

**InnovaDerma plc (Company)**  
**Annual General Meeting**  
**Proxy Form**

**Before completing this form, please read the explanatory notes below**

I /We being a member of the Company appoint the Chairman of the meeting or (see note 3)

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as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on the 7<sup>th</sup> November 2018 at 10am (GMT) and at any adjournment of the meeting.

Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy please refer to Note 4 overleaf.

I/We direct my/our proxy to 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 properly put before the meeting.

<b>RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Vote withheld</b>
1. To receive and adopt the annual accounts for the year ended 30 June 2018.			
2. To receive and approve the director's remuneration report for the year ended 30 June 2018.			
3. To reappoint Greenwich & Co UK as auditors of the company.			
4. To authorise the directors to fix the remuneration of the auditors.			
5. To reappoint Haris Chaudhry as a director.			
6. To reappoint Joseph Bayer as a director.			
7. To reappoint Kieran Callan as a director.			
8. To reappoint Rodney Turner as a director.			
9. To reappoint Ross Andrews as a director.			
10. To confer on the Directors authority to allot securities in accordance with Section 551 of the Companies Act 2006.			
11. To confer on the Directors power to allot securities under a disapplication of Section 561 of the Companies Act 2006.			
12. To authorise the Company to make market purchases of its own shares for the purposes of Sections 693 and 701 of the Companies Act 2006.			

Signature	Date

**Notes to the proxy form**

1. As a member of the Company you are entitled to appoint a proxy 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.

2. 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, your proxy appointment will automatically be terminated.

3. 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 meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the 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.

4. 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 of Proxy. Please indicate the proxy holder's name and the number of ordinary shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of ordinary shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.

5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. 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.

6. To appoint a proxy using this form, the form must be:

- completed and signed;
- sent or delivered to SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS; and

- received by SLC Registrars no later than 10am (GMT) on the 5<sup>th</sup> November 2018.

7. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

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 which can be viewed at [www.euroclear.com](http://www.euroclear.com). 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 our agent SLC Registrars (ID 7RA01) by 10am on the 5<sup>th</sup> November 2018. See the notes to the notice of meeting for further information on proxy appointment through CREST.

10. In the case of joint holders, where more than one of the joint holder's 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).

11. 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.

12. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

13. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.