

Millennium & Copthorne Hotels plc

FORM OF PROXY

Voting ID

Task ID

Shareholder Reference Number

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I/We, being (a) holder(s) in the above named company, hereby appoint the Chairman of the Meeting or (see note 1)

Name of proxy

Number of shares proxy is appointed over

as my/our proxy to attend and vote for me/us on my/our behalf at the annual general meeting of Millennium & Copthorne Hotels plc to be held at the Millennium Hotel London Mayfair, 44 Grosvenor Square, London W1K 2HP on 6 May 2009 at 10.00 am and at any adjournment of it.

Please indicate here with an 'X' if this proxy form is one of multiple instructions being given, please refer to the notes section, item 2.

Please indicate by marking the appropriate boxes in ink like this: how you wish your votes to be cast in respect of the following resolutions.

I/We authorise and instruct my/our said proxy to attend, speak* and vote* in respect of the resolutions to be proposed at the annual general meeting as follows:

Resolutions

	For	Against	Withheld
1. Receive and adopt the Annual Report for year ended 31 December 2008.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the Directors' Remuneration Report for year ended 31 December 2008.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Declaration of final dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Kwek Leng Peck as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Christopher Sneath* as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Election of Richard Hartman as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-appointment of KPMG Audit plc as auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Authority to Directors to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Extend the provisions of the Co-operation Agreement enabling City Developments Limited to maintain its percentage of shareholding in the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Authorise the Directors to make political donations in accordance with provisions of Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Renew Directors' Authority to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Authorise Directors to allot shares in connection with a rights issue.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Renew Directors' authority to disapply pre-emption rights over certain issues of shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Authorise Directors to disapply pre-emption rights in the event of a rights issue.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Authorise the Company to make market purchases of ordinary shares of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Authorise general meetings, other than annual general meetings, to be held on 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated

Signature

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* Member of the Audit, Nominations and Remuneration Committees

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Millennium & Copthorne Hotels plc Attendance Card

For use at the annual general meeting of the Company, commencing at 10.00 am on 6 May 2009 at the Millennium Hotel London Mayfair, 44 Grosvenor Square, London W1K 2HP.

If you wish to attend the Meeting please sign this card and bring it with you and hand it in at the shareholder reception desk on your arrival to authenticate your right to attend, speak and vote in person. Unless you are able to present the card or alternatively provide acceptable evidence of identity, you may be refused entry to the Meeting.

If you have appointed a person other than the Chairman of the Meeting as your proxy to attend on your behalf, both you and your proxy must sign this card and place a tick in the box alongside the signatures. A proxy is entitled to speak and to vote on a poll or a show of hands.

Signature(s)

PROXY

PLEASE DETACH AND RETAIN THE ATTENDANCE CARD BEFORE POSTING THIS FORM OF PROXY

Equiniti Limited
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6ZL

ATTENDANCE AT ANNUAL GENERAL MEETING

If you attend the meeting, bring this card with you to show as evidence of your right to be admitted.

NOTES

1. Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to exercise all or any of his/her rights to attend and to speak and vote on his/her behalf.
2. You can appoint the Chairman of the meeting or anyone else to be your proxy at the AGM. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
 - To appoint more than one proxy, you should photocopy the proxy form. Please indicate in the box next to the proxy holder's name, the number of shares in relation to which you authorise them to act as your proxy. Please also indicate by marking the box on the proxy form if the proxy instruction is one of multiple instructions being given. All proxy forms must be signed and should be returned to Equiniti.
 - To appoint the Chairman as your sole proxy in respect of all of your shares fill in any voting instructions and sign and date the Proxy Form, but leave all other proxy appointment details blank.
 - To appoint a single proxy in respect of all your shares other than the Chairman, cross out only the words 'the Chairman of the meeting' and insert the name and address of your proxy (who need not be a member of the Company). Then complete the rest of the Proxy Form, but leave all other proxy appointment details blank.
3. The Proxy Form gives your proxy or proxies full rights to attend, speak and vote. If you wish to restrict the rights of your proxies please cross out either or both of the words 'speak' or 'vote' as you feel appropriate where indicated by an asterisk.
4. If the Proxy Form is signed by someone else on your behalf, their authority to sign must be returned with the Proxy Form. In the case of a joint holding, any holder may sign.
5. To be entitled to vote at the meeting (and for the purpose of determining the number of votes you may cast), you must be entered on the Company's register of members at 6.00 pm on 4 May 2009 or, if the meeting is adjourned, you must be entered on the register at 6.00 pm two days prior to the date of any adjourned meeting.
6. Full details of the resolutions to be proposed at the AGM, with explanatory notes, are set out in the enclosed Company's Annual Report and notice of meeting.
7. Please indicate with an 'X' in the boxes provided how you wish your vote to be cast. Unless otherwise instructed, the person appointed a proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution and on any other business (including amendments to resolutions and any procedural business), which may come before the meeting.
8. If you appoint multiple proxies and wish to give them separate instructions to vote or abstain from voting, please indicate how you wish each proxy to vote or abstain from voting by writing in each appropriate box in the name of the proxy and the number of shares to be voted or withheld from voting by him or her.
9. The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' and 'Against' a resolution.
10. Any alterations to this Proxy Form should be initialled.
11. If you complete and return the Form of Proxy this will not prevent you from attending in person and voting at the meeting should you subsequently decide to do so.
12. A corporation must seal the Form of Proxy or have it signed by an officer or attorney or other person authorised to sign.
13. In the case of joint holders, only one need sign this Form of Proxy, but 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 shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
14. To be valid the Form of Proxy must reach the Company's Registrar, Equiniti, by no later than 10.00 am on 4 May 2009.
15. If you prefer to return the Form of Proxy in an envelope, then please do so using the following address: Equiniti, FREEPOST SEA10846, Aspect House, Spencer Road, Lancing BN99 6ZL. A stamp is not required if posted in Great Britain, Channel Islands or Northern Ireland.
16. Alternatively, Electronic Proxy Appointment ('EPA') is available for this meeting. To use this facility you must visit www.sharevote.co.uk where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown on the face of the proxy card will be required to complete the procedure. EPA will not be valid if received after 10.00 am on 4 May 2009 and will not be accepted if found to contain a computer virus.
17. The CREST electronic proxy appointment service is available for this meeting. To use this service CREST members should transmit a CREST proxy instruction, using the procedures described in the CREST manual, so as to reach the Company's Registrar, Equiniti, CREST participant ID RA19 by no later than 10.00 am on 4 May 2009.



Annual General Meeting

6 May 2009 at 10.00 am
Millennium Hotel London Mayfair
44 Grosvenor Square,
London W1K 2HP