

# Cohort plc

## Form of proxy

For use at the Annual General Meeting of Cohort plc (the Company) to be held at Phyllis Court Club, Marlow Road, Henley-on-Thames, Oxfordshire RG9 2HT on 11 September 2018 at 3.00pm.

I/We .....  
(in BLOCK CAPITALS please)

of .....  
being (a) shareholder(s) of the Company, appoint the Chairman of the meeting or

to act as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Phyllis Court Club, Marlow Road, Henley-on-Thames, Oxfordshire RG9 2HT on 11 September 2018 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 your vote to be cast. If no indication is given your proxy will vote for or against the resolutions or abstain from voting as he/she thinks fit.*

Resolutions	For	Against	Abstain	Discretionary
<b>Ordinary resolutions</b>				
1. To receive and adopt the Company's annual accounts for the year ended 30 April 2018				
2. To declare a final dividend for the year ended 30 April 2018				
3. To re-elect Sir Robert Walmsley as a Director				
4. To re-elect Jeff Perrin as a Director				
5. To re-elect Andrew Thomis as a Director				
6. To re-elect Simon Walther as a Director				
7. To re-appoint KPMG LLP as auditor of the Company				
8. To authorise the Audit Committee to determine the auditor's remuneration				
9. To authorise the Directors to allot shares				
<b>Special resolutions</b>				
10. To disapply statutory pre-emption rights				
11. To authorise the Directors to purchase own shares				
12. To authorise the Directors to call general meetings on 14 clear days' notice				

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

Signed ..... Dated ..... 2018

### Notes

1. If any other proxy is preferred, strike out the words "Chairman of the meeting" 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 the 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, or authority, must reach the Company's registrars, Link Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than 48 hours (excluding non-working days) before the time appointed for holding the Annual General Meeting or adjournment as the case may be.
7. The completion of this form will not preclude a member from attending the meeting and voting in person.
8. Any alteration of this form must be initialled.