

Bioquell PLC

Registered in England and Wales number 206372

Form of proxy 2017

For use by holders of ordinary shares of 10 pence each at the Annual General Meeting of Bioquell PLC on 23 April 2018

I/We

(PLEASE USE BLOCK CAPITALS)

Address.....

(PLEASE USE BLOCK CAPITALS)

being (a) member(s) of Bioquell PLC (the "Company") by virtue of my/our holding of ordinary shares of 10 pence each hereby appoint the Chairman of the Meeting or (see note (2) below)

of

in respect of the following number of shares: ALL or as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 11.00am, and at any adjournment of the Annual General Meeting.

I/We direct my/our proxy to vote on the under-mentioned resolutions as follows:

Please insert an "X" in the appropriate boxes alongside the resolutions.

Ordinary business	For	Against	Vote withheld
1. To receive and adopt the Report of the Directors and the accounts for the year ended 31 December 2017.			
2. To approve the Directors' Remuneration Report for the year ended 31 December 2017.			
3. To re-appoint Deloitte LLP as Auditors and to authorise the Directors to fix their remuneration.			
4. To re-elect Mr Christopher Mills as a Director.			
5. To re-elect Mr Simon Constantine as a Director.			
Special business			
6. To renew the Directors' authority to allot shares.			
7. To renew the Directors' authority to disapply pre-emption rights.			
8. To allow the Company to purchase its own shares.			
9. To allow the Company to make political donations.			
10. To allow the Company to hold general meetings on 14 clear days' notice.			

If this form is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise discretion both as to how the proxy votes and whether or not the proxy abstains from voting. The proxy will also exercise discretion as to voting (and whether or not the proxy abstains from voting) on any other business transacted at the Annual General Meeting.

Signed this.....day of.....2018 Signature.....

NOTES:

- To be effective this form of proxy (together with the power of attorney (if any) under which it is signed (or a notarily certified copy of that power of attorney)) must be lodged with the Company's Registrars, Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham BR3 4ZF not less than 48 hours before the time appointed for the holding of the AGM or any adjournment of that Meeting (in each case excluding any non-working day).
- This form enables you to instruct your proxy how to vote, whether on a show of hands or on a poll, on the resolutions to be proposed at the meeting. If you want your proxy to vote in a certain way on the resolutions specified please place an "X" in the relevant boxes. If you fail to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting. The "Vote withheld" option is provided to enable you to abstain on any particular resolution; however, it should be noted that a "Vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
- If you wish to appoint someone other than the Chairman of the Meeting as your proxy, you should complete in block capitals his or her full name and address in the space provided and delete the words "the Chairman of the Meeting or". Such proxy need not be a member of the Company. Any alteration to this form should be initiated by the person signing the form.
- In the case of joint holders, the signature of any holder will be sufficient but the names of the joint holders should be stated. In the event of more than one joint holder voting in person or by proxy, the vote of the senior holder who tenders a vote whether by proxy or in person shall be accepted to the exclusion of the votes of the other joint holders, seniority being determined by the order in which their names stand in the register of members.
- In the case of a corporation, the proxy must be under the common seal or signed on its behalf by a duly authorised officer of the corporation.
- You are requested to complete and return this form of proxy even if you intend to attend and vote at the AGM. Completion of a form of proxy will not preclude a member from attending and voting in person at the Meeting.
- Every holder of ordinary shares present in person and entitled to vote shall have one vote on a show of hands and every holder of ordinary shares present in person or by proxy shall on a poll be entitled to one vote for every ordinary share held.
- A member entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his behalf and a proxy need not be a member of the Company. If a member appoints more than one proxy, the form of proxy must specify the number of ordinary shares in respect of which the proxy is entitled to vote and no member is permitted to appoint more than one proxy (save in the alternate) to vote in respect of any one ordinary share held by that member.
- CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual, which can be viewed at <https://my.euroclear.com/euilegal.html>. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent, Link Asset Services (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s)), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, only holders of ordinary shares entered on the register of members of the Company at close of business on 20 April 2018 (or, if the meeting is adjourned, on the date that is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting or such adjournment thereof.

Business Reply Plus
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