

**InnovaDerma plc (Company)**  
**Adjourned 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 1 of the AGM Notice and notes 1 and 2 below**) as my/our proxy to attend, speak and vote on my/our behalf at the virtual adjourned Annual General Meeting of the Company to be held on 16 December 2020 at 10 am (GMT) via the online platform called the Investor Meet Company Platform and at any adjournment of the meeting.

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 discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he thinks fit in relation to any other matter which is properly put before the meeting. **PLEASE SEE PROXY NOTES- COVID-19 Update Attendance at 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 2020.			
2. To receive and approve the director's remuneration report for the year ended 30 June 2020.			
3. To approve the Directors' Remuneration Policy			
4. To reappoint Elderton Audit UK as auditors of the company.			
5. To authorise the directors to fix the remuneration of the auditors.			
6. To reappoint Ross Andrews as a director.			
7. To reappoint Mark Michael Ward as a director.			
8. To confer on the Directors authority to allot securities in accordance with Section 551 of the Companies Act 2006.			
9. To confer on the Directors power to allot securities under a disapplication of Section 561 of the Companies Act 2006.			
10. 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.			

<b>Signature</b>	<b>Date</b>

<b>Name of Signatory</b>	<b>Position in Company if signing on behalf of a corporate shareholder (eg director)</b>

## Notes to the proxy form

### Covid-19 update - Attendance at meeting

Given current measures around the COVID-19 situation and the desire of the Company to protect the health and safety of Shareholders, the adjourned AGM will be run as a virtual meeting.

As shareholders cannot attend in person, the Company encourages all shareholders to vote by submitting a proxy in advance of the adjourned AGM. Please fill in this proxy form and return it to our registrars as soon as possible. Alternatively, you may submit votes electronically, if you hold your shares in CREST, through the CREST system.

Shareholders are therefore requested to submit their votes, in respect of the business to be considered at the adjourned AGM, via proxy, as early as possible. Shareholders should appoint the Chairman of the adjourned AGM as their proxy. Under the current meeting arrangements, if a shareholder appoints someone else as their proxy, that proxy will not be able to attend the adjourned AGM in person or cast the shareholder's vote at the virtual meeting. All resolutions at the adjourned AGM will be decided on a poll.

1. As a member of the Company you are entitled to appoint the Chairman as proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company.

2. Appointment of the Chairman as proxy does not preclude you from attending the meeting virtually via the Investor Meet Company Platform. A proxy does not need to be a member of the Company but must attend the meeting to represent you. **However, as the adjourned AGM will be run as a virtual meeting with resolutions being decided on a poll, any proxy form appointing a proxy other than the Chairman will not be counted as a valid vote.**

3. 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. **However, as set out above, if you do not appoint the Chairman as your proxy, your proxy will not be able to attend the meeting in person or vote your shares at the virtual meeting.**

4. To appoint the Chairman as 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 or sent by scanning a signed copy of the proxy form and emailing this to [office@slcregistrars.com](mailto:office@slcregistrars.com);; and

- received by SLC Registrars no later than 10 am (UK time) on 14 December 2020.
5. 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.
  6. 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.
  7. 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 10:00 am (UK time) on 14 December 2020. See the notes to the notice of meeting for further information on proxy appointment through CREST.
  8. 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).
  9. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
  10. 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.
  11. Any proxies submitted for the original AGM on 11 November 2020 will apply to the adjourned AGM and, unless you wish to update or amend your proxy, there is no need to take any action.