

# CRADLE ARC PLC

Registered Office: 27-28 Eastcastle Street, London, W1W 8DH  
Incorporated in England and Wales as a public limited company under number 05315922 (the "Company")

## FORM OF PROXY

I/We ..... of .....  
(BLOCK LETTERS)

and entitled to vote, hereby appoint the Chairman, or .....  
as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH on Thursday 28 June 2018 at 11.00 a.m. (the "AGM") and at any adjournment thereof.

Please indicate by ticking the box if this proxy appointment is one of multiple appointments being made:

I/We direct that my/our vote(s) be cast on each Resolution as indicated by an "X" in the appropriate box.

RESOLUTIONS	For	Against	Withheld*
1. To re-appoint Oscar Ernst Kirkovits as a Director			
2. To re-appoint Kevin van Wouw as a Director			
3. To re-elect Roger Williams as a Director			
4. To appoint BDO LLP as auditors and to authorise the Directors to determine their remuneration			
5. To authorise the Directors to allot equity securities up to a maximum aggregate nominal value of £13,890.52			
6. To disapply statutory pre-emption rights up to a maximum aggregate nominal value of £6,945.26			
7. To authorise the Directors to allot equity securities in connection with the Warrant Issue			
8. To disapply statutory pre-emption rights in connection with the Warrant Issue			

**If you want your proxy to vote in a certain way on the resolutions specified, please place an "X" in the appropriate box. If you fail to select any of the given options your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting.**

**\* The "Vote Withheld" option is to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.**

Signature(s) ..... Date.....

### Notes:

- A member entitled to attend, speak and vote at the AGM is entitled to appoint a proxy to attend, speak and vote on his/her behalf. To appoint as proxy a person other than the Chairman of the meeting insert the full name in the space provided. A proxy need not be a member of the Company but must attend at the AGM to represent you.
- Forms of proxy, together with any power of attorney or other authority under which it is executed or a notarially certified copy thereof, must be completed and, to be valid, must reach the Company's Registrars at Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR not less than 48 hours before the time appointed for the holding of the meeting.
- If the appointer is a corporation, the form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
- The appointment of a proxy does not preclude a member from attending and voting at the meeting in person should they so wish.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001/3755) Reg. 41(1) and (2) and paragraph 18 (c) of the Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, only those shareholders on the Register of Members at 11.00 a.m. on Tuesday 26 June 2018 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, a shareholder must be entered on the Company's Register of Members at the time which is 48 hours excluding non business days before the time appointed for holding the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
- To appoint more than one proxy, you may photocopy the form of proxy. 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 shall not exceed the number of shares held by you). Please also indicate if the proxy is part of a multiple set of instructions being given. All forms 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 do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's Registrars.
- As at the close of business on 4 June 2018, the Company's issued share capital comprised 208,357,806 ordinary shares of 0.01p each. Each ordinary share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 208,357,806.
- Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.

Business Reply  
Licence Number  
RTUJ-ZUTR-YXAU



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