

Form of Proxy

Oxford Instruments plc

To be used for the Annual General Meeting of the Company on Tuesday, 14 September 2010 at 2.30 p.m.

I/We (Full name (BLOCK CAPITALS))

of

hereby appoint the Chairman of the meeting or (see note 1)

Name of proxy	Number of shares proxies appointed over
_____	_____

as my/our proxy to attend and speak and vote for me/us at the Annual General Meeting of Oxford Instruments plc to be held on Tuesday, 14 September 2010 and at any adjournment of the Meeting, as indicated below. If you wish to appoint multiple proxies please see note 1.

Please also tick here if you are appointing more than one proxy.

		For	Against	Abstain
Resolution 1	To receive and adopt the Reports and Financial Statements for the year ended 31 March 2010			
Resolution 2	To declare the final dividend			
Resolution 3	To approve the Directors' Remuneration Report			
Resolution 4a	To re-elect Kevin Boyd			
Resolution 4b	To re-elect Mike Hughes			
Resolution 4c	To re-elect Bernard Taylor			
Resolution 4d	To re-elect Mike Brady			
Resolution 4e	To re-elect Nigel Keen			
Resolution 5a	To appoint KPMG Audit Plc as Auditors			
Resolution 5b	To authorise the Directors to agree the remuneration of the Auditors			
Resolution 6	To authorise adoption of substituted new Articles of Association			
Resolution 7	To authorise the allotment of shares			
Resolution 8	To authorise the allotment of new shares for cash			
Resolution 9	To authorise the purchase of shares			
Resolution 10	To authorise the calling of general meetings on 14 days notice			

Please sign here _____ Date _____ 2010

Admittance Card and Directions

Oxford Instruments plc

If you are coming to the Annual General Meeting, please complete the information below and hand in this admittance card on entry to the Meeting. Your co-operation in ensuring a prompt start will be much appreciated

Annual General Meeting

To be held on Tuesday, 14 September 2010 at 2.30 p.m. at the offices of Oxford Instruments plc, Tubney Woods, Abingdon, Oxon OX13 5QX, Telephone (01865) 393200

Name (BLOCK CAPITALS) _____

Address _____

Directions to Tubney Woods

By Road:

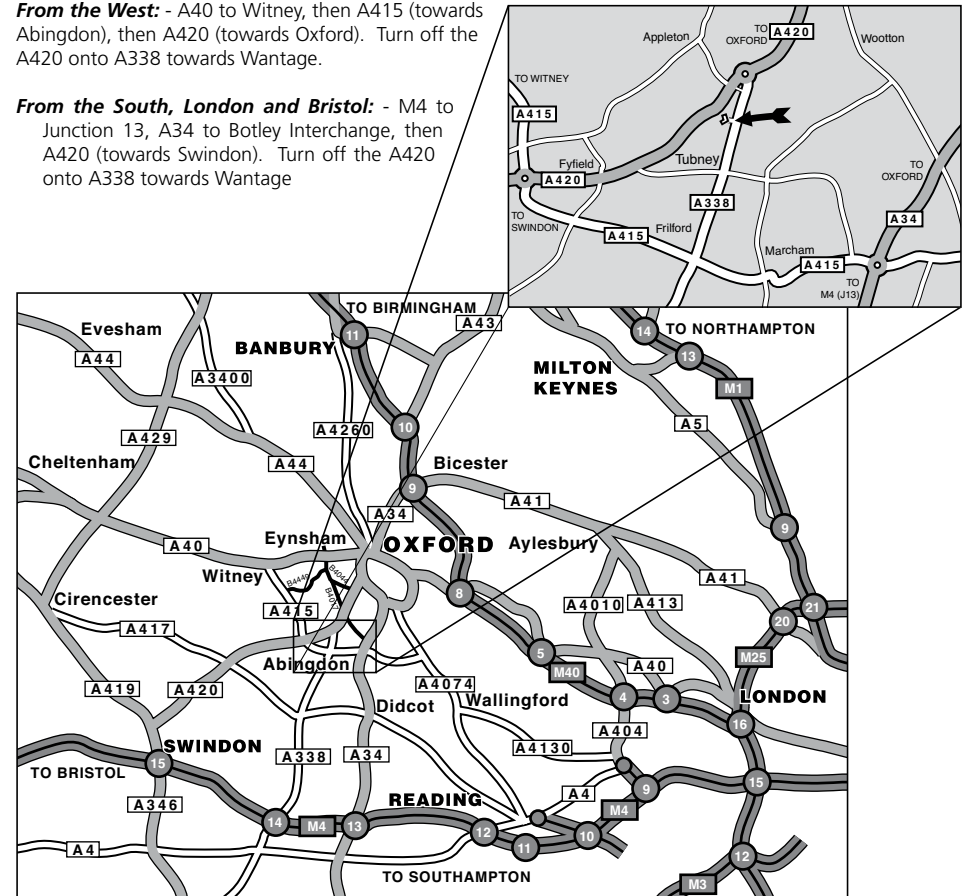
From the North and East: - M40 to Junction 9, then A34 (towards Oxford) to the Botley Interchange, then A420 (towards Swindon). Turn off the A420 onto A338 towards Wantage.

From the West: - A40 to Witney, then A415 (towards Abingdon), then A420 (towards Oxford). Turn off the A420 onto A338 towards Wantage.

From the South, London and Bristol: - M4 to Junction 13, A34 to Botley Interchange, then A420 (towards Swindon). Turn off the A420 onto A338 towards Wantage

By Rail:

Regular service to Oxford or Didcot. Our offices are 25 minutes taxi ride from either station.



Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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 (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. 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.
3. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
4. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
5. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 2.30pm on 12 September 2010. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual. Shareholders wishing to vote online should visit www.capitashareportal.com and follow the instructions.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
8. The Form of Proxy over must arrive at Capita Registrars, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any Power of attorney under which it is executed (if applicable) no later than 2.30pm on 12 September 2010.
9. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to
FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU.



Business Reply
Licence Number
RSBH-UXKS-LRBC

PXS
34 Beckenham Road
BECKENHAM
BR3 4TU