

ATTENDANCE CARD – ACACIA PHARMA GROUP PLC

For use at the Court Meeting of Acacia Pharma Group plc to be held at the offices of Sullivan & Cromwell LLP, 125 Broad Street, New York, New York 10004-2498, United States at 4:00 p.m. (London time) on 19 May 2022.

If you wish to attend the Court Meeting remotely, please follow the instructions in the Notice of Court Meeting. You will require the following details:
Meeting ID: 115-891-305
Shareholder reference number (SRN): see below
PIN: First 2 and last 2 digits of the SRN.
Shareholders who decide not to attend the Court Meeting, either in person or remotely, are strongly encouraged to appoint a proxy to cast their votes in respect of the business of the Court Meeting.



Meeting ID:115-891-305

SRN:

PIN:First 2 and last 2 digits of the SRN



ATTENDANCE CARD – ACACIA PHARMA GROUP PLC

For use at the General Meeting of Acacia Pharma Group plc to be held at the offices of Sullivan & Cromwell LLP, 125 Broad Street, New York, New York 10004-2498, United States at 4:15 p.m. (London time) on 19 May 2022.

If you wish to attend the General Meeting remotely, please follow the instructions in the Notice of General Meeting. You will require the following details:
Meeting ID: 115-891-305
Shareholder reference number (SRN): see below
PIN: First 2 and last 2 digits of the SRN.
Shareholders who decide not to attend the General Meeting, either in person or remotely, are strongly encouraged to appoint a proxy to cast their votes in respect of the business of the General Meeting.



Meeting ID:115-891-305

SRN:

PIN:First 2 and last 2 digits of the SRN.



FORM OF PROXY ACACIA PHARMA GROUP PLC (THE “COMPANY”)

IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES
COMPANIES COURT (CHD)
IN THE MATTER OF ACACIA PHARMA GROUP PLC
IN THE MATTER OF THE COMPANIES ACT 2006
Claim No: CR-2022-001067

Court Meeting, 19 May 2022 at 4:00 p.m. (London time)

Shareholder Reference Number

Please read the notes overleaf before completing this form.
I/We, being (a) member(s) of the Company, hereby appoint the Chair of the meeting (see note 2) or

as my/our proxy to exercise all or any of my/our rights to vote in respect of my/our voting entitlement on my/our behalf as directed below at the Court Meeting of the Company to be held at the offices of Sullivan & Cromwell LLP, 125 Broad Street, New York, New York 10004-2498, United States at 4:00 p.m. (London time) on 19 May 2022, and at any adjournment thereof.

I/We instruct the proxy to vote as indicated on this form. If no voting indication is given in respect of a resolution, the proxy may vote or abstain from voting on the relevant resolution as he or she sees fit.

Please mark ‘X’ here if this appointment is one of multiple appointments being made.
For the appointment of more than one proxy, please refer to the notes.

The number of shares to which this proxy relates is (see notes 12 and 13):

If you wish to vote for the Scheme, sign in the box marked “FOR the Scheme”. If you wish to vote against the Scheme, sign in the box “AGAINST the Scheme”.

If you sign in both boxes, or if you do not sign in either, then this form will be invalid.

FOR the SchemeSignature

AGAINST the SchemeSignature

To assist with arrangements, if you intend on attending the meeting in person, please place an “X” in the box opposite

Date



FORM OF PROXY ACACIA PHARMA GROUP PLC (THE “COMPANY”)

General Meeting, 19 May 2022 at 4:15 p.m. (London time)

Shareholder Reference Number

Please read the notes overleaf before completing this form.

I/We, being (a) member(s) of the Company, hereby appoint the Chair of the meeting (see note 2) or

as my/our proxy to exercise all or any of my/our rights to vote in respect of my/our voting entitlement on my/our behalf as directed below at the General Meeting of the Company to be held at the offices of Sullivan & Cromwell LLP, 125 Broad Street, New York, New York 10004-2498, United States at 4:15 p.m. (London time) on 19 May 2022, and at any adjournment thereof.

I/We instruct the proxy to vote on the resolutions as set out in the notice convening the meeting as indicated with an “X” in the appropriate spaces below. If no voting indication is given in respect of a resolution, or if an “X” is indicated in “Discretion”, the proxy may vote or abstain from voting on the relevant resolution as he or she sees fit.

Please indicate with an “X” if this proxy appointment is one of multiple appointments being made.
For the appointment of more than one proxy, please refer to the notes.

The number of shares to which this proxy relates is (see notes 13 and 14):

Please mark “X” in the appropriate spaces to indicate how you wish to vote

SPECIAL RESOLUTION

Resolution 1 To authorise the directors of the Company to take all such actions as they consider necessary or appropriate for carrying the Scheme into effect
Resolution 2 To resolve to amend the Articles of Association

For	Against	Vote Withheld	Discretion
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To assist with arrangements, if you intend on attending the meeting in person, please place an “X” in the box opposite

Signature

Date



Notes:

1. Full details of the special resolution to be proposed at the General Meeting of the Company are set out in the notice of General Meeting contained in Part XI of the scheme document of the Company dated 26 April 2022 (the “**Scheme Document**”). Before completing this form, please also read the section entitled “Action to be Taken” set out in the Scheme Document. Terms defined in the Scheme Document shall apply equally in this form, unless the context otherwise requires.
2. A member entitled to vote at the General Meeting is entitled to appoint one or more proxies to attend, speak and vote on his or her behalf. If you wish to appoint a proxy other than the Chair of the meeting, delete the words “the Chairman of the meeting” and insert the name and address of the person you wish to appoint as your proxy in the space provided. A proxy, who need not be a member of the Company, must attend the meeting in person or remotely to represent you. Any alteration to the form should be initialled. Unless instructed otherwise, the proxy may also vote or abstain from voting at his or her discretion on the resolution to be proposed as he or she will upon any other motion arising at the General Meeting.
3. Whilst COVID-19 restrictions have been lifted as at the date of the Scheme Document, the Acacia Directors note that the COVID-19 situation is constantly evolving, and the US government may change current restrictions or implement further measures, which affect the holding of shareholder meetings. As such, whilst Acacia Shareholders will be permitted to attend the General Meeting in person if they are entitled to and wish to do so (subject to any applicable COVID-19 restrictions then in force), Acacia Shareholders are strongly encouraged to appoint “the Chair of the meeting” as their proxy for the General Meeting. If any other person is appointed as proxy and COVID-19 restrictions that affect the holding of the General Meeting are subsequently introduced, that proxy may not be permitted to attend the General Meeting in person (but will be able to remotely attend, ask questions and vote at the General Meeting via the Virtual Meeting Platform, further details of which are set out below and in the Virtual Meeting Guide).
4. Acacia Shareholders (together with their duly appointed proxies and/or corporate representatives) will be given the opportunity to access, follow the business of, attend, submit written questions and/or raise any objections and vote at the General Meeting remotely via the Virtual Meeting Platform. Acacia Shareholders can access the Virtual Meeting Platform via a mobile web client, which is compatible with the latest browser versions of Chrome, Firefox and Safari, and can be accessed using any web browser, on a PC, tablet or smartphone device. To attend remotely, submit questions and/or vote using this method, please go to <https://web.lumiagm.com/115-891-305>.
5. To be effective, this form must be lodged with the Company’s Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or emailed to proxyvotes@equiniti.com, duly completed and signed, with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such authority, not less than 48 hours before the General Meeting (excluding any part of a day that is not a Business Day) or, in the case of an adjournment of the General Meeting, 48 hours (excluding any part of a day that is not a Business Day) before the time appointed for the adjourned General Meeting.
6. This form must be executed by the appointer or his duly authorised attorney in writing. In the case of joint holders any one may sign this proxy, but the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. Seniority is determined by the order in which the names stand in the register of members of the Company.
7. In the case of a corporation, this form should be executed either under its common seal or under the hand of a duly authorised officer or attorney or other person so authorised, stating their capacity (eg director).
8. The appointment of a proxy (electronically through CREST or by completing, signing and returning this form by post or by email or by any other procedure described in the Scheme Document) will not prevent you from attending and voting at the General Meeting in person if you are entitled to and wish to do so (subject to any applicable COVID-19 restrictions then in force) or accessing, following the business of, attending, submitting written questions and/or raising any objections and voting at the General Meeting remotely via the Virtual Meeting Platform, as described in the Scheme Document and in the Virtual Meeting Guide, if you are entitled to and wish to do so.
9. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by the Company’s Registrar, Equiniti Limited, whose CREST participant ID is RA19, by 4:15 p.m. (London time) on 17 May 2022.
10. The “vote withheld” option is provided to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a “vote withheld” in this way is not a vote in law and will not be counted in the calculation of the proportion of votes “for” and “against”.
11. If you submit more than one valid completed proxy, the proxy received last before the latest time for receipt of proxies will take precedence.
12. If a proxy is received which, with proxies received earlier, covers more than your total holding at the relevant time, the earlier proxy or proxies will be disregarded.
13. If the proxy is being appointed in relation to less than your full voting entitlement, please indicate the number of shares in relation to which they are authorised to act as your proxy.
14. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this form. Please indicate the number of shares in relation to which your proxy is entitled to act as your proxy. Please also indicate below if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
15. You may not use any electronic address provided either in the notice of General Meeting or any related documents (including this form) to communicate with the Company for any reason other than those expressly stated.
16. If you have any questions relating to this form, please contact the Company’s Registrars, Equiniti Limited, by calling +44 (0)371 384 2050 between 8:30 a.m. and 5:30 p.m. (London time) Monday to Friday (except public holidays in England and Wales). Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded for security and training purposes, and Equiniti cannot provide advice on the merits of the Scheme or give any financial, legal or tax advice.

Notes:

1. Full details of the resolution to be proposed at the Court Meeting of the Company are set out in the notice of Court Meeting contained in Part X of the scheme document of the Company dated 26 April 2022 (the “**Scheme Document**”). Before completing this form, please also read the section entitled “Action to be Taken” set out in the Scheme Document. Terms defined in the Scheme Document shall apply equally in this form, unless the context otherwise requires.
2. A member entitled to vote at the Court Meeting is entitled to appoint one or more proxies to attend, speak and vote on his or her behalf. If you wish to appoint a proxy other than the Chair of the Court Meeting, delete the words “the Chair of the meeting” and insert the name and address of the person you wish to appoint as your proxy in the space provided. A proxy, who need not be a member of the Company, must attend the meeting in person or remotely to represent you. Any alteration to the form should be initialled. Unless instructed otherwise, the proxy may also vote or abstain from voting at his or her discretion on the resolution to be proposed as he or she will upon any other motion arising at the Court Meeting.
3. Whilst COVID-19 restrictions have been lifted as at the date of the Scheme Document, the Acacia Directors note that the COVID-19 situation is constantly evolving, and the US government may change current restrictions or implement further measures, which affect the holding of shareholder meetings. As such, whilst Scheme Shareholders will be permitted to attend the Court Meeting in person if they are entitled to and wish to do so (subject to any applicable COVID-19 restrictions then in force), Scheme Shareholders are strongly encouraged to appoint “the Chair of the meeting” as their proxy for the Court Meeting. If any other person is appointed as proxy and COVID-19 restrictions that affect the holding of the Court Meeting are subsequently introduced, that proxy may not be permitted to attend the Court Meeting in person (but will be able to remotely attend, ask questions and/or raise any objections and vote at the Court Meeting via the Virtual Meeting Platform, further details of which are set out below and in the Virtual Meeting Guide).
4. Scheme Shareholders (together with their duly appointed proxies and/or corporate representatives) will be given the opportunity to access, follow the business of, attend, submit written questions and/or raise any objections and vote at the Court Meeting remotely via the Virtual Meeting Platform. Scheme Shareholders can access the Virtual Meeting Platform via a mobile web client, which is compatible with the latest browser versions of Chrome, Firefox and Safari, and can be accessed using any web browser, on a PC, tablet or smartphone device. To attend remotely, submit questions and/or vote using this method, please go to <https://web.lumiagm.com/115-891-305>.
5. To be effective, this form must be lodged with the Company’s Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or emailed to proxyvotes@equiniti.com, duly completed and signed, with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such authority, not less than 48 hours before the Court Meeting (excluding any part of a day that is not a Business Day) or, in the case of an adjournment of the Court Meeting, 48 hours (excluding any part of a day that is not a Business Day) before the time appointed for the adjourned Court Meeting.
6. This form must be executed by the appointer or his duly authorised attorney in writing. In the case of joint holders any one may sign this proxy, but the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. Seniority is determined by the order in which the names stand in the register of members of the Company.
7. In the case of a corporation, this form should be executed either under its common seal or under the hand of a duly authorised officer or attorney or other person so authorised, stating their capacity (eg director).
8. The appointment of a proxy (electronically through CREST or by completing, signing and returning this form by post or by email or by any other procedure described in the Scheme Document) will not prevent you from attending and voting at the Court Meeting in person if you are entitled to and wish to do so (subject to any applicable COVID-19 restrictions then in force) or accessing, following the business of, attending, submitting written questions and/or raising any objections and voting at the Court Meeting remotely via the Virtual Meeting Platform, as described in the Scheme Document and in the Virtual Meeting Guide, if you are entitled to and wish to do so.
9. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by the Company’s Registrar, Equiniti Limited, whose CREST participant ID is RA19, by 4:00 p.m. (London time) on 17 May 2022.
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14. You may not use any electronic address provided either in the notice of Court Meeting or any related documents (including this form) to communicate with the Company for any reason other than those expressly stated.
15. If you have any questions relating to this form, please contact the Company’s Registrars, Equiniti Limited, by calling +44 (0)371 384 2050 between 8:30 a.m. and 5:30 p.m. (London time) Monday to Friday (except public holidays in England and Wales). Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded for security and training purposes, and Equiniti cannot provide advice on the merits of the Scheme or give any financial, legal or tax advice.