

POOLBEG PHARMA PLC

(Incorporated and registered in England and Wales with registered number 13279507)

FORM OF PROXY

ANNUAL GENERAL MEETING TO BE HELD AT THE OFFICES OF DAC BEACHCROFT LLP,
AT 25 WALBROOK, LONDON EC4N 8AF ON 11 MAY 2023 AT 12 NOON

I/We (names in full)

of, being a member/members of Poolbeg Pharma Plc ("Company"), being holder(s) of ordinary shares of 0.02 pence each in the capital of the Company hereby appoint.

Name:Number of shares:Or,
failing him, the Chairman of the Annual General Meeting, as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at the offices of DAC Beachcroft LLP, at 25 Walbrook, London EC4N 8AF on 11 May 2023 at 12 noon and any adjournment thereof.

I/We direct that my/our proxy vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

The proxy will vote on the under mentioned resolutions, as indicated. If you wish to appoint multiple proxies, please see note 3 below. Please tick here if you are appointing more than one proxy: ☐

RESOLUTIONS ORDINARY BUSINESS:	For	Against	Vote Withheld
Resolution 1: To receive and adopt the Audited Accounts for the 12 months ended 31 December 2022 together with the Directors' Report and Auditors' Report thereon.			
Resolution 2: To appoint Gravita Audit Limited as auditors of the Company.			
Resolution 3: To authorise the Directors to fix the remuneration of Gravita Audit Limited.			
Resolution 4: To re-elect Eddie Gibson as a Director.			
Resolution 5: To re-elect Ian O'Connell as a Director.			
Resolution 6: To give authority for the Directors to issue and allot up to £25,000 in nominal amount of ordinary shares from time to time.			
SPECIAL BUSINESS:	For	Against	Vote Withheld
Resolution 7: To disapply statutory pre-emption rights otherwise applicable to the Company in respect of Resolution 6.			

Print Name:.....Signature:.....Date: 2023

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AT 25 WALBROOK, LONDON EC4N 8AF ON 11 MAY 2023 AT 12 NOON

- As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to part of your holding only, please enter in the space next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this space is left blank they will be authorised in respect of your full voting entitlement. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person and vote, your proxy appointment will automatically be terminated.
- A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the Annual General Meeting, insert their full name in the space provided. If you sign and return this Form of Proxy with no name inserted in the space, the Chairman of the Annual General Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- 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 should contact SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG. If you are appointing more than one proxy, please indicate in the space next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxies should be returned in the same envelope. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the Notice of AGM.
- To direct your proxy how to vote on the resolutions, mark the appropriate box with an 'X'. To abstain from voting on the resolution, select the "Vote Withheld" box. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting. Please note that a vote withheld is not a vote in law and will not be counted in the proportion of votes "for" or "against" a resolution.
- To appoint a proxy using the form accompanying this Notice of AGM, the Form of Proxy must be:
 - completed and signed;
 - sent or delivered to SLC Registrars, P.O. Box 5222, Lancing, BN99 9FG; or
 - scanned as a PDF file and sent by email to proxy@slcregistrars.com; and
 - received by SLC Registrars no later than 12 noon on 9 May 2023.
- In the case of a member which is a company, this Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- Any power of attorney or any other authority under which this Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
- 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).
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.





Business Reply Plus
Licence Number
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SLC Registrars
PO Box 5222
LANCING
BN99 9FG