

# Clinigen Group plc General Meeting Attendance Card

**CLINIGEN**  
GROUP PLC

A General Meeting of Clinigen Group plc ("Clinigen" or the "Company") will be held at the offices of Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London, E1 6PW, United Kingdom at 10.15 a.m. (London time) (or as soon thereafter as the Court Meeting concludes or is adjourned) on 18 January 2022.

Please retain this Attendance Card as you will need the details below to join the General Meeting using the Virtual Meeting Platform.

## Attendance at the General Meeting

While it is currently anticipated that the General Meeting will be held at the offices of Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London, E1 6PW, United Kingdom in a COVID-19 secure manner, it is possible that the evolving COVID-19 pandemic and government restrictions and guidance in relation to any developments may mean that this is not possible. In light of the uncertainty surrounding the restrictions that may be in place at the date of the General Meeting, and in order to protect the health and safety of all stakeholders, the Clinigen Directors strongly encourage shareholders of the Company ("Clinigen Shareholders") and other attendees (including any duly appointed proxies and/or corporate representatives) not to attend the General Meeting in person, save for the Chair of the General Meeting and anyone else nominated by the Chair of the General Meeting in order to establish a quorum or to facilitate the proceedings of the General Meeting. Clinigen Shareholders (and their duly appointed proxies and/or corporate representatives) will be able to (i) follow the business of (but not vote at) the General Meeting via the virtual meeting platform provided by Lumi (the "Virtual Meeting Platform") and (ii) submit questions remotely in writing via the Virtual Meeting Platform or orally by telephone.

If you would like to follow the business of, or submit questions remotely in writing at, the General Meeting via the Virtual Meeting Platform, you will require the details set out below. Further details are set out in Part XI of the scheme document made available to Clinigen Shareholders on or around 20 December 2021 ("Scheme Document") and in the Virtual Meeting Guide which is available on Clinigen's website at <https://www.clinigengroup.com/corporate/offer-for-clinigen-group-plc>.

- Lumi Meeting ID: 136-859-177
- On accessing the meeting website, you will be asked to enter the Meeting ID above.
- You will then be prompted to enter your Shareholder Reference Number ("SRN") and "PIN". This will authenticate you as a Clinigen Shareholder.

SRN:

PIN: First two and last two digits of the SRN.

If you intend to be physically present at the General Meeting, please sign this card and present it at the registration desk on arrival in order to assist the admittance procedures. If you appoint a proxy, it is not necessary to hand this card to your proxy.

Please read the Notice of General Meeting at Part XI of the Scheme Document and the Notes overleaf before completing this form.

You may appoint a proxy and/or cast your vote by logging into [www.sharevote.co.uk](http://www.sharevote.co.uk) using your personal Voting ID, Task ID and Shareholder Reference Number (which are printed on the Form of Proxy). Alternatively, Clinigen Shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk), using their usual user ID and password and following the instructions (or electronically through CREST, if applicable) instead of using this Form of Proxy if they prefer.

To be effective, proxy appointments must be received by the Company's registrars, Equiniti Limited, not later than 10.15 a.m. (London time) on 14 January 2022 or, in the case of an adjournment of the General Meeting, 48 hours (excluding any part of such period that falls on a non-working day) before the time appointed for the adjourned meeting.

Signature of person attending:

## Clinigen Group plc General Meeting Form of Proxy

**CLINIGEN**  
GROUP PLC

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General Meeting of Clinigen Group plc to be held at 10.15 a.m. (London time) (or as soon thereafter as the Court Meeting concludes or is adjourned) on 18 January 2022.

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Please read the Notes on the reverse of the Attendance Card before completing this Form of Proxy in black ink.

Voting ID

Task ID

Shareholder Reference Number

I/We hereby appoint the Chair of the General Meeting; or

NB: Leave 'name of proxy' box blank to appoint the Chair as your proxy. Leave 'number of shares proxy appointed over' box blank to vote all of your shares.

Name of Proxy:

Number of shares proxy appointed over

to be my/our proxy to exercise all or any of my/our rights to attend and to speak and vote on my/our behalf at the General Meeting of Clinigen Group plc, to be held at 10.15 a.m. (London time) on 18 January 2022 and at any adjournment thereof. I/We appoint my/our proxy to attend, speak and vote in the manner indicated below (see Notes 4, 5, 6 and 7).

Please indicate here with an 'X' if this Form of Proxy is one of multiple instructions being given (see Note 7).

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Please tick here if you intend to attend the General Meeting.

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Please indicate by placing an 'X' in black ink in the appropriate box below how you wish your vote to be cast on the Resolution (see Notes 6 and 8). If you mark more than one of the boxes below, this Form of Proxy will be invalid.

### Special Resolution

For the purposes of the Scheme:

- to authorise the Clinigen Directors to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- to amend the articles of association of the Company as set out in the Notice of General Meeting at Part XI of the Scheme Document; and
- subject to and conditional upon the Scheme becoming effective, to re-register the Company as a private limited company with the name "Clinigen Limited" with effect from the date approved by the Registrar of Companies.

FOR

AGAINST

WITHHELD

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Signature (see Notes 9 and 12)

Date

Please detach and post this Form of Proxy (no envelope or stamp required if posting from the UK) to Equiniti Limited (see Note 13). Alternatively, you can submit your proxy electronically (see Note 13) or through CREST using the CREST electronic proxy appointment service (see Note 14). To be valid, your Form of Proxy needs to have been received by Equiniti Limited no later than 10.15 a.m. (London time) on 14 January 2022. This YELLOW Form of Proxy may **not** be handed to the Chair of the General Meeting or a representative of Equiniti Limited before the General Meeting.

Please sign and return this Form of Proxy whether or not you plan to attend the General Meeting.

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## Notes to Form of Proxy

1. All capitalised but undefined terms in the Form of Proxy and these Notes shall have the same meaning as set out in the Scheme Document. Full details of the Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting at Part XI of the Scheme Document. Before completing the Form of Proxy, please also read the section entitled "Action to be Taken" in the Scheme Document.
2. While it is currently anticipated that the General Meeting will be held at the offices of Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London E1 6PW, United Kingdom in a COVID-19 secure manner, it is possible that the evolving COVID-19 pandemic and government restrictions and guidance in relation to any developments may mean that this is not possible. Clinigen Shareholders are therefore encouraged to appoint the Chair of the General Meeting as their proxy to cast their vote as they so indicate. Clinigen Shareholders, proxies and corporate representatives will be given the opportunity to follow the business of (but not vote at) the General Meeting via the Virtual Meeting Platform and submit questions remotely in writing via the Virtual Meeting Platform, or orally by telephone, details of which are set out in Note 3 below and in the Scheme Document.
3. You can access the Virtual Meeting Platform using most well-known internet browsers such as Chrome, Firefox, Edge and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone, by going to <https://web.lumiagn.com>. Once you have accessed <https://web.lumiagn.com> from your web browser, you will be asked to enter the Lumi Meeting ID which is 136-859-177. You will then be prompted to enter your unique Shareholder Reference Number ("**SRN**") and PIN. Your SRN can be found on your Form of Proxy and your PIN is the first two and last two digits of your SRN.
4. Only Clinigen Shareholders, or their duly appointed representatives, are entitled to attend, speak and vote at the General Meeting. A member so entitled may appoint one or more proxies, who need not be members, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out on the Form of Proxy and in these Notes. A member so entitled may appoint one or more proxies.
5. The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote.
6. Please indicate with an 'X' in the boxes how you wish your vote to be cast. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the Resolution and on any other business (including amendments to the Resolution and any procedural business, including any resolution to adjourn), which may come before the General Meeting.
7. If you wish to appoint a proxy other than the Chair of the General Meeting, please insert their name in the space provided and delete 'the Chair of the General Meeting; or'. Please note that, if you appoint a particular Clinigen Director by name as a proxy, your vote will only be cast if that Clinigen Director is present at the General Meeting. To appoint more than one proxy, you should either photocopy the Form of Proxy or request additional Form(s) of Proxy and indicate next to each proxy's name the number of shares in relation to which you authorise them to act as your proxy. If you have appointed multiple proxies, please also mark the box where indicated. To obtain additional Forms of Proxy, please contact Equiniti Limited as described in Note 21.
8. The 'Withheld' option on the Form of Proxy is provided to enable you to abstain on the Resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of proportion of votes 'For' and 'Against' the Resolution.
9. If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. In the case of a joint holding, only the senior holder may sign. If the holder is a corporation, the Form of Proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
10. Any alterations to the Form of Proxy should be initialled.
11. Completion and return of the Form of Proxy will not prevent you from attending the General Meeting or any adjournment thereof and voting in person.
12. In the case of joint holders, only the vote of the senior holder, whether in person or by proxy, will be accepted. 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.
13. The Form of Proxy may be posted to Equiniti Limited at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom. To be valid, the Form of Proxy should be received by Equiniti Limited no later than 10.15 a.m. (London time) on 14 January 2022. A stamp is not required if posted in the UK. Alternatively, electronic proxy appointment ("**EPA**") is available for the General Meeting whereby you can lodge

your votes electronically. If you have not registered with the Equiniti Limited online portfolio service, Shareview, and would prefer to use the EPA system, please visit [www.sharevote.co.uk](http://www.sharevote.co.uk) where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown on the Form of Proxy will be required to complete the procedure. If you have already registered with Shareview, you may complete the EPA via your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk). The EPA will not be valid if received after 10.15 a.m. (London time) on 14 January 2022 and will not be accepted if found to contain a computer virus.

14. The CREST electronic proxy appointment service is available for the General Meeting. To use this service, CREST members should transmit a CREST proxy instruction using the procedures described in the CREST Manual, so as to reach Clinigen's registrar, Equiniti Limited (CREST participant ID RA19), by no later than 10.15 a.m. (London time) on 14 January 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Equiniti Limited is able to retrieve the message. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual can be viewed at [www.euroclear.com](http://www.euroclear.com).
15. You can change your proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time has passed will be disregarded. Where two or more Forms of Proxy are delivered for use in respect of the same shares, the one which has been delivered last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which Form of Proxy was delivered last, none of the forms shall be treated as valid.
16. An electronic proxy appointment may be revoked completely by sending an authenticated CREST message or by accessing your account at [www.shareview.co.uk](http://www.shareview.co.uk) and instructing the removal of your proxy vote. In the case of written proxy instructions submitted on a Form of Proxy, you will need to inform the Company by sending a signed written statement, clearly stating your intention to revoke your proxy appointment to Equiniti Limited at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom or by lodging proxy votes electronically through CREST or at [www.sharevote.co.uk](http://www.sharevote.co.uk). Any revocation notice must be received by Equiniti Limited no later than 10.15 a.m. (London time) on 14 January 2022.
17. The right to appoint a proxy does not extend to a 'Nominated Person', that is, someone to whom the Notice of General Meeting is sent because they have been nominated to enjoy information rights, under section 146 of the Companies Act 2006.
18. Pursuant to the Articles, 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 6.30 p.m. on the day which is two days (excluding non-working days) before the date of the General 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.
19. You may not use any electronic address provided either on the Form of Proxy, in these Notes, in the Notice of General Meeting or in any related documents to communicate with Clinigen for any purposes other than those expressly stated.
20. The results of the voting at the General Meeting will be announced through a Regulatory Information Service as soon as practicable and will appear on Clinigen's website, <https://www.clinigengroup.com/corporate/offer-for-clinigen-group-plc>.
21. If you have any questions relating to the Form of Proxy, please call the Shareholder Helpline between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (except public holidays in England and Wales) on 0371 384 2050 from the UK or +44 371 384 2050 from overseas between. Please note that calls may be monitored or recorded and the Shareholder Helpline cannot provide advice on the merits of the Acquisition or give any financial, legal or tax advice.
22. The COVID-19 situation is constantly evolving, and the UK Government may implement measures relating to the holding of shareholder meetings during the affected period. Any changes to the arrangements for the General Meeting will be communicated to Clinigen Shareholders before the General Meeting, including through Clinigen's website at <https://www.clinigengroup.com/corporate/offer-for-clinigen-group-plc> and by announcement through a Regulatory Information Service.

Toppan Merrill, London  
21-34429-7