

**NOTICE OF AVAILABILITY**

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at [www.osirium.com](http://www.osirium.com). To read these documents you will need a PDF viewer such as Adobe Reader which can be downloaded free from [get.adobe.com/uk/reader](http://get.adobe.com/uk/reader)

**NOTES TO THE FORM OF PROXY**

- 1 As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend and vote at a general meeting of the Company.
- 2 A proxy need not be a member of the Company. 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.
- 3 A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share.
- 4 The appointment of a proxy will not preclude a member from attending and voting at the meeting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 5 To be valid for the meeting, a form of proxy should be completed, signed and lodged (together with any power of attorney or any other authority under which it is signed or a duly certified copy of such power of authority) with Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen B63 3DA by no later than 11:00 a.m. on 30 May 2017.
- 6 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).
- 7 In the case of a member that 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 To direct a 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 the proportion of the votes 'For' and 'Against' a resolution.
- 9 Calculation of votes for or against a 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.

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.

**Osirium Technologies plc**

(Incorporated and registered in England under the Companies Act 2006 with registered No. 9854713)

**FORM OF PROXY**

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

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

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 Annual General Meeting of the Company, to be held on 1 June 2017 at the offices of Panmure Gordon (UK) Limited, One New Change, London, EC4M 9AF at 11:00 a.m. and at any adjournment thereof.

**Resolutions (\*Special Resolution)**

	FOR	AGAINST	WITHHELD
1 To adopt the Company's annual accounts for the financial period ended 31 December 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-appoint RSM UK Audit LLP as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-appoint Simon Hember as a director	<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 pre-emption rights in limited circumstances	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To authorise the directors to waive/vary the date for achieving the revenue condition under the Company's EMI share option scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you are planning to attend the Annual General Meeting, please tick the following box:

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

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: D/D - M/M - Y/Y



Osirium Technologies plc

Attendance Card

The Annual General Meeting will start at 11:00 a.m. and is being held on 1 June 2017 at the offices of Panmure Gordon (UK) Limited, One New Change, London, EC4M 9AF.

**If you plan to attend the Annual General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.**

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the Annual General Meeting.

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

NEVILLE  
REGISTRARS



Business Reply Plus  
Licence Number  
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited  
Neville House  
18 Laurel Lane  
Halesowen  
B63 3DA