

FORM OF PROXY

ACACIA PHARMA GROUP PLC

2020 Annual General Meeting, 7 April 2020 at 11.00 am

Please read the notes overleaf before completing this form.

I/We, being (a) member(s) of the Company, hereby appoint the Chairman of the meeting (see note 1) or

as my/our proxy to exercise all or any of my/our rights to vote in respect of my/our voting entitlement on my/our behalf as directed below at the 2020 Annual General Meeting of the Company to be held at the offices of Acacia Pharma Group plc, The Officers' Mess, Duxford CB22 4QH, United Kingdom at 11.00 am on 7 April 2020, and at any adjournment thereof.

I/We instruct the proxy to vote on the resolutions as set out in the notice convening the meeting as indicated with an "X" in the appropriate spaces below. If no voting indication is given in respect of a resolution, or if an "X" is indicated in "Discretion", the proxy may vote or abstain from voting on the relevant resolution as he or she sees fit.

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Please indicate with an "X" if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to the notes.

The number of shares to which this proxy relates is (see notes 11 and 12):

Please mark "X" in the appropriate spaces to indicate how you wish to vote

		For	Against	Vote Withheld	Discretion
Resolution 1	To receive the consolidated financial statements and the reports of the Directors and the auditor for the year ended 31 December 2019				
Resolution 2	To approve the Directors' Remuneration Policy				
Resolution 3	To approve amendments to the Directors' Remuneration Policy				
Resolution 4	To approve the Directors' Remuneration Report and the award of incentive shares described therein				
Resolution 5	To re-elect Scott Byrd as a Director of the Company				
Resolution 6	To re-elect Michael Bolinder as a Director of the Company				
Resolution 7	To re-elect Edward Borkowski as a Director of the Company				
Resolution 8	To re-elect John Brown as a Director of the Company				
Resolution 9	To re-appoint PricewaterhouseCoopers LLP as auditor of the Company.				
Resolution 10	To authorise the Directors of the Company to agree the remuneration of the Company's auditor.				
Resolution 11	Allot Shares				
Special Resolution					
Resolution 12	To disapply pre-emption rights				

To assist with arrangements, if you intend on attending the meeting in person, please place an "X" in the box opposite

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Signature

Date

ATTENDANCE CARD

ACACIA PHARMA GROUP PLC

For use at the 2020 Annual General Meeting of Acacia Pharma Group plc (the "Company") to be held at the offices of Acacia Pharma Group plc, The Officers' Mess, Duxford CB22 4QH, United Kingdom at 11.00 am on 7 April 2020.

Signature of person attending

Notes:

1. A member entitled to vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote on his or her behalf. If you wish to appoint a proxy other than the Chairman of the meeting delete the words "the Chairman of the meeting or" and insert the name and address of the person you wish to appoint as your proxy in the space provided. A proxy, who need not be a member of the Company, must attend the meeting in person to represent you. Any alteration to the form should be initialled. Unless instructed otherwise, the proxy may also vote or abstain from voting at his or her discretion on the resolution to be proposed as he will upon any other motion arising at the meeting.
2. To be effective, this form must be lodged with the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA duly completed and signed, with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such authority, not less than 48 hours before the meeting (excluding any part of a day that is not a business day).
3. This form must be executed by the appointer or his duly authorised attorney in writing. In the case of joint holders any one may sign this proxy, but the vote of the 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 holders. Seniority is determined by the order in which the names stand in the register.
4. In the case of a corporation, this form should be executed either under its common seal or under the hand of a duly authorised officer or attorney or other person so authorised, stating their capacity (eg director).
5. Use of this form of proxy does not preclude a member from attending the meeting and voting in person should he so wish. If you have appointed a proxy and attend the meeting in person, your proxy appointment will be automatically terminated.
6. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Equiniti Limited, whose CREST participant ID is RA19, by 11.00 am on 3 April 2020.
7. Unless the context otherwise requires, defined terms in this form of proxy shall have the same meaning as in the Notice of Annual General Meeting dated 13 March 2020.
8. The "vote withheld" option is provided to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a "vote withheld" in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "for" and "against".
9. If you submit more than one valid completed proxy, the proxy received last before the latest time for receipt of proxies will take precedence.
10. If a proxy is received which, with proxies received earlier, covers more than your total holding at the relevant time, the earlier proxy or proxies will be disregarded.
11. If the proxy is being appointed in relation to less than your full voting entitlement, please indicate the number of shares in relation to which they are authorised to act as your proxy.
12. You may appoint more than one proxy provided that each proxy is appointed to exercise the 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 may photocopy this form. Please indicate the number of shares in relation to which your proxy is entitled to act as your proxy. Please also indicate below 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.
13. Save through CREST, we do not have a facility to receive proxy forms electronically. Therefore, you may not use any electronic address referred to in the proxy form or any related document to submit your proxy form.