

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

**For use at the General Meeting of the Company to be held at the offices of
Buchanan Communications Limited, 107 Cheapside, London EC2V 6DN on 15 November 2016 at 2.00 pm**

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 General Meeting of the Company to be held at **2.00pm on 15 November
 2016**, and at any adjournment thereof.

I/We direct the proxy to vote in respect of the resolutions to be proposed as shown below

*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.*

Resolutions	For	Against	Vote Withheld
1. Ordinary resolution to authorise the directors of the Company to allot shares in the Company (“ Shares ”) and grant subscription and conversion rights over the Shares, in connection with the Placing (as defined in the Circular), pursuant to section 551 of the Act.			
2. Special resolution to disapply the pre-emption provision of section 561 of the Act, in connection with the Placing.			
3. Ordinary resolution to authorise the directors of the Company to allot Shares and grant subscription and conversion rights over Shares pursuant to section 551 of the Act.			
4. 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 (as defined in the Circular).			

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) A Shareholder entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote on a show of hands and on a poll instead of him or her. You can only appoint a proxy using the procedures set out in these notes. A proxy need not be a member of the Company but must attend the meeting to represent you. Where a Shareholder appoints more than one proxy, each proxy must be appointed in respect of different shares comprised in his or her shareholding which must be identified on the proxy form. Each such proxy will have the right to vote on a poll in respect of the number of votes attaching to the number of shares in respect of which the proxy has been appointed.

Where more than one joint Shareholder purports to appoint a proxy in respect of the same shares, only the appointment by the most senior Shareholder will be accepted as determined by the order in which their names appear in the Company's register of members. If you wish your proxy to speak at the meeting, you should appoint a proxy other than the Chairman of the meeting and give your instructions to that proxy. 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.

- (2) To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space provided. If you sign and return this proxy form with no name inserted in the space provided, 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.
- (3) A corporation which is a Shareholder may appoint one or more corporate representatives who have one vote each on a show of hands and otherwise may exercise on behalf of the Shareholder all of its powers as a shareholder provided that they do not do so in different ways in respect of the same shares.
- (4) To be valid a Form of Proxy should be completed, signed and delivered (together with the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power of authority) to the Company's registered office at Surrey Technology Centre, 40 Occam Road, Guildford, Surrey GU2 7YG, as soon as possible, and in any event so as to arrive no later than 2.00 p.m. on 13 November 2016, within 48 hours before the appointed time (excluding any part of a day that is not a Business Day) for the meeting (or adjourned meeting) at which the person named in the appointment proposes to vote, whether on a show of hands or a poll taken at or within 48 hours after the meeting (or adjourned meeting); or within 24 hours before a poll which is taken more than 48 hours after the day of the meeting (or adjourned meeting). Shareholders who intend to appoint more than one proxy can obtain additional forms of proxy from the Company. Alternatively, the form provided may be photocopied prior to completion. The Forms of Proxy should be returned in the same envelope and each should indicate that it is one or more than one appointments being made.
- (5) To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company. 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.

- (6) In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment as above. 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.

The revocation notice must be received by the Company no later than 2.00 p.m. on 13 November 2016. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

- (7) An abstention (or "vote withheld") option has been included on the Form of Proxy. The legal effect of choosing the abstention option on any resolution is that the Shareholder 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.
- (8) In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those Shareholders registered in the register of members of the Company as at 6.00 p.m. on 11 November 2016 or, in the event that the meeting is adjourned, in such register not later than 6.00 p.m. two days (excluding any part of a day that is not a Business Day) prior to the adjourned meeting, shall be entitled to attend, or vote (whether in person or by proxy) at the meeting in respect of the number of shares registered in their names at the relevant time. Changes after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting.