

# SPHERE MEDICAL HOLDING PLC

## Form of Proxy

For use at the general meeting to be held at 5 New Street Square, London EC4A 3TW  
on 8 September 2017 at 12.00 p.m.

Before completing this form, please read the explanatory notes overleaf.

Shareholder Reference Number

I/We, being a member(s) of Sphere Medical Holding Plc (the “**Company**”), hereby appoint the chairman of the meeting OR (see notes 1 and 2) as my/our proxy to attend, speak and vote for me/us on my/our behalf, as indicated below, at the general meeting of the Company to be held at 5 New Street Square, London EC4A 3TW on 8 September 2017 at 12.00 p.m. and at any adjournment of the meeting.

I/We have indicated with an ‘X’ in the appropriate spaces how I/we wish my/our votes to be cast on the resolutions set out below and direct that my/our proxy will vote (or abstain from voting) as he thinks fit on any other matters which may properly come before the general meeting (or any adjournment of it).

Name of Proxy

Number of shares (See Note 2)

Mark ‘X’ if appointing more than one proxy (See Note 2)

Please indicate your vote by marking the appropriate boxes below in black ink like this:

### RESOLUTIONS

(please indicate with an ‘X’ in the box provided how you wish to vote)

	For	Against	Withheld
1. Ordinary resolution – authority for the directors to allot shares in connection with the Investment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ordinary resolution – authority for the directors to allot shares and issue warrants in connection with the Investment Warrants and SVB Warrants 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ordinary resolution – authority for the directors to allot shares in connection with share option plans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ordinary resolution – approval of the waiver granted by the Panel of the obligations under Rule 9 of the Takeover Code	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Special resolution – disapplication of pre-emption rights in respect of resolution 1 pursuant to section 570 Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Special resolution – disapplication of pre-emption rights in respect of resolution 2 pursuant to section 570 Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Special resolution – disapplication of pre-emption rights in respect of resolution 3 pursuant to section 570 Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Special resolution – cancellation of admission of the Company’s ordinary shares to trading on AIM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Special resolution – approval and adoption of the Interim Articles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Special resolution – authority to re-register the Company as a private company and adopt the Final Articles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To assist with arrangements, if you plan to attend the meeting in person please place an ‘X’ in the box opposite:

Signature:

Date:

**PLEASE COMPLETE THIS FORM AND RETURN IT TO EQUINITI, FOLLOWING THE INSTRUCTIONS SET OUT OVERLEAF, TO ARRIVE NO LATER THAN 12.00 P.M. ON 6 SEPTEMBER 2017.**

**Notes for completion of the proxy form:**

1. You are entitled to appoint a proxy or proxies, who need not be a member of the Company or the chairman, to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. If you wish to appoint a person other than the chairman, please insert the name of your chosen proxy holder in the space provided. If no name is inserted in the space provided, the chairman of the meeting will be deemed to be your proxy. You must follow the appointment procedures set out in these notes.
2. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to a different share or shares. Please indicate by ticking the box provided if the instruction is one of multiple instructions being given. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement. If you appoint more than one proxy, additional proxy forms may be obtained from the Company's Registrars Equiniti on 0371 384 2030. Lines open 8.30 a.m. to 5.30 p.m., Monday to Friday. Callers from overseas should dial +44 (0)121 415 7047. All forms must be signed and should be returned together in the same envelope.
3. For each resolution, please indicate with an "X" in the box provided how you wish your votes to be cast on each resolution. In the absence of instructions, the proxy may vote or abstain from voting as he thinks fit. Unless instructed otherwise, the proxy may also vote or abstain from voting as he thinks fit on any other business which may properly come before the Meeting. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. It should, however, be noted that it is not a vote in law and will not be counted in the proportion of the votes 'For' and 'Against' a resolution.
4. Completion and return of this proxy form will not preclude you from attending the meeting and voting in person.
5. If you appoint a proxy to vote on your behalf at this general meeting, your voting rights will revert to you at the conclusion of the general meeting or any adjournment of it.
6. To be valid, this proxy form must, subject to notes 9 and 10 below, be signed, dated and lodged, together with the original power of attorney or other written authority (or a duly certified copy of such power or authority), no later than 12.00 p.m. on 6 September 2017 (or 48 hours before the adjourned meeting at which the person named on the form is proposed to vote) with the Company's registrars, Equiniti.
7. If a member is a company, this proxy form must be executed under its common seal (or such form of execution as has the same effect) or executed on its behalf by a duly authorised officer of the company or an attorney for the company. A copy of the authorisation of such officer or attorney must be lodged with this proxy form.
8. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by email. To be valid, this electronic proxy appointment must be signed, dated and together with the power of attorney or other authority (if any) under which the appointment is made (or a duly certified copy of that power or authority), be scanned and the scanned copy of the original sent by email to the Company's Registrars Equiniti, to [proxy.votes@equiniti.com](mailto:proxy.votes@equiniti.com), to be received by the Company no later than 12.00 p.m. on 6 September 2017 (or 48 hours before the adjourned meeting at which the person named on the form is proposed to vote). Please note the Company will not accept any communication that is found to contain a computer virus.
9. In the case of joint holders, any one holder may sign the form of proxy but all the names of the joint holders should be stated on this proxy form. The vote of the most senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding (the first-named being the most senior).
10. If more than one valid proxy appointment is returned, either in paper form or by electronic communication, in respect of the same shares, the appointment received last by the Company Registrars, Equiniti before the latest time for the receipt of proxies (as set out in note 6) will take precedence.

**If you have any queries completing this form please contact  
the Company's Registrars Equiniti on 0371 384 2030.  
Lines open 8.30 a.m. to 5.30 p.m., Monday to Friday.  
Callers from overseas should dial +44 (0)121 415 7047.**