares is 10 pence per ordinary share being the nominal value thereof;
 - 7.3. the maximum price (excluding expenses) which may be paid for such shares shall not be more than 5% above the average of the middle market quotations for ordinary shares of 10 pence each in the capital of the Company as derived from the AIM Appendix of the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which the contract for purchase is made; and
 - 7.4. such authority shall expire 15 months from the date of passing this Resolution or at the conclusion of the next AGM of the Company in 2012, whichever is earlier, provided that the Company may before such expiry make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry and the Company may make a purchase of its own shares in pursuance of such contract as if the authority conferred hereby had not expired.
8. THAT:
 - 8.1. the payment of the amounts of 0.40 pence, 1.00 pence and 1.20 pence per ordinary share by way of final dividends paid on 6 September 2006, 3 September 2008 and 2 September 2009 respectively (the "Final Dividends"), the payment of the amounts of 0.40 pence, 0.55 pence and 0.65 pence per ordinary share by way of interim dividends paid on 8 March 2007, 6 March 2009 and 5 March 2010 respectively (the "Interim Dividends"), and the entries in the audited accounts of the Company for the years ended 30 April 2007, 2009 and 2010 respectively whereby distributable profits of the Company were appropriated to the payments of the Final Dividends and the Interim Dividends, be and are hereby ratified and confirmed;
 - 8.2. any and all claims which the Company may have in respect of the payments of the Final Dividends and the Interim Dividends against its shareholders who appeared on the register of shareholders on the relevant record dates be released with effect from 6 September 2006, 3 September 2008 and 2 September 2009 in respect of the Final Dividends, and 8 March 2007, 6 March 2009 and 5 March 2010 in respect of the Interim Dividends, and a deed of release in favour of such shareholders be entered into by the Company in the form of the deed produced to the meeting and signed by the Chairman for the purposes of identification and thereafter be delivered to the Company Secretary for retention by him on behalf of the said shareholders;

Special Business (continued)

- 8.3. any distribution involved in the giving of any such release in relation to the Final Dividends and the Interim Dividends be made out of the profits appropriated to the Final Dividends and the Interim Dividends as aforesaid by reference to a record date identical to the relevant record dates for the Final Dividends and the Interim Dividends; and
 - 8.4. any and all claims which the Company has or may have against its Directors (whether past, present and future) arising in connection with the payment of the Final Dividends and/or the Interim Dividends be released and that a deed of release in favour of the Directors of the Company be entered into by the Company in the form of the deed produced to the meeting and signed by the Chairman for the purposes of identification and thereafter be delivered to the Company Secretary for retention by him on behalf of the said Directors.
9. THAT in accordance with Article 93.7 of the Articles, any and all restrictions contained in Article 93.1 of the Articles in relation to the ability of any Director of the Company to vote and be counted in the quorum in respect of meetings of the Directors (or any committee of the Directors) or to be eligible to sign any written resolution of the Directors (or any committee of the Directors) be suspended for the purposes of Resolution 8 such that any and all of the arrangements contemplated by Resolution 8, and the decisions of the Directors (or of any committee of the Directors) resulting in the proposals contained or referred to in Resolution 8 being put to the Company in general meeting, be and are hereby ratified and confirmed.

By order of the Board

Simon Walther
Company Secretary
21 July 2011

Registered Office
Arlington House
1025 Arlington Business Park
Theale
Reading
RG7 4SA

Notes

1. Resolutions 1 to 5, and Resolution 9, are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 6, 7 and 8 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.
2. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and speak and vote on their behalf at the AGM. A proxy need not be a shareholder of the Company. A Form of Proxy, which may be used to make such appointment, and proxy instructions accompanies this Notice of AGM. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the AGM in person, should he subsequently decide to do so.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham BR3 4TU.
4. In order to facilitate voting by corporate representatives at the AGM, arrangements will be put in place at the AGM so that: (i) if a corporate shareholder has appointed the Chairman of the AGM as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the AGM, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the AGM but the corporate shareholder has not appointed the Chairman of the AGM as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives, www.icsa.org.uk, for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.
5. 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 you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the AGM.
6. In order to be valid, any Form of Proxy, power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must reach the Company's Registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham BR3 4TU, not less than 48 hours before the time of the AGM or of any adjournment of the AGM.
7. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders must be entered on the Company's share register at 3.00pm on 30 August 2011 in order to be entitled to attend and vote at the AGM. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
8. Copies of the form of the deeds of release (referred to in Resolution 8) to be entered into are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company up to the day prior to the meeting, and from 2.45pm on the day of the meeting at the place of the AGM until the close of the meeting.
9. Copies of the following documents will also be available from 2.45pm on the day of the meeting at the place of the AGM until the close of the meeting:
 - 9.1. copies of the service contracts of each of the Executive Directors; and
 - 9.2. copies of the letters of appointment of the Non-executive Directors.

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Explanation of Resolutions

Resolution 3: Re-appointment of Directors

Under the Articles, one third of the Directors are obliged to retire by rotation at every AGM of the Company. Accordingly Nick Prest is retiring and has offered himself for re-appointment.

Resolution 4: Re-appointment of Auditor

KPMG Audit Plc was originally appointed as the Company's auditor by the Directors on 22 March 2010.

Resolution 5: Authority to Allot Shares

Under Section 551 of the Act the directors of a company may only allot unissued shares or grant rights to subscribe for shares if authorised to do so. This Resolution, if passed, will continue to provide flexibility for the Directors to promote the success of the Company, when opportunities arise, by issuing new shares, and renews the authority given at the AGM of the Company held on 2 September 2010. The Directors intend to seek renewal of this power at each AGM.

Resolution 6: Disapplication of Pre-emption Rights

If equity securities are to be allotted for cash, section 561 of the Act requires that those equity securities are offered first to existing shareholders in proportion to the number held by them at the time of the offer and otherwise in compliance with the technical requirements of that Act. However, it may be in the interests of the Company for the Directors to allot shares other than to shareholders in proportion to their existing holdings or otherwise than strictly in compliance with those requirements. This Resolution would allow the Directors, pursuant to section 570 of the Act, to allot shares for cash without first offering them to shareholders in accordance with that Act. The Directors intend to seek renewal of this power at each AGM.

Resolution 7: Purchase of Own Shares

The Directors believe that it is in the interests of the Company and its members to continue to have the flexibility to purchase its own shares and this Resolution seeks authority from members to do so. The Directors intend only to exercise this authority where, after considering market conditions prevailing at the time, the investment needs of the Company, its opportunities for expansion and its overall financial position, they believe that the effect of such exercise would be to increase the earnings per share, or for the operation of employee share schemes, and would be in the best interests of shareholders generally.

This Resolution renews the authority given at the AGM held on 2 September 2010 and would be limited to 6,120,000 ordinary shares, representing approximately 15% of the issued share capital at 21 July 2011. The Directors intend to seek renewal of this power at each AGM.

Resolution 8: Ratification of Final Dividends paid in 2006, 2008 and 2009 and Interim Dividends paid in 2007, 2009 and 2010

A technical issue has arisen in respect of the final dividends of 0.40 pence, 1.00 pence and 1.20 pence per ordinary share paid by the Company to shareholders (amounting to approximately £1,011,090) on 6 September 2006, 3 September 2008 and 2 September 2009 (the "Final Dividends") and the interim dividends of 0.40 pence, 0.55 pence and 0.65 pence per ordinary share paid by the Company to shareholders (amounting to approximately £605,695) on 8 March 2007, 6 March 2009 and 5 March 2010 ("Interim Dividends"). When the Company paid the Final Dividends and the Interim Dividends, although the Company had sufficient distributable profits to pay that dividend at the payment date or the Company's subsidiaries were in a position to pay dividends to the Company so as to support those dividends by the Company, relevant accounts (as defined in the Act) showing the requisite level of distributable profits had inadvertently not been filed at Companies House, as required by that Act. As a result, the Final Dividends and the Interim Dividends were paid in technical infringement of the Act.

The Company has been advised that it may have theoretical claims against past and present shareholders who were recipients of a Final Dividend and/or an Interim Dividend to recover the amount paid by way of the relevant dividend. Similarly, the Company may also have theoretical claims against those Directors who participated in the meetings of the Board of Directors at which the decisions were taken to pay the Final Dividends and the Interim Dividends. However, the Company has been advised that these claims are theoretical and it is unlikely to be able to recover any sums from shareholders in respect of the Final Dividends or Interim Dividends. Moreover, it is clearly not the intention of the Company that any such claim should be made by the Company against either its shareholders or its Directors.

This matter can be remedied by the shareholders passing a resolution which puts shareholders and Directors into the position in which they were always intended to be. Resolution 8, which is proposed as a special resolution, is to ratify the appropriation of profits to the payment of the Final Dividends and the Interim Dividends, to waive any rights of the Company against the shareholders who received the Final Dividends and the Interim Dividends, to waive any rights of the Company against both past and present Directors in respect of the Final Dividends and the Interim Dividends and to approve the Company entering into deeds of release in favour of such shareholders and Directors. Copies of the form of the deeds of release are available for inspection in the manner described in paragraph 8 of the General Notes.

The Company has drawn the attention of HM Revenue & Customs ("HMRC") to the circumstances surrounding the payment of the Final Dividends and the Interim Dividends and to the steps that are now proposed to rectify the legal position of the Company. HMRC has confirmed that the tax position of UK shareholders is not affected by any irregularity in the original dividends and that UK shareholders should therefore include these dividends in their tax returns on the basis of the information shown on the original tax vouchers in respect of 6 September 2006, 3 September 2008 and 2 September 2009 and 8 March 2007, 6 March 2009 and 5 March 2010 as dividends received on that day. Therefore, if shareholders approve the resolution submitted for their approval, this should have no effect on the amount of their taxable income or on the period for which it is assessable to UK tax. If any non-UK resident shareholder has any doubts about his tax position, he should consult his own professional adviser.

As a result of their interest in its subject matter, the Directors who are also shareholders (holding beneficially in aggregate approximately 31% of the issued share capital of the Company as at 21 July 2011 (the latest practicable date before publication of this notice) will not vote on this Resolution.

Resolution 9: Ratification of the validity of Board meetings and meetings of Board committees in preparation for the matters referred to in Resolution 8

All of the current Directors of the Company were Directors at some or all of the times at which the matters referred to in Resolution 8 took place, and are therefore interested, for that reason but also in their respective capacities as shareholders in the Company, in the matters proposed to the members of the Company as contained in Resolution 8. In those circumstances, although each Director has stood aside from any Board decisions in relation to their respective individual deeds of release as referred to in Resolution 8.4, it is not possible for the Board to have avoided procedural complications in the course of their consideration of the matters referred to in Resolution 8 and in the final decision to propose Resolution 8 to the members of the Company at the AGM, including uncertainties over their ability to hold valid and quorate Board or committee meetings in such circumstances. However, Article 93.7 of the Articles allows for the Company to pass an ordinary resolution in general meeting suspending those provisions of the Articles which would otherwise have the effect of invalidating such decisions or actions of the Board or any committee of the Board, so as to allow such proposals to be ratified. In the circumstances, the Board considers that it is most likely to promote the success of the Company for the benefit of the Company's members as a whole for Resolution 9 to be proposed and passed so as to ensure an orderly situation in relation to the matters referred to in Resolution 8.

As a result of their interest in its subject matter, the Directors who are also shareholders (holding beneficially in aggregate approximately 31% of the issued share capital of the Company as at 21 July 2011 (the latest practicable date before publication of this notice) will not vote on this Resolution.