

# WIDECELLS GROUP PLC

(Company No.: 10197256)

## Form of proxy

For the annual general meeting ("AGM") to be held on 29 June 2018

I/We, \_\_\_\_\_  
(BLOCK CAPITALS PLEASE)

of \_\_\_\_\_  
being a member of the Company appoint the chairman of the meeting or (see note 5 below)

as my/our proxy to attend, speak and vote on my/our behalf at the AGM of the Company to be held on 29 June 2018 at 2.00 p.m. and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an "X". If no indication is given, my/our proxy will vote or abstain from voting at his discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he thinks fit in relation to any other matter which is properly put before the meeting.

Res. No	Ordinary resolutions	For	Against	Withheld
1	To receive the reports and accounts for the financial year ended 31 December 2017.			
2	To approve the directors' remuneration report for the year ended 31 December 2017.			
3	To approve the directors' remuneration policy.			
4	To re-appoint Peter Presland as a director.			
5	To re-appoint Malcolm Glaister as a director.			
6	To re-appoint David Henriques as a director.			
7	To reappoint BDO LLP as auditors.			
8	To authorise the directors to fix the auditors' remuneration.			
9	To authorise the directors to allot relevant securities.			
Special resolutions				
10	To disapply statutory pre-emption rights relating to the allotment of relevant securities.			
11	To call general meetings on not less than 14 clear days' notice.			

Signed: \_\_\_\_\_ Dated: \_\_\_\_\_ 2018

## Notes to the proxy form:

1. The only members entitled to attend and vote at the meeting are those who are registered on the Company's register of members at:
  - 1.1 6.00 p.m. on 27 June 2018; or
  - 1.2 if the meeting is adjourned, at the time which is 48 hours prior to the time of the adjourned meeting.
2. Changes to entries on the register of members after 6.00 p.m. on 27 June 2018 or, in the event that the AGM is adjourned, on the register of members 48 hours before the time of any adjourned meeting (excluding any part of a day which is not a working day), shall be disregarded in determining the right of any person to attend and/or vote at the AGM.
3. If you are a member of the Company at the time set out in note 1 above. You are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
4. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
5. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be 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. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
6. 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, you must complete a separate proxy form (which you may photocopy) for each proxy and specify against the proxy's name the number of shares over which the proxy has rights.
7. 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 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.
8. To appoint a proxy using the hard copy proxy form, it must be:
  - 8.1 completed and signed;
  - 8.2 sent or delivered to SLC Registrars Limited at Ashley Park House, 42-50 Hersham Road, Walton-on-Thames, Surrey, KT12 1RZ; and
  - 8.3 received by SLC Registrars Limited no later than 27 June 2018 at 2.00 p.m. (or not less than 48 hours before the time of any adjourned meeting (excluding any part of a day which is not a working day)).
9. In the case of a member which is a company, the 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. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
10. 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 SLC Registrars Limited (CREST participant number 7RA01) by 27 June 2018 at 2.00 p.m. or, in the event that the AGM is adjourned, on the register of members 48 hours before the time of any adjourned meeting (excluding any part of a day which is not a working day). See the notes to the notice of meeting for further information on proxy appointment through CREST.
11. 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).
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. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
14. 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.