

**NOTICE OF AVAILABILITY**

The Notice of General Meeting and Circular to which this Proxy Form relates are available on the Company's website at [www.n4pharma.com](http://www.n4pharma.com)

**NOTES TO THE FORM OF PROXY**

- 1 As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- 2 Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. \* **Please note that in light of the Covid-19 pandemic situation, Shareholders are urged to appoint the Chairman of the meeting as his or her proxy as given the Shareholder or any other appointed proxy, will not be permitted to attend the meeting in person.**
- 3 A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name below. If you sign and return this proxy form with no name inserted below, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. \* **Please note that in light of the Covid-19 pandemic situation, Shareholders are urged to appoint the Chairman of the meeting as his or her proxy as given the Shareholder or any other appointed proxy, will not be permitted to attend the meeting in person.**
- 4 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
- 5 To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.
- 6 To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD; and
  - received by Neville Registrars Limited no later than 10:00 a.m. on 16 June 2020.
- 7 In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 8 Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 9 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- 10 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence (irrespective of its date or the date of execution).
- 11 In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD no later than 48 hours (excluding non-working days) prior to the commencement of the Annual General Meeting or any adjourned meeting or (in the case of a poll taken more than 48 hours after it is demanded) before the time appointed for taking the poll. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to Note 2 above, your proxy appointment will remain valid.

**CONDUCT OF THE GM IN LIGHT OF THE COVID-19 PANDEMIC**  
**IN LIGHT OF THE GOVERNMENT'S 'STAY AT HOME MEASURES' TO DEAL WITH THE COVID-19 PANDEMIC, IT IS CURRENTLY ENVISAGED THAT THE GM WILL BE RUN AS A CLOSED MEETING WITH THE MINIMUM NUMBER OF SHAREHOLDERS PRESENT TO ENSURE THAT THE MEETING IS QUORATE. UNFORTUNATELY, UNDER CURRENT 'STAY AT HOME MEASURES', SHAREHOLDERS OR OTHERS ATTEMPTING TO ATTEND THE GM IN PERSON MAY NOT BE PERMITTED ENTRY. THE BOARD WILL CONTINUE TO KEEP GOVERNMENT GUIDANCE UNDER REVIEW AND MAY, IF NECESSARY, MAKE FURTHER CHANGES TO THE ARRANGEMENTS FOR THE GM.**

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

**N4 Pharma plc**

(Incorporated in England and Wales under the Companies Act 1948 with registered no. 1435584)

**FORM OF PROXY**

I/We \_\_\_\_\_ being (a) member(s) of the Company and entitled to vote at the General Meeting, hereby appoint

**(Please only complete if appointing someone other than the Chairman of the Meeting)**

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company, to be held on 18 June 2020 at the offices of N4 Pharma plc, Weston House, Bradgate Park, Chellaston, Derby, DE73 5UJ at 10:00 a.m. and at any adjournment thereof.

\* Please note that in light of the Covid-19 pandemic situation, Shareholders are urged to appoint the Chairman of the meeting as his or her proxy as given the Shareholder or any other appointed proxy, will not be permitted to attend the meeting in person.

**Resolutions (\*Special Resolution)**

- |   | FOR                      | AGAINST                  | WITHHELD                 |
|---|--------------------------|--------------------------|--------------------------|
| 1 To authorise the Directors to allot shares in the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2* To disapply statutory pre-emption rights                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If you are planning to attend the General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

D

-

M

-

Y



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>123-0  
Name  
Address 1  
Address 2  
Address 3  
Address 4  
Address 5  
Address 6

Business Reply Plus  
Licence Number  
RSTY-SAKX-RZSL



NR 1 1 1

Neville Registrars Limited  
Neville House  
Steelpark Road  
Halesowen  
B62 8HD