

**FUTURA MEDICAL plc (“the Company”) FORM OF PROXY**

**For use at the 2016 Annual General Meeting (“the Meeting”) of the Company to be held at the offices of Buchanan Limited, 107 Cheapside, London EC2V 6DN**

I/We (name(s) in full) .....  
 (BLOCK CAPITALS)

of (address).....

being the holder(s) of ..... shares (insert number held) in the Company hereby appoint  
 (*Full name of the proxy you wish to appoint, refer to Notes*)

.....  
 or failing him/her, the Chairman of the Meeting, as my/our proxy to attend and, on a poll or on a show of hands, to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at **4.00pm on 21<sup>st</sup> June 2016**, and at any adjournment thereof.

*Please indicate with an “X” in the space provided how you wish your votes to be cast. If no specific direction is given the proxy may vote or abstain at their discretion.*

<b>Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
1. Ordinary resolution to receive and adopt the Annual Report and Accounts for the year ended 31 December 2015 together with the reports of the directors and auditors thereon.			
2. Ordinary resolution to re-elect John Clarke, who retires by rotation, as a director of the Company.			
3. Ordinary resolution to re-elect Ken James, who was appointed since the last AGM, as a director of the Company.			
4. Ordinary resolution to re-appoint BDO LLP as auditors and to authorise the Audit Committee of the Company to agree their remuneration.			
5. Special resolution to disapply the pre-emption provision of section 561 of the Act in connection with an offer of equity securities by way of a Rights Issue.			

Dated: .....

Signature(s) or Common Seal: .....

(see Notes and return Proxy Form to: The Company Secretary, Futura Medical plc, Surrey Technology Centre, 40 Occam Road, Guildford, Surrey, GU2 7YG)

## Notes:

1. As a member of the Company 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.
2. 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.
3. 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.
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, please contact the Company Secretary at the registered address.
5. To direct your proxy on 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 the proportion 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.
6. To appoint a proxy using this form, the form must be completed and signed, sent or delivered to: The Company Secretary, Futura Medical plc, Surrey Technology Centre, 40 Occam Road, Guildford, Surrey, GU2 7YG; and received by the Company Secretary no later than 6.00pm on Thursday 16<sup>th</sup> June 2016.
7. 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. 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. 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.
10. To change your proxy instructions submit a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.  
If you submit more than one valid proxy appointment, the appointment received last will take precedence.
11. In order to revoke a proxy instruction you must inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company Secretary at the registered address to be received no later than 6.00pm on Thursday 16<sup>th</sup> June 2016. In the case of a member which is a company, the revocation notice 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.  
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.
12. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at 6.00pm on Thursday 16<sup>th</sup> June 2016 shall be entitled to attend and vote at the Meeting.