

# GENFLOW BIOSCIENCES PLC

(Incorporated in England and Wales as a public limited company under number 13138531)

## FORM OF PROXY

I/We (Block Letters) ..... of.....and entitled to vote, hereby appoint the Chairman, or .....as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at **48 Warwick Street, London W1B 5AW on 14 June 2022 at 9:00 a.m.** and at any adjournment thereof.

I/We direct that my/our vote(s) be cast on the Resolution as indicated by an **X** in the appropriate box.

| RESOLUTIONS  | <i>For</i>               | <i>Against</i>           | <i>Withheld</i>          |
|--|--------------------------|--------------------------|--------------------------|
| 1. To receive the audited statement of accounts for the Company for the year ended 31 December 2021  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To receive and approve the directors' remuneration report for the financial period ended 31 December 2021 set out in the audited accounts for the financial period ended 31 December 2021 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-appoint PKF Littlejohn LLP as auditors and to authorise the Directors to fix their remuneration   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To authorise the Directors to allot shares  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To disapply statutory pre-emption rights*   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

\*Special Resolution

SIGNATURE .....

DATE.....

### Notes:

- (1) A member entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote on his behalf. A proxy need not be a member of the Company.
- (2) A member who wishes to appoint someone other than the chairman as their proxy should delete the words "the Chairman or", insert the name of their choice in the space provided and initial the alteration.
- (3) Forms of proxy, together with any power of attorney or other authority under which it is executed or a notarially certified copy hereof, must be completed and, to be valid, must reach the Company's Registrars at Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX or by emailing a scanned copy to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) not less than 48 hours (excluding non-business days) before the time appointed for the holding of the meeting. With regards to proxy forms submitted via email, please state the name of the company and the name of individual in the subject line of the email.
- (4) The form of proxy should be signed and dated by the member, or their attorney duly authorised in writing. In the case of a corporation, the form of proxy should be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. Any alteration made to the form of proxy should be initialled.
- (5) For a proxy appointment to be valid, your appointment must be received by Share Registrars Limited no later than 9:00 a.m. BST on 10 June 2022. If a member returns more than one proxy form, either by paper or electronic communication, the appointment received last by the Registrars before the latest time for the receipt of proxies will take precedence.
- (6) The appointment of a proxy does not preclude a member from attending and voting at the meeting.
- (7) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- (8) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001/3755). Reg. 41(1) and (2), only those shareholders on the Register of Shareholders at the time which is 48 hours (excluding non-business days) before the time appointed for the holding of the meeting shall be entitled to attend and vote at the meeting in respect of the

number of shares registered in their names at that time. If the meeting is adjourned, then to be so entitled, shareholder must be entered on the Company's Register of Shareholders at the time which is 48 hours (excluding non-business days) before the time appointed for holding of the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.

- (9) 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 the Company's Registrars at the address given in Note 3 above and make necessary arrangements.
- (10) You may not use any electronic address provided either in this notice of general meeting or in any related documents (including a proxy form) to communicate with the Company for any purposes other than those expressly stated.
- (11) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via <http://www.euroclear.com/CREST>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- (12) In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message (the "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 our agent, Share Registrars Limited (ID 7RA36), no later than 9:00 a.m. on 10 June 2022, or, in the event of an adjournment of the meeting, 48 hours (excluding non-business days) before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which our agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- (13) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (14) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (15) As at the close of business on 19 May 2022, the Company's issued share capital comprised 292,506,618 ordinary shares of £0.0003 each. Each ordinary share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 292,506,618.