

# CML Microsystems Plc

Form of PROXY for use at Annual General Meeting to be held at Layer Marney Tower, Nr. Colchester, Essex, CO5 9US on Wednesday 19th August 2009 at 11am.

I/We ..... (block capitals please)  
of .....  
being (a) Member(s) of the above-named Company HEREBY APPOINT G. W. GURRY (Chairman of the Company), or failing him such other person as may be appointed  
Chairman of the Meeting or .....  
of .....  
to act as my/our Proxy and to vote for me/us on my/our behalf at the above mentioned meeting and at any adjournment thereof in respect of ...../all shares in the Company held by me/us and I/we direct my/our Proxy to vote on the resolutions set out in the notice convening the annual general meeting as follows:

ANNUAL GENERAL MEETING RESOLUTIONS			
	Vote		
	For	Against	Withheld
<b>Ordinary Business - Ordinary Resolutions</b>			
1. To receive and adopt the Group's consolidated financial statements and reports of the Directors and Auditors for the year ended 31st March 2009.			
2. To receive and approve the Directors' Remuneration Report for the year ended 31st March 2009.			
3. To re-elect R.J. Shashoua who retires from the Board by rotation.			
4. To re-appoint Baker Tilly UK Audit LLP, Chartered Accountants, as Auditors and authorise the Directors to approve their remuneration.			
<b>Special Business - Special Resolutions</b>			
1. To renew the authority to the Company to make market purchases of its own shares.			
2. To disapply the pre-emption provisions of Section 89(1) of the Companies Act 1985 for a maximum of 15 months up to an aggregate nominal amount of £35,750.			
If you wish to indicate how you desire your Proxy to vote please insert "X" in the appropriate spaces above. In the absence of any specific directions the Proxy will abstain or vote at his discretion.			

Signed ..... Date .....

**Notes**

1. Any alteration made to this form of Proxy should be initialled.
2. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by Proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the Register of Members of the Company.
3. In the case of a corporation this form should be under its common seal or the hand of an officer or attorney duly authorised in writing.
4. If it is desired to appoint as Proxy any person other than the chairman of the meeting, his name and address should be inserted in the blank space, reference to the chairman deleted and the alteration initialled. A Proxy need not be a member.
5. To direct the proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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 no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. A member is entitled to appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. If the number of shares for whom a proxy is appointed is not completed above, the appointment will be deemed to relate to all shares held by the appointor, and if multiple such appointments are received, the earliest will be accepted as valid.
7. As an alternative to this proxy card, proxies may be sent by e-mail to: proxies@cmlmicroplc.com. Attach a scanned copy of the completed and signed proxy card to your e-mail. The proxy form is also available to be downloaded, in pdf format, from the Company's website at: www.cmlmicroplc.com/financial\_information/reports/. The above e-mail address may not be used to communicate with the Company for any purpose other than submitting proxies for the AGM.
8. In order to be valid, the completed and signed proxy must be received by the Company (whether deposited at the registered office, sent by post using this card or e-mailed to the above address) not later than 11.00am on Monday 17th August 2009.

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will be paid  
by licensee

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