

## FORM OF PROXY

# ERGOMED PLC

If you will not be attending the annual general meeting of Ergomed plc (the "Company"), or may not do so, you can appoint another person (a "proxy"), who need not be a member of the Company, to exercise all or any of your rights to attend, speak and vote at the meeting on your behalf. Completing this form of proxy does not prevent you from attending and voting in person.

To be used at the Annual General Meeting to be held on 27 June 2016 at 9.30 a.m.

I/We ..... of ..... being (a) member(s) of the

above Company hereby appoint the Chairman of the meeting, or failing whom ..... (see note 2) as my/our proxy to attend, speak and vote for me/us on my/our behalf as directed below and where no instruction is given by me/us as to how my/our proxy should vote or if any amendment or other matter should come before the Meeting to act at his/her discretion at the general meeting of the Company to be held on 27 June 2016 at 9.30 a.m. and at any adjournment thereof in respect of the number of ordinary shares comprised in my/our shareholding.

I/We wish this proxy to be used in connection with those of the resolutions to be proposed at the Annual General Meeting which are listed below, in the manner set out below, and in connection with any other business transacted at the meeting.

Signature: ..... Dated: .....

Please indicate with an X in the spaces below how you wish the proxy to vote. Unless otherwise instructed, the proxy will, at his/her discretion, vote as he/she thinks fit or abstain from voting in relation to all business of the Meeting.

Please tick here if this proxy appointment is one of multiple appointments being made

Resolutions	For	Against	Abstain
1. To receive the accounts and reports for the year ended 31 December 2015.			
2. To re-appoint Deloitte LLP as the auditors of the Company and to authorise the Board of Directors to determine their remuneration.			
3. To re-appoint Andrew Mackie as a director of the Company.			
4. To re-appoint Stephen Stamp as a director of the Company.			
5. To re-appoint Miroslav Reljanovic as a director of the Company.			
6. To authorise the Directors to allot shares pursuant to section 551 of the Companies Act 2006 subject to the restrictions set out in the notice of meeting			
7. To disapply statutory pre-emption rights pursuant to section 570 of the Companies Act 2006 subject to the restrictions set out in the notice of meeting.			
8. To disapply statutory pre-emption rights pursuant to section 570 of the Companies Act 2006 subject to the restrictions set out in the notice of meeting.			

## Notes

1. This form of proxy is for use by shareholders only. The completion and return of this form of proxy shall not preclude a shareholder from attending and voting in person.
2. You may if you wish appoint a proxy other than the Chairman of the meeting. If you so wish, delete the words 'the Chairman of the Meeting, or failing whom' and substitute the name(s) of your choice. A proxy need not be a member of the Company.
3. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a duly certified copy thereof, should be completed and signed and reach the offices of the Company's Registrar, Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL, not later than 48 hours before the time appointed for holding the Annual General Meeting. If the meeting should be adjourned, this form of proxy, if not previously lodged, will be effective for use at the adjourned meeting as long as it is lodged, duly completed and signed, as set out above no later than 48 hours (excluding any part of a day that is not a business day) before the adjourned meeting, and if there should be a poll on any of the resolutions which is taken otherwise than at or on the same day as the meeting or adjourned meeting this form will be effective, if not previously lodged, for use at the poll as long as it is lodged, duly completed and signed, as set out above not later than 24 hours before the time appointed for the taking of the poll. UK members can return the form of proxy in the enclosed business reply envelope, free of charge, to Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL. Outside the UK, the appropriate postage must be paid.
4. In the case of a corporation, the form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing.
5. In the case of joint holders the signature of any of them will suffice, but the names of all joint holders should be shown. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, each proxy must be appointed by means of a separate form. Additional forms may be obtained from the registrars by telephoning Share Registrars between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday (except UK public holidays) on 01252 821390 from within the UK or +44 1252 821390 if calling from outside the UK. The helpline cannot provide advice on the merits of the resolutions nor give any financial, legal or tax advice. Alternatively, you may photocopy this form of proxy. Please indicate the proxy'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 tick the box if this proxy appointment is one of multiple appointments being made. All forms of proxy must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the appointment being invalid. If you are only appointing one proxy, you can cross out all reference to the number of shares or leave the box blank for the number of shares uncompleted, in which case the appointment will be taken to be for your full holding.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting to be held on 27 June 2016 at 9.30 a.m. and any adjournment thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. An abstention option ("Vote Withheld") has been included on the form of proxy. The legal effect of choosing the abstention option on any resolution is that the member concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.
9. Any alteration of this form of proxy should be initialled by the person who signed it.
10. Pursuant to Regulation 41 of the Uncertified Securities Regulations 2001 entitlement to attend and vote at the meeting and the number of votes that may be cast at the meeting will be determined by reference to the register of members of the Company no later than 48 hours (excluding any part of a day that is not a business day) before the meeting (or adjourned meeting). Changes to the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting (or adjourned meeting).