

## FORM OF PROXY

for use by holder(s) of Ordinary Shares at the General Meeting of Proteome Sciences plc (“**Company**”) to be held at 10 a.m. on 29 November 2016

I/We<sup>(1)</sup> .....

of.....

being (a) member(s) of the above-named company hereby appoint the chairman of the meeting<sup>(2)</sup> or.....

.....as my/our proxy and to vote for me/us and on my/our behalf at the Company’s General Meeting to be held at 10 a.m. on 29 November 2016 at the offices of finnCap Limited, 60 New Broad Street, London EC2M 1JJ and at any adjournment thereof.

Dated this ..... day of .....2016

Signature(s).....

Please indicate with an X in the space below how you wish your votes to be cast. If no instructions are given as to how the proxy shall vote, on any particular matter, the proxy will abstain or vote as he thinks fit.

Ordinary Resolution	For	Against	Withheld
1. To give the directors authority to allot new ordinary shares up to an aggregate nominal amount of £981,082.77			
<b>Special Resolutions</b>			
2. To give the directors authority to disapply shareholder pre-emption rights for the allotment of 20,664,754 new ordinary shares pursuant to the Conditional Placing			
3. To give the directors authority to disapply shareholder pre-emption rights for the allotment of new ordinary shares up to an aggregate nominal amount of £588,649.66 (in addition to the shares referred to in resolution 2 above)			

(1) Fill in your name(s) and address(es) in block capitals.

(2) A member may appoint a proxy of his own choice and if any other proxy is preferred, strike out ‘the chairman of the meeting’ and add the name of the proxy or proxies desired and initial the alteration.

**Notes:**

- (a) This form of proxy duly completed must, to be valid for use at the meeting, be deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, with the Company’s registrars, no later than 10 a.m. on 25 November 2016.
- (b) A corporation may execute either under seal or under the hand of an officer or attorney so authorised.
- (c) In the case of joint holders of shares, any one of such holders may vote but, if two or more joint holders are present in person or by proxy, the vote of the senior will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority is determined by the order in which the names stand in the register.
- (d) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies, to exercise all or any of his rights to attend, speak and vote in his place on a show of hands or on a poll provided that, if more than one proxy is appointed, each proxy is appointed to a different share or shares. Such proxy need not be a member of the Company. In accordance with Article 90, any such appointment is valid only if the instrument of proxy is deposited with the Company’s registrars not less than forty eight hours before the time for holding the meeting or adjourned meeting. Appointment of a proxy will not preclude a member from attending and voting in person at the meeting.
- (e) 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.