

# FORM OF PROXY

FOR THE ANNUAL GENERAL MEETING ON  
26 NOVEMBER 2020

**CLINIGEN**  
GROUP PLC

I/We.....

(block capitals please)

of.....

being a member of Clinigen Group plc, hereby appoint (see notes 1 and 2)

..... No. of shares .....

or, failing him/her, the Chairman of the meeting to be my/our proxy and exercise all or any of my/our rights to attend, speak and vote for me/us in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of the Company to be held at 10:00am on Thursday 26, November 2020. The proxy will vote as indicated below in respect of the resolutions set out in the notice of meeting.

Resolution number	For	Against	Vote withheld
1. To receive the audited financial statements and the Auditors' and Directors' Reports for the year ended 30 June 2020.			
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' remuneration policy) for the year ended 30 June 2020.			
3. To declare a final dividend of 5.46p per share for the year ended 30 June 2020.			
4. To re-elect Peter Allen as a Director.			
5. To re-elect Ian Nicholson as a Director.			
6. To re-elect Anne Hyland as a Director.			
7. To re-elect Alan Boyd as a Director.			
8. To re-elect Shaun Chilton as a Director.			
9. To re-elect Nick Keher as a Director.			
10. To reappoint PricewaterhouseCoopers LLP as auditors.			
11. To authorise the Directors to determine the auditors' remuneration.			
12. To grant the Company authority to make political donations.			
13. To authorise the Directors to allot shares pursuant to section 551 of the Companies Act 2006.			
14. To empower the Directors to disapply pre-emption rights.			
15. To empower the Directors to disapply pre-emption rights in relation to shares issued in connection with an acquisition or specified capital investment.			

Resolution 1 to 13 will be proposed as ordinary resolutions. Resolutions 14 and 15 will be proposed as special resolutions.

Please indicate with an 'X' in this box if this proxy appointment is one of multiple appointments being made (see note 2).

Please refer to the notes overleaf.

Signed ..... Date ..... 2020

PTO

**Attendance indication**

Shareholders who intend to attend the Annual General Meeting are requested to place a tick in the box below in order to assist with administrative arrangements.

I/We intend to attend the Annual General Meeting at 10:00am on Thursday, 26 November 2020 at the offices of Instinctif Partners, 65 Gresham Street, London EC2V 7NQ.

Signed ..... Date ..... 2020

**Notes to the form of proxy**

1. Every member has the right to appoint some other person(s) of his/her choice, who need not be a member, as his/her proxy to exercise all or any of his/her rights to attend, speak or vote on his/her behalf at the meeting. A member wishing to appoint a person other than the Chairman of the meeting as proxy should insert the name of such person in the space provided. If no name is inserted in the space provided, the Chairman will be appointed as your proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter alongside the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Any alteration or deletion must be signed or initialled.
2. A member may appoint more than one proxy in relation to a meeting, provided that the proxy is appointed to exercise the rights attached to a different share or shares held by him/her. To appoint more than one proxy, please contact Equiniti Limited on 0371 384 2030. Lines are open 8:30am to 5:30pm, Monday to Friday. Callers from overseas, please call the Equiniti overseas helpline on +44 (0)121 415 7047. Alternatively you may photocopy this form. Please indicate alongside the proxy holder's name the number of shares in relation to which the proxy holder is authorised to act as your proxy. Please also indicate by placing an 'X' in the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
3. Use of the form of proxy does not preclude a member from attending and voting in person.
4. Where the form of proxy is executed by an individual, it must be signed by that individual or his/her attorney. If signed by an attorney, the form of proxy must be accompanied by the relevant power of attorney or other authority under which it is signed or a certified copy thereof.
5. Where the form of proxy is executed by joint shareholders it may be signed by any of the members, but the vote of the member whose name stands first in the register of members of the Company will be accepted to the exclusion of votes of the other joint holders.
6. Where the form of proxy is executed by a corporation it must be either under its seal or under the hand of a duly authorised person or attorney.
7. If the form of proxy is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise his/her discretion as to whether and how he/she votes, as he/she will on any other matters to arise at the meeting.
8. To be valid, the form of proxy, together with, if applicable, the power of attorney or other authority under which it is signed, or a certified copy thereof, must be received by Equiniti at Aspect House, Spencer Road, Lancing BN99 6DA not later than 10:00am on Tuesday, 24 November 2020.
9. The 'vote withheld' option is provided to enable a member to withhold their vote on the 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' the resolution.
10. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment system should refer to note 4 on the final page of the Notice of Annual General Meeting.