

Deltex Medical Group Plc

(Company No: 3902895)

FORM OF PROXY GENERAL MEETING

I/We the undersigned.....
of.....

being the holder(s) of ordinary shares of 1p each in the capital of the Company hereby appoint the Chairman of the meeting or (see note (2))

of.....

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the general meeting of the Company to be held at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London, EC4A 1BN on 9 February 2018 at 10.00 a.m. and at any adjournment thereof.

I/We direct that my/our votes be cast on the following resolution as indicated by an X in the appropriate box.

SPECIAL RESOLUTION	FOR	AGAINST	WITHHELD
To: (i) authorise the directors to allot and issue shares and to dis-apply the statutory rights of pre-emption for the purposes of the Placing, the Subscription and the Offer (as such terms are defined in the circular dated 24 January 2018 (the “Circular”)); and (ii) authorise the directors to allot and issue shares and to dis-apply the statutory rights of pre-emption in connection with the additional Ordinary Shares to be allotted and issued on the conversion of the Loan Notes (as defined in the Circular) under the Convertible Loan Note Arrangements (as defined in the Circular).			

NOTES

1. Please note that the ‘Vote Withheld’ option is provided to enable you to abstain on the 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.
2. If any proxy is desired other than the Chairman of the meeting strike out the words “the Chairman of the meeting or”, insert the name and address of the proxy preferred and initial the alteration. Failure to initial the alteration will deem the Chairman of the meeting to be your proxy. A proxy need not be a member of the Company.
3. If you sign the form and return it to the Company without any specific directions, the proxy will exercise his discretion both as to how he votes and as to whether or not he abstains from voting.
4. In the case of joint holdings the signature of any joint holder is sufficient. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members in respect of the joint holding (the first-named being the most senior).
5. You may appoint more than one proxy provided each proxy is appointed to exercise 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 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 indicate 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. In case of an individual, this form of proxy must be executed by the appointor or his attorney and in the case of the latter, the power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be deposited with the form of proxy.
6. In the case of a corporation, this form must be executed in accordance with the Companies Act 2006 or under the hand of a duly authorised officer or attorney of the corporation.
7. To be valid, this form of proxy must be completed, signed and deposited with the Company’s registrars, Link Market Services Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the general meeting (i.e. before 10.00 a.m. on 7 February 2018) or in the case of an adjournment, not later than 48 hours prior to the time of the adjourned meeting.
8. Shares held in uncertified 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. See the notes to the notice of general meeting for further information on proxy appointment through CREST.
9. The completion and return of this form of proxy will not preclude you from attending and voting at the annual general meeting should you decide to do so.