

Ilika plc (the “Company”)

(Incorporated in England & Wales with the registered number 07187804)

Form of Proxy

Form of Proxy for use at the General Meeting of the Company to be held at the offices of
Eversheds Sutherland (International) LLP,
One Wood Street, London EC2V 7WS at 11.00 a.m. on 27 July 2018 (the “Meeting”)

I/We.....

(PLEASE USE BLOCK CAPITAL LETTERS)

Shareholder Reference Number

of

(Please see note 1)

being (a) member(s)/a person nominated by (a) member(s) of the Company to exercise the right to appoint a proxy, pursuant to Article 74 of the articles of association of the Company, hereby appoint the Chairman of the Meeting or (see note 3)

.....
as my/our proxy to attend and, on a poll, to vote for me/us and on my/our behalf at the Meeting and at any adjournment of that meeting

in respect ofnumber of shares

I/We request such proxy to vote on the following Resolutions as indicated below (see note 5).

To consider and, if thought fit, pass the following resolutions which will be proposed as to the resolution numbered 1 as an ordinary resolution and as to the resolution numbered 2 as a special resolutions:

	For	Against	Withheld
1. THAT, subject to and conditional on the passing of resolution 2, the Directors be authorised to allot 25,283,000 Ordinary Shares (representing approximately 32.2 per cent. of the present issued share capital and approximately 24.4 per cent. of the Enlarged Share Capital) for the purpose of the Placing such authority to expire on the earlier of 27 July 2019 and the date of the Company's annual general meeting to be held in 2019.			
2. THAT, subject to and conditional on the passing of resolution 1, the statutory pre-emption rights in relation to the allotment of equity securities for cash be disapplied, up to an aggregate nominal amount of £252,830 (representing approximately 32.2 per cent. of the present issued share capital and approximately 24.4 per cent. of the Enlarged Share Capital) for the purpose of the Placing, such authority to expire on the earlier of 27 July 2019 and the date of the Company's annual general meeting to be held in 2019.			

In the absence of instructions the proxy is authorised to vote (or abstain from voting) on the Resolutions at his/her discretion. The proxy is also authorised to vote (or abstain from voting) on any other business which may properly come before the Meeting.

Signature, (see note 6)

Date 2018

Joint holders (if any) (see note 7)

Name

Name

Name

Name

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

Notes:

1. Under Article 92 of the Company's articles of association, a member can nominate someone else to exercise the right to appoint a proxy. Please confirm whether you are the member or a person nominated by a member. If you are a member who has nominated someone else to exercise the right to appoint a proxy you should not complete this form. Any forms returned by such persons will be ineffective.
2. Any member entitled to attend and vote at the Meeting is entitled (unless they have, pursuant to Article 92 of the Company's articles of association, nominated someone else to enjoy such a right, in which case only the person so nominated may exercise the right) to appoint one or more proxies (who need not be a member of the Company) to attend and to vote instead of the member. Completion and return of a form of proxy will not preclude a member from attending and voting at the Meeting in person, should he/she subsequently decide to do so.
3. If you wish to appoint some other person as your proxy please insert his/her name and address, initial and strike out the words "the Chairman of the Meeting". If you do this and you, or your proxy, do not go to the Meeting, your vote cannot be counted. A proxy need not be a member of the Company but must attend in person.
4. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). If the total number of shares exceeds the total held by the member, all appointments may be held invalid. Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
5. Please indicate with an "X" in the appropriate box how you wish your votes to be cast. Unless otherwise instructed the proxy will exercise his/her discretion as to whether, and if so how, he/she will vote. If a member does not indicate the number of shares in relation to which his proxy holder is entitled to act, the member's proxy holder will be deemed to be authorised to act in respect of all shares held by the member. The "Withheld" option is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
6. This Form of Proxy must, in the case of an individual, be signed by the appointer or his/her attorney or, in the case of a corporation must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing. Where a duly authorised officer signs this form, the signatory should state his/her office on the form.
7. In the case of joint holders of a share 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 and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the share.
8. Any alteration in this Form of Proxy must be initialled by the person in whose hand it is signed or executed.
9. In order to be valid, any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power of authority, must reach the Company's Registrars, Computershare Investor Services PLC, Corporate Actions Project, Bristol BS99 6AH, not less than 48 hours (excluding any part of a day which is a non-working day) before the time of the meeting or of any adjournment of the meeting. Please use the enclosed pre-paid return envelope.
10. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company at 6.00 p.m. on 25 July 2018, if the meeting is adjourned, shareholders on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the meeting.
11. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 11.00 a.m. on 25 July 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.
13. The address on the letter enclosing this form is how your address appears on the Company's register of members. If this information is incorrect please ring the Registrar's helpline on 0370 707 1898 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.