

RUA Life Sciences plc

The Annual General Meeting of the Company will be held on 27 August 2024 at 11.00 am. The Meeting will take place at Gales Hotel, Marine Drive, Irvine, Ayrshire, KA11 5AE. The Board encourages all shareholders who are unable to, or do not wish to attend the AGM, to vote by proxy and 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 OR (see note 2 overleaf) _____ 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 27 August 2024 and at any adjournment thereof in respect of the Resolutions set out in the Notice of Annual General Meeting.

☐ 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 2024 together with the Reports of the Directors and Auditor thereon.	☐	☐	☐
2. To approve the Report of the Remuneration Committee for the year ended 31 March 2024.	☐	☐	☐
3. To re-elect as a Director Ian Ardill who is retiring by rotation.	☐	☐	☐
4. To re-appoint RSM UK Audit LLP as auditor of the Company and to authorise the Directors to fix their remuneration.	☐	☐	☐

Special Business

5. To authorise the Directors to allot relevant securities within the meaning of section 551 of the Companies Act 2006.	☐	☐	☐
6. To empower the Directors to allot equity securities as if section 561 (1) of the Companies Act 2006 did not apply to such allotment.	☐	☐	☐
7. 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.	☐	☐	☐

Signed _____ Dated this _____ day of _____ 2024
(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

Registered Office C/o Davidson Chalmers Stewart LLP, 163 Bath Street, Glasgow G2 4SQ. Registered in Scotland No. 170071

Notes to the Form of Proxy

As outlined in the letter from the Chairman of the Company which accompanied the Notice of this Meeting, the AGM will be a physical meeting. The board encourages all shareholders who are unable to, or do not wish to attend the AGM in person, to 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. If you wish to appoint a proxy other than the Chairman of the meeting, insert their full name in the space provided. If you leave this space blank, the Chairman of the meeting will be appointed your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
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. 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, additional proxy forms may be obtained by contacting the Company's registrar, Equiniti Limited, or you may copy this form. If you are appointing more than one proxy, please indicate next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.
5. 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 11.00 am on 22 August 2024.
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 an attorney for the company.
7. 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.
8. 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 RA19) by 11.00 am on 22 August 2024. See the notes to the notice of meeting for further information on proxy appointment through CREST.
9. As an alternative to completing this hard copy proxy form or appointing a proxy or proxies by using the CREST electronic appointment service, if you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's registrar. In order to appoint a proxy using the Proxymity platform, your proxy must be lodged by 11.00 am on 22 August 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. For further information regarding Proxymity, please go to www.proxymity.io.
10. 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).
11. 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.