OXFORD INSTRUMENTS

The Business of Science®

Oxford Instruments plc

Annual General Meeting

of

Oxford Instruments plc

to be held at

the offices of Oxford Instruments Analytical Limited
Halifax Road, High Wycombe,
Buckinghamshire, HP12 3SE

on

Tuesday 15 September 2009

at 2.30pm

This document, which contains the Notice of the Company's Annual General Meeting is important and should be given your immediate attention.

If you are in any doubt as to what action you should take, you are recommended to consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all your shares in Oxford Instruments plc please pass this document and the accompanying Form of Proxy to the purchaser or transferee, or to the agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Oxford Instruments plc
Tubney Woods, Abingdon
Oxfordshire, OX13 5QX, UK
Tel +44 (0)1865 393200
Fax +44 (0) 1865 393442
www.oxford-instruments.com

OXFORD INSTRUMENTS

The Business of Science®

31 July 2009

Dear Shareholder,

2009 Annual General Meeting

The attached Notice of Meeting sets out the business to be transacted at the Annual General Meeting which is to be held on Tuesday 15 September 2009 at 2.30pm at our offices at Halifax Road, High Wycombe, Buckinghamshire, HP12 3SE.

Also enclosed with this letter are the 2009 Reports and Financial Statements, a letter about electronic communication and a proxy card for voting at the Annual General Meeting.

Resolutions 1 to 7 and 10 will be proposed as ordinary resolutions. More than 50% of the votes cast must support these resolutions in order for them to be passed. Resolutions 8, 9, 11 and 12 will be proposed as special resolutions and 75% or more of the votes cast must support them in order for these resolutions to be passed.

The Resolutions to be proposed are explained in further detail below.

Resolution 1 – Reports and Financial Statements
Shareholders will be asked to approve the adoption of the Reports and Financial Statements for the year ended 31 March 2009.

Resolution 2 – Final dividend
Shareholders will be asked to approve payment of a final dividend of 6p per ordinary share for the year ended 31 March 2009. If approved at the Annual General Meeting, the dividend will be paid on 29 October 2009 to shareholders registered at the close of business on 2 October 2009.

Resolution 3 – Directors' Remuneration Report
Shareholders will be asked to approve the adoption of the Directors' Remuneration Report for the year ended 31 March 2009. Under the Directors' Remuneration Report Regulations 2002, companies are required to ask shareholders to vote on the Directors' Remuneration Report (shown on pages 34 to 39 of the Reports and Financial Statements 2009). The Directors, who have unanimously endorsed the Directors' Remuneration Report, consider that asking the shareholders to vote on this Report facilitates accountability and transparency.

Resolutions 4(a) to 4(e) – Re-election of Directors
At the 2009 Annual General Meeting the following directors are standing for re-election. Short biographical details, together with reasons for the re-appointment of the Directors are given below.

The Company's Articles of Association state that at each Annual General Meeting, the following Directors must retire from office: (i) any Director who has held office for three years or more since his last election or for whom the Meeting is the third Annual General Meeting since he or she was last elected, and (ii) one third of the Directors at the commencement of the Annual General Meeting and (iii) any Director appointed since the last Annual General Meeting. In addition, in accordance with the Combined Code, Directors who have served more than nine years offer themselves for re-election annually. This gives shareholders the chance to confirm their re-appointments. All Directors take it in turn to retire in this way and accordingly Jonathan Flint and Charles Holroyd retire by rotation and offer themselves for re-election, Mike Brady and Nigel Keen, each having served for more than nine years, and Jock Lennox, having been appointed since the last Annual General Meeting, also offer themselves for re-election.

Jonathan Flint
Jonathan is Chief Executive and was first appointed to the Board in April 2005. He holds a BSc in Physics from Imperial College London and an MBA from Southampton University. He is a Fellow of the Institute of Physics and Institute of Engineering and Technology. He has held senior management positions within Vislink plc, BAE Systems, GEC Marconi and Matra Space Systems. The Board has reviewed Jonathan's performance and recommends his re-appointment as a Director.

Charles Holroyd
Charles is Group Business Development Director and was first appointed to the Board in November 2005. He has a BSc in Electrical and Electronics Engineering from Bristol University and an MBA from INSEAD. Previously he held senior management positions within United Industries plc, B Elliott plc, Bowthorpe plc and Chloride Group plc and he joined Oxford Instruments in 1999. The Board has reviewed Charles's performance and recommends his re-appointment as a Director.

Jock Lennox
Jock is an Independent Non-Executive Director and was appointed a Director since the last Annual General Meeting. Until April 2009 he was a Senior Audit Partner at Ernst & Young where he gained extensive experience advising clients in a variety of industries on financial reporting, financing, transactions and international expansion. He is non-executive director of Hill & Smith Holdings plc, a member of the Council of the Institute of Chartered Accountants of Scotland (chairing the Qualification Board) and is a director of Golden Lane Housing Ltd (the residential property partner of Mencap). He is also a member of the Advisory Board of Alchemy, the private equity firm. He became Chairman of the Audit Committee on 2 June 2009 and is a member of the Remuneration and Nomination Board Committees. His appointment was recommended by the Nomination Committee following a thorough evaluation process. The Board believes that Jock's re-election is in the best interests of the Company as his skills, experience and knowledge will enhance and maintain an effective Board and will provide a well qualified Chairman of the Audit Committee following the retirement of Peter Morgan, the previous Audit Committee Chairman.

Registered in England, number 775598
Registered office: as above

Professor Sir Michael Brady
Mike is Deputy Chairman and was first appointed a Non-Executive Director of the Board in June 1995. He is currently a member of the Audit, Remuneration and Nomination Board Committees. He is BP Professor of Information Engineering at Oxford University and is one of the UK's leading engineers. He is also a Fellow of the Royal Society and a Fellow of the Royal Academy of Engineering. He is a founding Director of Guidance Ltd, Mirada Medical Ltd and Matakina Ltd (a New Zealand based company), Chairman of Dexela Ltd, a Director of ISIS Innovation Ltd and Senior Independent Director of IXICO Ltd. Mike has now served on the Board for fourteen years and consequently the Board has considered whether it is appropriate in view of this length of service that he continue in office and if so whether he should continue to be considered to be independent. Having taken into account his independence of mind gained from a career as a senior academic supervisor of research programmes in a major technical discipline at Oxford University; his technical expertise as the only Non-Executive Director from a scientific profession and the value of that expertise to Board discussions; the strength of his professional and business interests unrelated to the Group; his continual constructive probing of the technical aspect of proposals considered by the Board; the composition of the Board generally and the fact that he qualifies as independent in all other criteria referred to in the Combined Code, the Board has concluded that it is appropriate that he continues in office and that he should properly be considered to be independent. Mike retires in accordance with the provisions of the Combined Code and offers himself for re-election to allow shareholders the opportunity to express their views on Mike Brady's appointment as a Director of the Company. The Board has reviewed Mike's performance and recommends his re-appointment as a Director.

Nigel Keen
I am Non-Executive Chairman of the Board of Directors and was first appointed a Director in February 1999. Having served on the Board for more than 9 years I am putting myself forward for re-election at the Annual General Meeting. I fulfilled the independence criteria as laid down in the Combined Code at the time of my appointment. I am Chairman of the Nomination and Remuneration Committees as the Board considers that for a SmallCap company the Chairman's prime roles are: to procure an excellent strategy for the business; to recruit and retain the best available management team to execute this strategy; to put in place a Board of Independent Directors whose experience can add value to the work of the management; and to ensure that the business maintains the highest standard of corporate governance. In order to fulfil these obligations the Board believes that it is appropriate and necessary for the Chairman of the Board to also be Chairman of the Nomination Committee and the Remuneration Committee. I also serve as Chairman of Oxford Instruments Pension Trustee Limited, which is the Trustee of the Company's UK defined benefit pension scheme. The Board of the Company and the Board of the Trustee to the Pension Scheme have each confirmed that they believe it is in the interest of all parties for the same person to be both Chairman of the Company and Chairman of the Board of the Trustee, notwithstanding the conflicts of interest inherent in the same person holding both these positions. I have a degree in engineering from Cambridge University, am a Fellow of the Institute of Chartered Accountants and have been involved in the formation and development of high technology businesses for more than thirty years. I am currently Chairman of Laird PLC, Axis-Shield plc, Bioquell Plc and Deltex Medical Group plc and a Non-Executive Director of ISIS Innovation Ltd. I am retiring in accordance with the provisions of the Combined Code and offer myself for re-election to allow shareholders the opportunity to express their views my appointment as a Director of the Company. In accordance with the Combined Code, my performance has been reviewed by the Non-Executive Directors who have confirmed that in their opinion I remain effective and they therefore recommend my re-appointment as a Director.

Resolutions 5 (a) and (b) –
Appointment and remuneration of Auditors
The Company is required to appoint auditors at each general meeting at which accounts are laid before the shareholders. The auditors are appointed from the conclusion of the forthcoming Annual General Meeting until the conclusion of next year's Annual General Meeting. In line with the recommendation of the Audit Committee to the Board, shareholders will be asked to appoint KPMG Audit Plc as the Company's auditors until next year's Annual General Meeting and to authorise the Directors to set their fees.

Resolution 6 – Increase in Authorised Share Capital
It is the intention of this Resolution to increase the authorised share capital of the Company from £2,900,000 to £4,101,000, by the creation of an additional 24,020,000 ordinary shares of 5 pence each. On 24 June 2009 (the latest practicable date prior to printing of this letter) approximately 49,409,351 ordinary shares were in issue. The additional shares, which represent an increase of approximately 41% in ordinary share capital, will give the Company an appropriate level of authorised but unissued share capital to meet its requirements for the foreseeable future. The Directors may allot additional ordinary shares only with the authority of shareholders.

Resolution 7 –
Permission for the Directors to allot further shares
Under section 80 of the Companies Act 1985, the Directors may allot relevant securities only if authorised to do so by shareholders. Previous resolutions giving authority expire on the date of this year's Annual General Meeting and accordingly this resolution is proposed as follows:

(a) to give authority to allot relevant securities up to an aggregate nominal amount of £815,254 which represents one third of the total issued share capital of the Company at 31 March 2009; and

(a) to give authority to allot equity securities up to an aggregate nominal amount (including those allotments made under paragraph (a) above) of £1,630,508 where the allotment is in connection with a rights issue. This figure represents two thirds of the total issued share capital of the Company at 31 March 2009.

The Association of British Insurers (ABI), in a revision to its guidelines published on 31 December 2008, has confirmed that its members will regard requests from companies for authorisation to allot new shares in an amount of up to one third of the existing issued share capital as routine.

In these revised guidelines the ABI has further stated that its members will regard as routine requests to authorise the allotment of a further one third. Their support for this additional headroom is predicated on it being applied to fully pre-emptive rights issues only and on the basis that the authorisation is valid for one year. It is also subject to various other provisos stated in the ABI's guidelines. The Company has decided to take advantage of these guidelines and seek the maximum authority within the ABI guidelines to allot further relevant securities up to an aggregate nominal value of £1,630,508, which represents two-thirds (or 66%) of the total issued ordinary share capital at 31 March 2009.

The Directors have no immediate plans to make use of these authorities; they will, however, issue further ordinary shares in accordance with the Company's obligations under its various employee share schemes. The authorities, which comply with institutional investment guidelines, replace the existing authority of the Directors to allot ordinary shares and, if passed, will lapse respectively at the earlier of next year's Annual General Meeting and 14 December 2010.

Where the aggregate actual usage of these authorities exceeds the thresholds set out in the ABI guidance set out above, the Directors will stand for re-election at the following Annual General Meeting to the extent required by the ABI.

Resolution 8 – Relaxation of the restrictions which normally apply when ordinary shares are issued for cash
Unless they are given an appropriate authority, Directors may allot new equity shares (including treasury shares) for cash (excluding shares issued under employees' share schemes) only if they have first been offered to existing shareholders in proportion to their holdings. There may however be occasions when in order to act in the best interests of the shareholders and the Company, the Directors will need the flexibility to issue a small number of shares for cash. The maximum number of ordinary shares to be covered under the power, with the exception of a rights issue or other pre-emptive offers, is 2,470,460, which represents 5% of the issued ordinary share capital on 31 March 2009. This Special Resolution replaces the Directors' existing authority and, if passed, will lapse at the earlier of the Annual General Meeting following its passing or if later, on 14 December 2010.

The Directors will exercise this authority with due regard to institutional guidelines and requirements for advance consultation with shareholders before making any issue which exceeds 7.5% of the Company's issued share capital in any rolling three year period. The Directors do not have any present intention of exercising this authority, but consider it is in the best interests of the Company to have the flexibility to use it should opportunities arise.

Resolution 9 – Authority to buy back up to 10% of the Company's issued share capital
This Special Resolution is a renewal of the authority granted to Directors at the 2008 Annual General Meeting. It allows the Company to buy back up to 4,940,935 of its issued ordinary shares on the stock market. This is equal to 10% of the Company's issued share capital on 31 March 2009. The Resolution sets out the lowest and highest prices the Company can pay for the shares.

The Directors are committed to creating shareholder value. Buying back the Company's shares is one of the options they keep under review. The Directors will only implement such purchases if they think it is in the shareholders' best interests. Before making such a decision they would consider the effect on earnings per share.

The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 allow companies to hold shares acquired by way of market purchase in treasury, rather than having to cancel them. The Company may therefore consider holding any of its own shares that it purchases pursuant to the authority conferred by this Resolution as treasury shares as an alternative to cancelling them. This would give the Company the ability to re-issue such shares quickly and cost effectively, and would provide the Company with additional flexibility in the management of its capital base. The Directors believe that it is desirable for the Company to have this flexibility.

Unless the Directors determine that they are to be held as treasury shares (see above) any shares in its own capital purchased by the Company shall be cancelled and the number of shares in issue will be reduced accordingly. Shares held in treasury will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

No dividends will be paid on shares whilst held in treasury and no voting rights will be exercisable in respect of treasury shares.

This power will automatically lapse at the end of the Company's next Annual General Meeting or on 14 December 2010 whichever is earlier.

Resolution 10 - Authority to issue new ordinary shares for the purposes of the Senior Executive Long Term Incentive Scheme
The Senior Executive Long Term Incentive Scheme ("the Scheme") was established to provide long term incentives to key executives which related to the performance of the Company.

When the Scheme was originally proposed and authorised in 1995 it was the stated intention of the Company that the Scheme would function in respect only of existing shares purchased in the market. However operating the Scheme in this manner necessarily depletes the cash resources of the Company. The Board considers that it would be advantageous to have the flexibility so as to be able to issue new shares to enable the Scheme to provide future incentives without affecting the cash position of the Company. All options granted under this authority shall be included in the Company's calculation so as not to issue (or grant rights to issue) more than 10 per cent of the issued ordinary share capital of the Company under any employee share plan adopted by the Company in any ten calendar year period (commencing on or after 31 July 2001). The Scheme would otherwise be operated on the same basis as at present. Any shares allotted in relation to the Scheme will rank equally with shares then in issue (except for rights arising by reference to a record date prior to their allotment).

The Directors believe that allowing the Scheme's options to be satisfied by the issue of new shares rather than by purchasing the shares in the market is in the best interest of shareholders as it allows the Company to provide long term incentives to its management thereby aligning their interests with those of the shareholders without depleting the Company's cash resources. The proposed change does not alter any of the other terms and conditions of the scheme.

Resolution 11 – Notice of General Meetings
The Companies Act 2006 currently enables listed companies to call a general meeting (other than an Annual General Meeting) on 14 clear days' notice. However, the EU Shareholder Rights Directive ("the Directive") requires that listed companies call such general meetings on 21 clear days' notice unless the Company:

(i) has obtained shareholder approval for the holding of general meetings on 14 clear days' notice by passing an appropriate resolution at an annual general meeting; and
(i) offers the facility for shareholders to vote by electronic means accessible to all shareholders.

As the Directive must be implemented into UK law by 3 August 2009 shareholders are being asked to approve resolution 11 to enable the Company to continue to enjoy the shorter notice period for calling such general meetings as permitted by the Companies Act 2006. The resolution is valid only until the next Annual General Meeting of the Company.

Resolution 12 – Amendments to the Company's Articles of Association

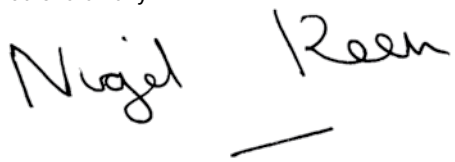
The Companies Act 2006 continues to be brought into force gradually and the majority of the proposed amendments to the Company's Articles of Association are of a minor technical nature required to update references and to avoid statutory provisions being duplicated in the Company's Articles of Association.

In addition, the Company has inserted Article 151 which relates to sending out notices and documents to untraceable shareholders. The essence of the amendment is to enable the Company to refrain from sending out communications to shareholders from whose registered address correspondence from the Company has been returned at least twice. The shareholder in question will be able to request resumption of the Company sending out notices and communications by notification to the Company of a valid postal address in the UK.

Recommendation

The Directors believe that the proposed resolutions are in the best interests of the Company and its shareholders, and accordingly unanimously recommend shareholders to vote in favour of resolutions 1 to 12 inclusive to be proposed at the Annual General Meeting, as they propose to do so in respect of their beneficial shareholdings.

Yours faithfully



Nigel Keen
Chairman

NOTICE OF MEETING

Notice is hereby given that the forty-fifth Annual General Meeting of Oxford Instruments plc will be held at 2.30pm on 15 September 2009 at its offices at Halifax Road, High Wycombe, Buckinghamshire, HP12 3SE to transact the following business:

1 Reports and Financial Statements
To receive and adopt the Reports and Financial Statements for the year ended 31 March 2009 and the Report of the Auditors thereon.

2 Final dividend
To declare the final dividend for the year to 31 March 2009.

3 Directors' Remuneration Report
To approve the Directors' Remuneration Report set out on pages 34 to 39 of the Reports and Financial Statements for the year ended 31 March 2009.

4 Re-election of Directors
(a) To re-elect Jonathan Flint who retires by rotation and, being eligible, will be proposed for re-election
(b) To re-elect Charles Holroyd who retires by rotation and, being eligible, will be proposed for re-election.
(c) To re-elect Jock Lennox, who, having been appointed a Director since the date of the last Annual General Meeting, will be proposed for re-election.
(d) To re-elect Mike Brady who is required to retire annually as he has been a Non-Executive Director for more than 9 years and, being eligible, will be proposed for re-election.
(e) To re-elect Nigel Keen who is required to retire annually as he has been a Non-Executive Director for more than 9 years and, being eligible, will be proposed for re-election.

5 Appointment and remuneration of Auditors
(a) To appoint KPMG Audit Plc as Auditors to the Company for the period until the next Annual General Meeting.
(b) To authorise the Directors to agree the remuneration of the Auditors.

6. Increase to authorised share capital
To consider as an Ordinary Resolution that the authorised share capital of the Company be increased to £4,101,000 by the creation of an additional 24,020,000 ordinary shares of 5 pence each.

7. Permission for the Directors to allot further shares
To consider as an Ordinary Resolution that:
(a) the authority conferred by Article 10.1 of the Articles of Association be renewed until the earlier of the expiry of the next following Annual General Meeting of the Company and the date which is fifteen months from the date of the passing of this Resolution and that the section 80 amount be £815,254; and
(b) the Directors be and are generally and unconditionally authorised to allot relevant securities (as defined in the Companies Act 1985) comprising equity securities (as so defined) up to a nominal amount of £1,630,508 after deducting from such amount any relevant securities allotted under paragraph (a) above, in connection with or pursuant to an offer or invitation by way of a rights issue:
(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings on the record date for such allotment; and
(ii) to holders of other equity securities as required by the rights of those securities
(or, if the Directors otherwise consider it to be necessary or expedient, as permitted by the rights of those securities),
and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory of the requirements of any regulatory body or stock exchange, such authority to apply until the earlier of the expiry of the next following Annual General Meeting of the Company and the date which is fifteen months from the date of the passing of this Resolution.

Save that the Company may, at any time before such expiry, make an offer, agreement or other arrangement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer, agreement or other arrangement as if the authority conferred hereby had not expired.

8. Relaxation of the restrictions which normally apply when ordinary shares are issued for cash
To consider as a Special Resolution that the authority conferred by Article 10.2 of the Articles of Association be renewed until the earlier of the expiry of the next following Annual General Meeting of the Company and the date which is fifteen months from the date of the passing of this Resolution and that the Section 89 amount be £123,523.

9. Authority to buy back up to 10% of the Company's issued share capital
To consider as a Special Resolution that pursuant to Article 4 of the Articles of Association of the Company and subject to the provisions of the Companies Act 1985 ("the Act") the Company be generally and unconditionally authorised to purchase by market purchase (as defined by Section 163 of the Act) up to 4,940,935 ordinary shares of 5p each in its own capital subject to the following:
(i) the purchase price for any share so purchased shall not exceed a sum (exclusive of all expenses) equal to 105% of the average of the middle market quotations for ordinary shares for the five business days immediately preceding the day of purchase (as derived from the London Stock Exchange Daily Official List) and shall not be less than the nominal value of the share;
(ii) the authority shall expire on the earlier of the close of the following Annual General Meeting or the expiry of fifteen months from the date of the passing of this Resolution;
(iii) the Company may make a contract for purchase which would, or might, be executed wholly or partly after the expiry of the authority; and
(iv) any shares purchased pursuant to the authority may be selected by the Directors in any manner as they from time to time deem appropriate.

10. Authority to issue new ordinary shares for the purposes of the Senior Executive Long Term Incentive Scheme
To consider as an Ordinary Resolution that the Directors from time to time be, and are hereby authorised, to allot and issue for cash new ordinary shares in the capital of the Company ("ordinary shares") to the Trustee of the Oxford Instruments Employee Benefit Trust 1995 to satisfy options granted in accordance with the rules of the Oxford Instruments plc Senior Executive Long Term Incentive Scheme in the terms referred to in the Chairman of the Board's letter to shareholders dated 31 July 2009.

11. Notice of General Meetings
To consider as a Special Resolution that the Company be and is hereby authorised to call general meetings of the Company (not being an annual general meeting) by notice of at least 14 clear days.

12. Amendments to the Company's Articles of Association
To consider as a Special Resolution that the Articles of Association of the Company be amended as follows:
(i) Article 2.10 shall be deleted;
(ii) In Article 30.2 insert the year "1985" between the words "the" and "Act" in the third line;
(iii) The first sentence of Article 138 shall be deleted;
(iv) In the final line of Article 140 the words "Section 238(1) of the 1985 Act" shall be deleted and the words "section 423(1) of the Act" shall be inserted;
(v) To insert the following after Article 150 and re-number Articles 151 onwards accordingly:
"151. Untraceable Members: If at any time two or more notices or other documents served on a Member through the post in accordance with the provisions of Article 145 have been returned to the Company having failed to be delivered to the Member, such Member shall not be entitled to receive notices or other documents from the Company unless and until written application by such Member to resume service of notices and other documents at their registered address or to change their registered address to some other address or where a person entitled to a share in consequence of the death of bankruptcy of a Member complies with the provisions of Article 147. Any Member who ceases under this Article to be entitled to receive notices shall continue to be entitled to attend and vote at general meetings of the Company and to appoint proxies to attend and vote on their behalf. "
(vi) In the final lines of both Articles 153 and 154 the words "section 309" shall be deleted and the words "sections 232 to 235" shall be inserted;

By Order of the Board
Susan Johnson-Brett, Company Secretary
31 July 2009

Meeting Notes

1. A form of proxy is enclosed for use by shareholders and, if appropriate, must be deposited with the Company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the Annual General Meeting ("AGM"). Appointment of a proxy does not preclude a shareholder from attending the AGM and voting in person.

2. A member entitled to attend and vote at the AGM may appoint one or more proxies (who need not be a member 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 member 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 in hard copy form 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

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 given instructions to the person holding the shares as to the exercise of voting rights.

4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, in order to be able to attend and vote at the AGM or any adjourned meeting (and also for the purpose of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company by 2.30 pm on 13 September 2009 (or 6.00 pm on the date two days before any adjourned meeting). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

5. The issued share capital of the Company as at 31 July 2009 was 49,409,351 ordinary shares, carrying one vote each.

6. Copies of the following documents will be available for inspection at the Registered Office of the Company and at the offices of the Company's solicitors, Laytons, Carmelite, 50 Victoria Embankment, London EC4Y 0LS during normal business hours on any weekday (Saturdays and public holidays excepted) from the date of this Notice until the conclusion of the Meeting:
(i) the service contracts of the Executive Directors;
(ii) the register of interests of Directors (and their families) in the shares of the Company; and
(i) the written terms of reference of the Board Committees;
(ii) a copy of the company's existing Articles of Association showing the amendments as tracked changes;

Oxford Instruments plc
Tubney Woods, Abingdon
Oxon OX13 5QX, UK
Tel +44 (0) 1865 393200
Fax +44 (0) 1865 393442
email info.oiplc@oxinst.com

OXFORD INSTRUMENTS

The Business of Science®