

Evgen Pharma plc

("the Company")

Form of Proxy for the General Meeting 3 March 2021

Before completing this form in BLOCK CAPITALS, please read the explanatory notes below. In particular your attention is drawn to the important notice regarding COVID-19 and Notes 1-4 in relation to the effect of COVID-19 on the General Meeting. You are strongly advised to appoint the Chairman of the meeting as your proxy. If you appoint another person as your proxy, that person will not be admitted to the meeting and your vote will not be counted.

I/We, Print full name here
being (a) member(s) of the Company appoint the Chairman of the Meeting or (see note 3)

Name of Proxy

as my/our proxy to vote on my/our behalf at the General Meeting of the Company to be held on 03 March 2021 at 10.00 a.m. and at any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments being made by the same shareholder (see note 2).

Please indicate the number of shares in relation to which the named person is authorised to act as your proxy. If left blank the proxy will be authorised in respect of the full voting entitlement

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box below with an 'X'. 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 they think fit in relation to any other matter which is properly put before the meeting.

RESOLUTIONS	For	Against	Vote Withheld
Ordinary Resolution			
1. To authorise the Directors of the Company to allot securities up to an aggregate nominal amount of £343,726.69.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution			
2. To give the Directors limited power to allot securities for cash up to an aggregate nominal amount of £343,726.69 without making a pre-emptive offer to shareholders in connection with the Fundraising.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature:

Date: 2021

Notes to the proxy form:

IMPORTANT NOTICE REGARDING COVID-19

In light of the current COVID-19 situation and related legal and other requirements of governmental authorities, we are requiring that shareholders do not attend in person but instead appoint the Chairman of the meeting as their proxy with their voting instructions. Shareholders should also bear in mind that if they, or any alternative proxy, travel to attend the meeting in person, they would be denied entry based on prevailing circumstances.

1. All Resolutions will be taken on a poll in view of the Covid-19 situation in order to give a fair representation of the votes of Shareholders on the Resolutions.
2. To appoint more than one proxy you may copy this form. Please indicate in the space provided the number of shares in relation to which the appointed person is authorised to act as your proxy (which, in aggregate, should not exceed the number of ordinary shares held by you). Please also indicate by ticking the box if the proxy appointment is a multiple appointment. Multiple proxy appointments should be returned together in the same envelope.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Please see Covid-19 Note and appoint the Chairman accordingly. Given the current restrictions on attendance in person, members are encouraged to appoint the Chairman of the meeting as their proxy rather than a named person who will not be permitted to attend or vote at the physical meeting.
4. Should members wish to ask any questions which they may have otherwise asked at the General Meeting had they been in attendance regarding the Resolutions, they are encouraged to contact the Company prior to the General Meeting by email to evgen@walbrookpr.com.
5. In the case of joint holders, any one holder may sign this form. The vote of the senior holder (first named registered shareholder) who tenders a vote whether in person or by proxy will be accepted to the exclusion of votes from other joint holders.
6. 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 other duly authorised attorney or representative. Please enter the signatory capacity beneath signature.
7. To be effective this proxy must be;
 - completed and signed;
 - sent or delivered to SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS ;
 - or by scanning a signed copy and emailing this to proxy@slcregistrars.com; and
 - received by SLC Registrars no later than 10.00 a.m. on 1 March 2021.being 48 hours before the time appointed for the Meeting or not less than 48 hours before the time appointed any adjournment thereof (not including weekends or public holidays).
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. 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 meeting.
10. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that entitlement to attend and vote at the general meeting, and the number of votes which may be cast at the general meeting, will be determined by reference to the Company's register of members at 6.30 p.m. (London time) on 1 March 2021 or, if the general meeting is adjourned, at close of business on the date which is two days before the day of the adjourned general meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
11. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual which can be viewed at www.euroclear.com. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent SLC Registrars (ID 7RA01) by 10.00 a.m. on 1 March 2021. See the notes to the notice of meeting for further information on proxy appointment through CREST.
12. 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.
13. 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.
14. Any alteration made in this form should be initialed.