

# Cellcast plc ("the company")

## FORM OF PROXY

For use at the Annual General Meeting of the Company to be held at L'Escargot, 48 Greek Street, London W1D 4EF on 30 June 2016 at 12.00pm

I / We (name(s) in full)	
(BLOCK LETTERS)	
of (address)	

being (a) holder(s) of shares in the Company hereby appoint  
(add the name of the proxy you wish to appoint here - see Note 3)

or failing him, the Chairman of the meeting, as my/our proxy to attend and, on a poll or on a show of hands, to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at L'Escargot, 48 Greek Street, London W1D 4EF on 30 June 2016 at 12.00pm, and at every adjournment thereof.

I / We direct the proxy to vote in respect of the resolutions to be proposed as shown below.

Resolutions		For	Against	Vote Withheld
1	Ordinary resolution to receive and adopt the Accounts for the year ended 31 December 2015 together with the reports of the directors and auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Ordinary resolution to re-appoint Baker Tilly UK Audit LLP as auditors and to authorise the Directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Ordinary resolution to re-elect Emmanuelle Guicharnaud as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ordinary resolution to authorise the directors of the Company, pursuant to section 551 of the 2006 Act, to allot new shares in the capital of the Company up to an aggregate nominal amount of £775,133.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Special resolution to dis-apply the pre-emption provisions of section 561(1) of the 2006 Act in respect of, inter alia, the allotment of equity securities for cash up to an aggregate nominal amount of £775,133.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Special Resolution to authorise market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 1p each in the capital of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please indicate with an "X" in the spaces provided how you wish your votes to be cast. If no specific direction is given the proxy will vote or abstain at his discretion.

Dated:	
Signature(s) or Common Seal (See Notes 2 and 3)	

## NOTES:

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 Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. To appoint as your proxy a person other than the Chairman of the Annual General Meeting, insert their full name in the box and delete the words 'the Chairman of the Annual General Meeting' from the preceding line. If you sign and return this proxy form with no name inserted in the box, the Chairman of the Annual General 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 Annual General Meeting and are aware of your voting intentions. If you wish your proxy to make any representations on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided that 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.

### Proxy voting directions

5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.

### Appointment of a proxy using hard copy proxy form

6. To appoint a proxy using this form, the form must be:
  - (a) completed and signed;
  - (b) sent or delivered to Capita Asset Services, PSX, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
  - (c) received by Capita Registrars no later than 12:00 pm on 28 June 2016.
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.

### Appointment of proxy by joint members

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).

### Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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.

### Termination of proxy appointment

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 CapitaAsset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. 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 Capita Asset Services no later than 12:00pm. on 28 June 2016.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then your proxy appointment will remain valid.