

# 4D pharma plc (the Company)

(Incorporated and registered in England and Wales with registered number 08840579)

## Annual General Meeting – Proxy Form

to be held at 5th Floor, 9 Bond Court, Leeds LS1 2JZ at 10:00 a.m.  
on Monday 24 May 2021 (the "Annual General Meeting")

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

I/We (block capitals)

of

being a member/members of the Company, appoint the Chairman of the Meeting or (see note 1, 2 and 3)

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company, and at any adjournment of the Meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'.

If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting (see note 8).

Resolutions	For	Against	Vote withheld
1. To receive and adopt the Company's Annual Report for the year ended 31 December 2020			
2. To re-elect Axel Glasmacher			
3. To re-elect Ed Baracchini			
4. To re-elect Katrin Rupalla			
5. To re-elect Paul Maier			
6. To re-appoint RSM UK Audit LLP as auditor of the Company			
7. To authorise the Directors to agree the remuneration of the auditor			
8. To authorise the Directors to allot equity securities pursuant to section 551 of the Companies Act 2006			
9. To authorise the Directors to allot equity securities in certain circumstances as if section 561 of the Companies Act 2006 did not apply			
10. To authorise the Company to make market purchases of its own shares			

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 (see note 7):

Signature

Date

## Notes to the proxy form

1. **In light of the public health guidance and legislation issued by the UK Government regarding the COVID-19 pandemic, shareholders are not permitted to attend the Annual General Meeting.** Shareholders are entitled and encouraged to appoint a proxy to exercise all or any of their rights to vote on their behalf at the Meeting. A shareholder can appoint the Chairman of the Meeting or anyone else to be his/her proxy at the Meeting. A proxy need not be a shareholder. More than one proxy can be appointed in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to different ordinary shares held by that shareholder.
2. Shareholders are strongly encouraged to appoint the Chairman of the Meeting to be his/her proxy at the Meeting because no other persons will be entitled to enter and attend the Meeting in person due to the UK Government's restrictions outlined above.
3. If you try to appoint any person other than the Chairman of the Meeting as your proxy then that appointment will be deemed null and void. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the registrar, Link Group, before the latest time for receipt of proxies will take precedence. Electronic communication facilities are open to all shareholders.
4. In the case of joint holders, where more than one of the joint holders purports to appoint the Chairman of the Meeting as 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).
5. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
6. You may register your vote online by visiting the website of the Company's registrar, Link Group, at [www.signalshares.com](http://www.signalshares.com). In order to register your vote online, you will need to enter your Investor Code which can be located your share certificate. Shareholders who have already registered with the Registrar's online portfolio service can appoint their proxy electronically by logging on to their portfolio at [www.signalshares.com](http://www.signalshares.com) and clicking on the link to vote. The on-screen instructions give details on how to complete the appointment process. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 10:00 a.m. on (British Summer Time) Thursday 20 May 2021.
7. If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in the space provided. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
8. To direct your 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 votes for or against the 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.
9. To appoint a proxy using this form, the form must be completed and signed and sent by post to the Company's registrar using the accompanying reply-paid envelope, or other envelope addressed to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL and received no later than 10:00 a.m. (BST) on Thursday 20 May 2021.
10. Any power of attorney or any other authority under which this proxy form is signed (or a copy of such power or authority certified in accordance with the Powers of Attorney Act 1971) must be included with the proxy form.
11. 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 (available from [www.euroclear.com](http://www.euroclear.com)). 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 (ID: RA10) no later than 10:00 a.m. (BST) on Thursday 20 May 2021. See the notes to the Notice of Meeting for further information on proxy appointment through CREST.
12. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the AGM Notice of Meeting.
13. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.