

RUA Life Sciences plc

The Annual General Meeting of the Company will be held on 31 August 2021 at 11 am. The Meeting will take place at RUA Medical Devices Limited, 2 Drummond Crescent, Riverside Business Park, Irvine, Ayrshire KA11 5AN. Given the continued social distancing, travel restrictions and other safety measures imposed by the Government as a result of Covid-19, we strongly advise that shareholders do NOT attend the Meeting in person, but instead appoint the Chairman of the meeting as proxy to vote on their behalf.



RUA Life Sciences plc Proxy Form

I/We _____

of _____

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

(see note 3 overleaf)

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 Annual General Meeting of the Company to be held on 31 August 2021 and at any adjournment thereof in respect of the Resolutions set out in the Notice of Annual General Meeting (see note 5 overleaf).

Please mark this box to indicate that this proxy appointment is one of multiple appointments being made (see note 4 overleaf).

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 vote by marking the appropriate boxes in black ink like this:

RESOLUTIONS

Ordinary Business

- | | For | Against | Vote withheld |
|--|--------------------------|--------------------------|--------------------------|
| 1. To receive and adopt the financial statements of the Company for the year ended 31 March 2021 together with the Reports of the Directors and Auditor thereon. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Report of the Remuneration Committee for the year ended 31 March 2021. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To elect as a Director Ian Leslie Ardill, who was appointed as a Director since the previous Annual General Meeting. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To elect as a Director Caroline Stretton, who was appointed as a Director since the previous Annual General Meeting. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect as a Director David Richmond who is retiring by rotation. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-appoint Grant Thornton UK LLP as auditor of the Company and to authorise the Directors to fix their remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Business

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 7. To authorise the Directors to allot relevant securities within the meaning of section 551 of the Companies Act 2006. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To empower the Directors to allot equity securities as if section 561(1) of the Companies Act 2006 did not apply to such allotment. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To empower the Directors to allot equity securities as if section 561(1) of the Companies Act 2006 did not apply to such allotment, for an acquisition or specified capital investment. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signed _____ Dated this _____ day of _____ 2021

(Please sign and insert date.)

A Corporation should execute under its Common Seal, if any, and if none under a hand of a 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 letter from the Chairman of the Company which accompanied the Notice of this Meeting, due to the continued social distancing, travel restrictions and other safety measures imposed by the Government as a result of Covid-19, we strongly advise that shareholders do NOT attend the AGM in person, but instead appoint the Chairman of the meeting as proxy to vote on their behalf. 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 26 August 2021.
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 26 August 2021. 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.