

FORM OF PROXY

ERGOMED PLC (the Company)

Before completing this form, please read the explanatory notes overleaf.

I/We (BLOCK CAPITALS)
of (BLOCK CAPITALS),
being a member(s) of the Company, hereby appoint the Chairman of the meeting OR
.....(note 3) 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 19 October 2020 at 9.30 a.m. and at any adjournment of the meeting.

Your attention is drawn to the sections of Company's circular relating to the fact that the General Meeting is to be held as a closed meeting and particularly to notes 1 and 3 to this form of proxy.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an "X" below. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he/she thinks fit in relation to any matter which is put before the meeting.

Please tick here if this proxy appointment is one of multiple appointments being made

| Resolutions | For | Against | Vote Withheld |
|--|-----|---------|---------------|
| 1. THAT the Company's Share Premium Account be cancelled | | | |
| 2. THAT the Company's Merger Reserve be capitalised by paying up B Shares | | | |
| 3. THAT the B Shares be cancelled | | | |

Signature: Date

Name of joint holders (if any):

Notes

Shareholders' attention is drawn particularly to notes 1 and 3.

- 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. **However, as the meeting will be conducted as a closed meeting in accordance with the Corporate Insolvency and Governance Act 2020, you are strongly advised to appoint the Chairman of the meeting as your proxy to ensure that your vote is counted. No proxies other than the Chairman will be permitted to attend.**
- 2 Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The "Vote Withheld" box enables you to abstain from voting on any particular resolution. A vote withheld is not a vote at law, which means your vote will not be counted in the calculation of votes for or against the resolution. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
 - 2.1 on any resolution referred to above if no instruction is given in respect of that resolution; and
 - 2.2 on any business or resolution considered at the meeting other than the resolutions referred to above.
- 3 If you insert no name then you will have appointed the Chairman of the meeting as your proxy. If you wish to appoint someone other than the Chairman of the meeting as your proxy please insert their full name **but please note that as the meeting will be conducted as a closed meeting in accordance with the Corporate Insolvency and Governance Act 2020, you are strongly advised to appoint the Chairman of the meeting as your proxy to ensure that your vote is counted.**
- 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. To appoint more than one proxy you can obtain additional forms of proxy from Share Registrars Limited. Alternatively you may photocopy this proxy form. Should you appoint more than one proxy, the proxy forms should be returned in the same envelope.
- 5 To be effective this form must be completed and signed and sent or delivered to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, or scanned and emailed to voting@shareregistrars.uk.com, no later than 48 hours (excluding weekends and bank holidays) before the time of the meeting, or in the case of a poll taken subsequently to the date of the meeting, or any adjournment thereof, not less than 24 hours (excluding weekends and bank holidays) before the time appointed for the taking of the poll (and in calculating these periods no account shall be taken of any part of a day which is a Saturday, Sunday or a bank holiday in England). Please state "Ergomed plc GM" and your name in the subject line of your email.
- 6 Where the member is a corporation this form must be executed under its common seal or signed on its behalf by a duly authorised officer or by an attorney of the corporation.
- 7 Any power of attorney or other authority under which this proxy form is signed (or a duly certified copy of such power of attorney) must be sent or delivered with the proxy form.
- 8 CREST members who wish to appoint a proxy or proxies using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual available via www.euroclear.com/CREST. 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 be transmitted so as to be received by the Company's agent, Share Registrars Limited (CREST Participant ID: 7RA36), no later than 48 hours (excluding weekends and bank holidays) before the time appointed for the meeting.
- 9 In the case of joint holders only one need sign this form, but the names of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members in respect of the joint holding (the first-named being the most senior).
- 10 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.
- 11 For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of the meeting. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.