

REDX PHARMA PLC

PROXY FOR USE AT GENERAL MEETING

Please insert
full name
and address

I/We
(please use block letters)
of
(please use block letters)

being member(s) of Redx Pharma plc (the "Company") hereby appoint the chairman of the general meeting or (see notes 1 and 2)
(please use block letters)

as my/our proxy to attend and vote for me/us and on my/our behalf at the general meeting of the Company to be held at Covington & Burling LLP, 265 Strand, London WC2R 1BH on 28 February 2017 at 10.00 a.m. and at any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy please refer to Note 2 overleaf.

I/We request such proxy to vote on the following resolutions in the manner specified below (see note 3)

Resolutions	For	Against	Withheld
1. To authorise the directors to allot shares in the capital of the Company for the purposes of section 551 of the Companies Act 2006 (the "Act") in connection with the Transaction.			
2. In addition to the authority granted in Resolution 1 (and other than in connection with the Transaction), to authorise the directors to allot shares in the capital of the Company for the purposes of section 551 of the Act.			
3. In connection with the Transaction, to empower the directors to allot equity securities pursuant to section 570 and 573 of the Act as if section 561 of the Act did not apply.			
4. In addition to the authority granted in Resolution 3 (and other than in connection with the Transaction), to empower the directors to allot equity securities pursuant to section 570 and 573 of the Act as if section 561 of the Act did not apply.			

Signature(see note 5)
Joint holders (if any) (see note 10)

Name:Name:

Name:Name:

Notes:

- If you wish to appoint someone other than the chairman as your proxy, please insert his/her name, and strike out and initial the words "the chairman of the general meeting or". A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered on this form, the return of this form, duly signed, will authorise the chairman of the meeting to act as your proxy.
- You may appoint more than one proxy provided that each proxy is appointed to exercise the 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, please return a separate form in relation to each proxy, clearly indicating next to the name of each proxy the number and class of shares in respect of which he is appointed. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
- To direct your proxy how to vote on the resolutions, please mark the appropriate box next to each resolution with an "X". If no voting instruction is given, your proxy will vote or abstain from voting as he sees fit in his absolute discretion in relation to each resolution and any other matter which is put before the meeting.
- An abstention (or "vote withheld") option has been included on this form of proxy. The legal effect of choosing the abstention option on any resolution is that the shareholder concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.
- In the case of:
 - an individual, this proxy form must be signed by the relevant member appointing the proxy or a duly appointed attorney on behalf of such member; and
 - a corporation, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or a duly appointed attorney for the company.
- To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to the Company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, BN99 6DA; and
 - received by the Company's Registrars no later than 48 hours (excluding non-working days) before the time appointed for the meeting, or adjourned meeting, at which it is to be used.
- 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.
- Any alteration to this proxy form must be initialled by the person in whose hand it is signed or executed.
- If, after returning a duly completed proxy form, you wish to revoke your proxy appointment you must sign and date a notice clearly stating your intention to revoke that proxy appointment and deposit it at the office of the Company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, BN99 6DA before the time appointed for the meeting.
- 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; and
 - the vote of the most senior holder who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of all other joint holders.
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).
- The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders entered on the register of members of the Company at 6.30 pm on 24 February 2017 will be entitled to attend or vote (whether in person or proxy) at the General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 6.30 pm on 24 February 2017 will be disregarded in determining the rights of any person to attend or vote at the meeting or any adjourned meeting (as the case may be).