

# RUA LIFE SCIENCES PLC

## PROXY FORM

In light of the COVID-19 pandemic Shareholders are urged to exercise their votes by submitting their Form of Proxy and appointing the Chairman of the General Meeting as their proxy. Shareholders and their proxies will not be allowed to attend the meeting in person, as to do so would be inconsistent with current government guidelines relating to COVID-19 (as published as at the date of the Circular), in particular the advice for people to avoid public gatherings, all non-essential travel and social contact. Any Shareholder seeking to attend the General Meeting in person will be refused entry. The Company is actively following developments and will issue further information through a Regulatory Information Service and/or on its website [www.rualifesciences.com](http://www.rualifesciences.com) if it becomes necessary or appropriate to make any alternative arrangements for the General Meeting. The General Meeting will be purely functional in format to comply with the relevant legal requirements.

I/We.....

of.....  
*(Please insert full name and address in block letters.)*

being (a) member(s) of the above named company hereby appoint the CHAIRMAN OF THE MEETING as my/our proxy to attend speak and vote for me/us on my/our behalf as indicated below at the General Meeting of the Company to be held on 30 December 2020 at 11.00 am at the offices of Davidson Chalmers Stewart LLP, 163 Bath Street, Glasgow G2 4SQ and at any adjournment thereof in respect of the Resolutions set out in the Notice of General Meeting.

The proxy will vote on the under-mentioned resolutions, as indicated. The proxy will vote at his discretion, or abstain from voting on any resolution listed below if no instruction is given regarding that resolution and on any other business transacted at the meeting.

Please indicate your instructions by marking the "For", "Against" or "Vote withheld" boxes in black ink like this

	For	Against	Vote withheld
1. ORDINARY RESOLUTION – To authorise the allotment of Ordinary Shares pursuant to the Fundraising.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. SPECIAL RESOLUTION – To authorise the disapplication of pre-emption rights on Ordinary Shares pursuant to the Fundraising.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. ORDINARY RESOLUTION – To additionally authorise the allotment of Ordinary Shares up to a nominal value of £366,049.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. SPECIAL RESOLUTION – To authorise the disapplication of pre-emption rights on Ordinary Shares up to a nominal amount of £55,462.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. SPECIAL RESOLUTION – To authorise the disapplication of pre-emption rights on Ordinary Shares up to a nominal amount of £55,462 (in relation to acquisitions and specified investments).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed  Dated this  day of  2020

A Corporation should execute under its Common Seal, if any, and if none under the hand of the duly authorised officer or attorney, in which case the written authority must also be lodged with the Company's Registrars along with the Form of Proxy.

*Please read the notes overleaf*

## Notes to the Form of Proxy

**As explained in the Circular including the Notice of this Meeting, due to the restrictions in force at the date of the notice of this meeting, this General Meeting will be held as a “closed meeting”. Shareholders must not attend the meeting in person nor appoint a proxy or corporate representative other than the Chairman of the meeting. Anyone seeking to attend in person will not be permitted to enter the venue (except for those invited for the purpose of forming a quorum). The Company will make arrangements for a quorum to be present to transact the formal business of the meeting.**

1. You can only appoint a proxy using the procedures set out in these notes.
2. To appoint the Chairman of the meeting as your proxy, you should complete and sign this form and return it to the Company's Registrars all in accordance with these instructions.
3. 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 discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting.
4. To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to Equiniti Limited in the pre-paid envelope provided; and
  - received by Equiniti Limited no later than 11.00am on 24 December 2020.
5. 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.
6. 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.
7. 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. 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 Equiniti Limited (Crest Participant ID RA 19) by 11.00 am on 24 December 2020. See the notes to the notice of meeting for further information on proxy appointment through CREST.
8. 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).
9. 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.