

Form of Proxy

Oxford Instruments plc

To be used for the Annual General Meeting of the Company on Tuesday, 15 September 2009 at 2.30 p.m.

I/We 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, speak and vote for me/us at the Annual General Meeting of Oxford Instruments plc to be held on Tuesday, 15 September 2009 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 2009			
Resolution 2	To declare the final dividend			
Resolution 3	To approve the Directors' Remuneration Report			
Resolution 4a	To re-elect Jonathan Flint			
Resolution 4b	To re-elect Charles Holroyd			
Resolution 4c	To re-elect Jock Lennox			
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 increase authorised share capital			
Resolution 7	To authorise the allotment of shares			
Resolution 8	To renew partially statutory pre-emption rights			
Resolution 9	To authorise the purchase of shares			
Resolution 10	To authorise the issue of shares for Senior Executive Long Term Incentive Scheme			
Resolution 11	To Authorise the calling of general meetings on 14 days' notice			
Resolution 12	To amend the Articles of Association			

Please sign here	Date	2009
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Full name (BLOCK CAPITALS)

- Notes**
1. A shareholder entitled to attend and vote at the AGM may appoint one or more proxies (who need not be a shareholder of the Company) to attend and to speak and to vote on his or her behalf whether by show of hands or on a poll. A shareholder can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. In order to be valid an appointment of proxy (together with any authority under which it is executed or a copy of the authority certified notarially) must be returned, no later than 48 hours before the meeting by post, by courier or by hand to the Company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
 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. If you wish to appoint someone other than the Chairman as your proxy delete the words "the Chairman of the meeting or" above and insert in BLOCK CAPITALS the full name of your proxy
 4. Please indicate how you wish your proxy to vote by ticking (✓) the appropriate boxes. If you wish to leave the choice of voting or abstention to your proxy do not complete the boxes.
 5. If a corporation appoints a proxy, this form must be either under seal or the hand of an attorney or other authorised officer of the corporation and the appropriate power of attorney or other authority lodged with this form.
 6. In the case of joint holders any one holder may sign the proxy form. The vote of the senior member will be accepted to the exclusion of other joint holders. Seniority will be determined by the order in which the names appear on the register.
 7. Any amendments to this form must be initialled.
 8. Appointment of a proxy will not preclude you from the attending and voting at the Meeting.

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, 15 September 2009 at 2.30 p.m. at the offices of Oxford Instruments, Halifax Road, High Wycombe, Buckinghamshire, HP12 3SE, Telephone 01494 442255

Name (BLOCK CAPITALS)

Address

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Directions to Oxford Instruments

By Road:

From M40

Exit at Junction 4

Take the 1st exit past The Holiday Inn, into John Hall Way, signposted Cressex

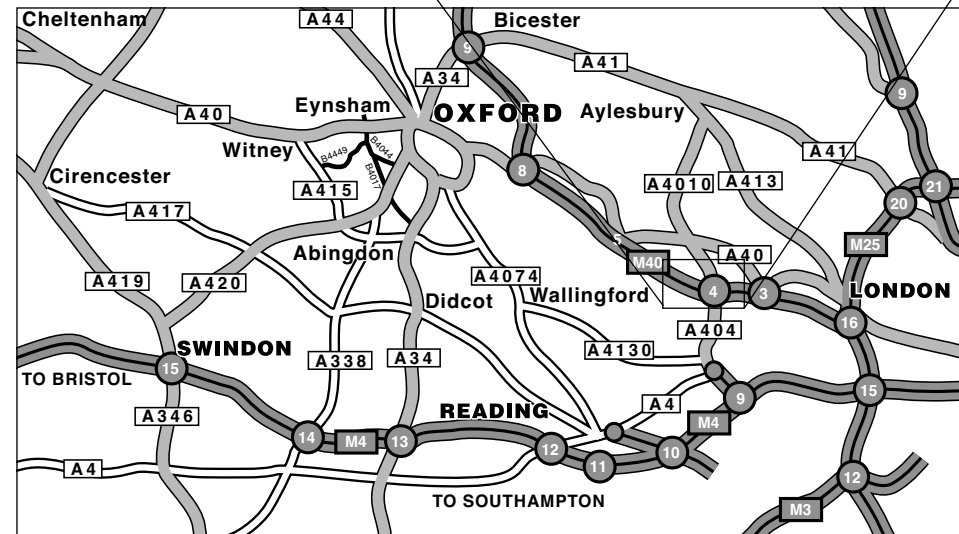
At the 1st mini-roundabout, go straight ahead

At the 2nd round-about, turn right into Cressex Link

Take your second left into Halifax Road

Oxford Instruments is on your right.

All visitors must report to reception.



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Licence No. MB 122

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Capita Registrars
Proxy Department
PO Box 25
Beckenham
Kent
BR3 4BR