

PHARMA C INVESTMENTS PLC
(Company No. 11540119) (the “Company”)
ANNUAL GENERAL MEETING
Proxy Form

Before completing this form, please read the explanatory notes below:

I/We(name(s)) of

.....(address(es))

Being (a) member (s) of the Company appoint the Chairman of the meeting or(see note 1 below)

Is this proxy appointment one of multiple appointments being made? Yes/No*

*For the appointment of one or more proxy, please refer to explanatory note 2 (below)

The proxy will vote on the following resolutions, as indicated:

ORDINARY BUSINESS	For	Against	Withheld
1. To receive and ratify the adoption of the report of the directors and the audited accounts for the period 1 January 2021 to 31 December 2021.			
2. To re-appoint PKF Littlejohn LLP Chartered Accountants and Statutory Advisors of 15 Westferry Circus, London E14 4HD as auditors on behalf of the Company.			
3. To authorise the directors to fix the remuneration of the auditors.			
4. To reappoint Sharon Segal as a director of the Company who retires by rotation and offers herself up for re-appointment as set out in Clause 29.1 of the Company’s Articles of Association.			
5. To reappoint Toby Shillito as a director of the Company who retires by rotation and offers himself up for re-appointment as set out in Clause 29.1 of the Company’s Articles of Association.			
SPECIAL BUSINESS			
6. To consider and if thought fit, pass the following resolutions as Ordinary and Special Resolutions as set out below			
SPECIAL RESOLUTION			
<p>6.1 That each of the issued ordinary shares of £0.0025 in the capital of the Company (each an “Existing Ordinary Share”) be subdivided and converted in to one ordinary share of £0.00025 in the capital of the Company (each a “New Ordinary Share”) and one deferred share of £0.00225 (each a “Deferred Share”), having the following rights and being subject to the following restrictions:-</p> <p>(a) Voting</p> <p>Notwithstanding anything contained in the articles of association (the “Articles”), the Deferred Shares shall not confer on the holder of the Deferred Shares any right to receive notice of, or any right to be able to attend, speak or vote at, any general meeting of the Company.</p> <p>(b) Dividends/Distribution</p> <p>Notwithstanding anything contained in the Articles, the Deferred Shares shall not confer on the holder of the Deferred Shares any right to share in any dividend declared, distributed and/or paid by the Company or otherwise participate in the profits of the Company (save on a return of capital as referred to below).</p> <p>(c) Return of Capital</p> <p>On a return of capital on a winding up or otherwise, the Deferred Shares shall confer on the holders thereof an entitlement to receive out of the assets of the Company available for distribution amongst the members (subject to the rights of any new class of shares with preferred rights) the amount paid up or credited as paid up on the Deferred Shares held by them respectively after (but only after) payment shall have been made to the holders of the ordinary shares of the amounts paid up or credited as paid up on such shares and the sum of £10,000,000 in respect of each ordinary share held by them respectively. The holders of the Deferred Shares shall have no further right to participate in the assets of the Company.</p>			

<p>(d) Share Certificates</p> <p>No share certificates shall be issued in respect of any Deferred Shares.</p> <p>(e) Transfers</p> <p>The Deferred Shares will only be transferable with the prior written consent of the Company.</p> <p>The Company is irrevocably authorised by each and every holder of Deferred Shares at any time:-</p> <p>(i) To appoint any person to execute on behalf of the holders of such Deferred Shares a transfer or all of any of such Deferred Shares and/or an agreement to transfer the same, without obtaining the consent or sanction of, or making any payment to, the holders thereof, to such person or persons as the Company may determine; and</p> <p>(ii) To cancel and/or purchase the same without making any payment to or obtaining the consent or sanction of the holders of any of the Deferred Shares and, pending such transfer and/or cancellation and/or purchase, and the Company may at its option at any time redeem all or any of the Deferred Shares then in issue, at a price not exceeding 1 pence for all the Deferred Shares redeemed.</p> <p>(f) Variation of Rights</p> <p>Neither (a) the passing by the Company of any resolution for a reduction of capital involving the cancellation of the Deferred Shares without any repayment of capital in respect thereof, or a reduction of share premium account, or the obtaining by the Company or the making by the Court of an order confirming any such reduction of capital or share premium account or the making effective of such order; nor (b) the purchase by the Company in accordance with the provisions of the Companies Act 2006 of any of its own shares or other securities or the passing of a resolution to permit any such purchase, shall constitute a modification, variation or abrogation of the rights attaching to the Deferred Shares.</p> <p>(g) Further issues</p> <p>The rights conferred by the Deferred Shares shall not be varied or abrogated by the creation or issue of further shares ranking pari passu with or in priority to the Deferred Shares.</p>			
<p style="text-align: center;">ORDINARY RESOLUTION</p> <p>6.2 That, conditional upon the passing of resolution 6.1 above and 6.3 below, the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares and grant rights to subscribe for or convert any securities into shares up to an aggregate amount of £250,000. This authorisation shall expire five years from the date of the Annual General Meeting save that the Company may before such expiry make an offer or agreement which might require shares to be allotted or rights to be granted, after such expiry and the directors may allot shares or grant rights to subscribe for or to convert any security in to shares, in pursuant of such offer or agreement as if the authorisations conferred hereby had not expired.</p>			
<p style="text-align: center;">SPECIAL RESOLUTION</p> <p>6.3 That, conditional upon the passing of resolutions 6.1 and 6.2 above, the directors be given power pursuant to section 570(1) of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority granted by that resolution as if section 561 of the Act did not apply to such allotment. This power shall expire on the conclusion of the next Annual General Meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) following the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.</p>			
<p style="text-align: center;">SPECIAL RESOLUTION</p> <p>6.4 That, conditional upon the passing of resolution 6.1 the Company's Articles of Association be amended by the inclusion of new paragraphs 5.1 and 5.2 as follows:-</p> <p>5.1 The share capital of the Company comprises ordinary shares of £0.0025 each and deferred shares of £0.00225".</p> <p>5.2. Any deferred shares in issue shall have the following rights and be subject to the following rights and being subject to the following restrictions:-</p>			

<p>(a) Voting</p> <p>Notwithstanding anything contained in the articles of association (the "Articles"), the Deferred Shares shall not confer on the holder of the Deferred Shares any right to receive notice of, or any right to be able to attend, speak or vote at, any general meeting of the Company.</p> <p>(b) Dividends/Distribution</p> <p>Notwithstanding anything contained in the Articles, the Deferred Shares shall not confer on the holder of the Deferred Shares any right to share in any dividend declared, distributed and/or paid by the Company or otherwise participate in the profits of the Company (save on a return of capital as referred to below).</p> <p>(c) Return of Capital</p> <p>On a return of capital on a winding up or otherwise, the Deferred Shares shall confer on the holders thereof an entitlement to receive out of the assets of the Company available for distribution amongst the members (subject to the rights of any new class of shares with preferred rights) the amount paid up or credited as paid up on the Deferred Shares held by them respectively after (but only after) payment shall have been made to the holders of the ordinary shares of the amounts paid up or credited as paid up on such shares and the sum of £10,000,000 in respect of each ordinary share held by them respectively. The holders of the Deferred Shares shall have no further right to participate in the assets of the Company.</p> <p>(d) Share Certificates</p> <p>No share certificates shall be issued in respect of any Deferred Shares.</p> <p>(e) Transfers</p> <p>The Deferred Shares will only be transferable with the prior written consent of the Company.</p> <p>The Company is irrevocably authorised by each and every holder of Deferred Shares at any time:-</p> <p>(i) To appoint any person to execute on behalf of the holders of such Deferred Shares a transfer or all of any of such Deferred Shares and/or an agreement to transfer the same, without obtaining the consent or sanction of, or making any payment to, the holders thereof, to such person or persons as the Company may determine; and</p> <p>(ii) To cancel and/or purchase the same without making any payment to or obtaining the consent or sanction of the holders of any of the Deferred Shares and, pending such transfer and/or cancellation and/or purchase, and the Company may at its option at any time redeem all or any of the Deferred Shares then in issue, at a price not exceeding 1 pence for all the Deferred Shares redeemed.</p> <p>(f) Variation of Rights</p> <p>Neither (a) the passing by the Company of any resolution for a reduction of capital involving the cancellation of the Deferred Shares without any repayment of capital in respect thereof, or a reduction of share premium account, or the obtaining by the Company or the making by the Court of an order confirming any such reduction of capital or share premium account or the making effective of such order; nor (b) the purchase by the Company in accordance with the provisions of the Companies Act 2006 of any of its own shares or other securities or the passing of a resolution to permit any such purchase, shall constitute a modification, variation or abrogation of the rights attaching to the Deferred Shares.</p> <p>(g) Further issues</p> <p>The rights conferred by the Deferred Shares shall not be varied or abrogated by the creation or issue of further shares ranking pari passu with or in priority to the Deferred Shares."</p> <p>And the renumbering of the subsequent paragraphs accordingly.</p>			
--	--	--	--

If you want your proxy to vote in a certain way on the resolutions specified, please place an "X" in the appropriate box. If you fail to select any of the given options your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting.

Signature	Date
------------------	-------------

Notes to the proxy form

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see above). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see above) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (Or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given.
3. The "Vote Withheld" option is to enable you to abstain on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 9.00 am on Friday 16 December 2022 or 48 hours prior to any adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.