

Form of Proxy
Proventec plc
Company Number: 4134409
("the Company")

For use at the General Meeting of the Company to be held at the offices of Seymour Pierce, 20 Old Bailey, London EC4M 7EN on 31 July 2009 at 11:00 a.m.

I/We (BLOCK LETTERS PLEASE) _____ of _____

being a member of **Proventec plc**, hereby appoint the Chairman of the meeting, or* _____

in respect of _____ shares (see note 5 below) as my/our proxy to attend, to speak and to vote for me/us on my/our behalf at the General Meeting of the Company to be held at the offices of Seymour Pierce, 20 Old Bailey, London EC4M 7EN on 31 July 2009 at 11:00 a.m. on the following resolutions, to be submitted to the meeting and at any adjournment thereof, and any other business which may properly come before the meeting and any adjournment thereof.

Please indicate with an 'X' in the appropriate space how you wish your vote to be cast. Unless otherwise instructed, the proxy will vote as he thinks fit or abstain.

Resolutions	For	Against	Vote Withheld**
1. THAT, in addition to (and without prejudice to) existing authorities, the Directors be generally and unconditionally authorised to allot relevant securities up to (and including) a maximum aggregate nominal amount of £300,000			
2. THAT, in addition to (and without prejudice to) existing authorities and subject to the passing of Resolution 1, the directors of the Company be empowered to allot equity securities for cash on a non pre-emptive basis for the purposes of the Placing			

Signature _____

Dated _____ day of _____ 2009

The definitions and phrases used in this form of proxy shall have the same meaning as set out in the Company's circular dated 14 July 2009 (the "Circular").

* You may, if you wish, in the space provided insert the name(s) of the person(s) of your choice to attend and vote at the meeting on your behalf.

** Please note that if the "Vote Withheld" box is marked with a "X", the Shareholder will not be counted in the calculation of votes "For" and "Against" and the Shareholder will not be taken to have given his/her/their discretion to the Proxy on how to vote.

Please indicate here with an 'X' if this proxy form is one of multiple instructions being given (please refer to Note 5 below).

Notes:

- Any member of the Company is entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. A proxy need not be a member of the Company. Completion and return of a Form of Proxy will not preclude a Shareholder from attending and voting at the meeting, or any adjournment thereof, in person.
- Full details of the resolutions to be proposed at the Meeting are set out in the Notice of General Meeting contained in the Circular.
- To be valid, this proxy form must be completed and deposited with the Company's Registrars, Capita Registrars, Proxies Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time of the Meeting, or any adjournment thereof and in default will be treated as invalid.
- 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.
- 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 will need to complete a separate proxy form in relation to each appointment. Please contact the Company's Registrar for the purpose of requesting additional proxy forms. You will need to state clearly on each proxy form how many shares the proxy was appointed in relation to. In the event of a failure to specify the number of shares, your proxy will be deemed to be authorised to vote your total holding.
- In the case of joint holders, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members of the Company will be accepted to the exclusion of the other joint holders.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual. 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.
- In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's 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 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 the Company's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by the 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.
- CREST members and, where applicable, their CREST sponsors or voting service provider(s) 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 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.
- The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 specifies that only those shareholders registered in the register of members of the Company 48 hours before the time set for the Meeting (or if the Meeting is adjourned, Shareholders registered in the register of members of the Company not later than 48 hours before the time fixed for the adjourned Meeting) shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.



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BUSINESS REPLY SERVICE
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First fold

**Capita Registrars
Proxies Department
The Registry
34 Beckenham Road
Beckenham
Kent
BR3 4BR**

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