

# ACACIA PHARMA GROUP PLC

The Officers' Mess, Royston Road, Duxford, Cambridge CB22 4QH

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 9759376)

## FORM OF PROXY

I/We (Block Letters) ..... of.....and entitled to vote, hereby appoint the Chairman, or .....as my/our proxy to vote on my/our behalf at the General Meeting of Acacia Pharma Group plc (the "Company") to be held at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC4M 7SH, on 25 September 2018 (the "General Meeting") 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 authorise the Directors to allot ordinary shares up to an aggregate nominal amount of £531,190.61	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To disapply statutory pre-emption rights up to an aggregate nominal amount of £531,190.61	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 ..... DATE.....

### Notes:

- (1) A member entitled to attend, speak and vote at the General Meeting 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 General Meeting to represent you.
- (2) 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 Registrar, Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU not less than 48 hours before the time appointed for the holding of the meeting. A stamp is not required if posted in Great Britain, Channel Islands or Northern Ireland.
- (3) If the appointer is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
- (4) The appointment of a proxy does not preclude a member from attending and voting at the meeting in person should they so wish.
- (5) 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.
- (6) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001/3755) Reg. 41(1) and (2) and paragraph 18 (c) The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, only those shareholders on the Register of Members at 6:30 p.m. on 21 September 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.

- (7) 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 Registrar.
- (8) As at the close of business on 6 September 2018, the Company's issued share capital comprised 53,119,061 ordinary shares of £0.02 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 53,119,061.
- (9) 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.