

NOTICE OF AVAILABILITY

The Notice of General Meeting and Circular to which this Proxy Form relates are available on the Company's website at www.genedriveplc.com

NOTES TO THE FORM OF PROXY

- 1 As a member of the Company you are entitled to appoint one or more than one 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 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 his/her 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.
- 3 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Neville Registrars (ID 7RA11) by not less than 48 hours (excluding weekends and bank holidays) before the time fixed for the GM. Please refer to the notes of the notice of the meeting for further information on proxy appointments through CREST.
- 4 Submission of a proxy form, or any CREST Proxy Instruction, 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.
- 5 A member is entitled to appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. If you wish to appoint more than one proxy, please insert number and class of shares in respect of which proxy is appointed and contact Neville Registrars Limited at Neville House, Steelpark Road, Halesowen B62 8HD, for further proxy forms.
- 6 In the case of joint holders any one may sign this proxy form, but the vote of the senior 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 (the first-named being the most senior). In the case of a member which is a company, this proxy must be signed by two directors or given under the hand of an officer or attorney duly authorised.
- 7 To be valid this proxy together with any power of attorney or other authority (if any) under which it has been signed must be completed and signed and sent or delivered to the Company's Registrars, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen B62 8HD, not less than 48 hours (excluding weekend and bank holidays) before the time appointed for the Meeting (i.e. by 10:00 a.m. on 22 May 2020).

IMPORTANT NOTICE RE COVID-19

IN LIGHT OF PUBLIC HEALTH ADVICE IN RESPONSE TO THE COVID-19 OUTBREAK, INCLUDING TO LIMIT TRAVEL, AND PUBLIC GATHERINGS, THE COMPANY STRONGLY ENCOURAGES ALL SHAREHOLDERS TO SUBMIT THEIR FORM OF PROXY APPOINTING THE CHAIRMAN OF THE MEETING AS PROXY RATHER THAN ATTEND THE MEETING IN PERSON. ONLY THE FORMAL BUSINESS OF THE RESOLUTIONS WILL BE CARRIED OUT AT THE MEETING. SHAREHOLDERS WHO SEEK TO ATTEND THE GENERAL MEETING WILL BE REFUSED ENTRY.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

Genedrive plc

(Incorporated and Registered in England and Wales under the Companies Act 1985 with Registered Number 6108621)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

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or failing him/her, the Chairman of the Meeting 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 on 27 May 2020 at The Incubator Building, 48 Grafton Street, Manchester, M13 9XX at 10:00 a.m. and at any adjournment thereof.

Resolutions (*Special Resolution)

- | | FOR | AGAINST | WITHHELD |
|--|--------------------------|--------------------------|--------------------------|
| 1 To authorise the directors to allot shares for the Placing and Broker Option and conversion of BGF Loan Notes | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2* To disapply the statutory pre-emption rights over equity shares issued pursuant to the Placing and Broker Option and conversion of BGF Loan Notes | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

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Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

DD	-	MM	-	YY
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NEVILLE
REGISTRARS

>123-0
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited
Neville House
Steelpark Road
Halesowen
B62 8HD