

4D PHARMA PLC

(incorporated in England and Wales under the Companies Act 2006 with registered number 08840579)

**FORM OF PROXY FOR GENERAL MEETING OF 4D PHARMA PLC (the “Company”)
to be held at 5th Floor, 9 Bond Court, Leeds LS1 2JZ at 10.00 a.m.
on 18 March 2021 (the “Meeting”)**

Before completing this form of proxy, please read the notice of general meeting dated 25 February 2021 (the “Notice”) and the notes to it, as set out in the accompanying circular (the “Circular”), and the explanatory notes below.

Unless otherwise defined in this form of proxy, terms defined in the Circular have the same meaning when used in this form of proxy.

I/We (insert name)

of (address)

being (a) holder(s) of (number).....ordinary shares of 0.25 pence each in the Company hereby appoint the Chairman of the Meeting or (see note 2).....as my/our proxy to vote for me/us on my/our behalf at the Meeting and at any adjournment thereof.

My/Our proxy is to vote on the resolutions as follows:

	For	Against	Withheld
ORDINARY RESOLUTION			
1. To authorise the Directors, pursuant to section 551 of the Act, to allot Transaction Shares and the New Warrants in accordance with the Merger Agreement;			
2. Conditional on the passing of Resolution 1, to grant the Directors authority to allot new Ordinary Shares up to a maximum aggregate nominal amount of £162,549 (which represents approximately 40 per cent. of the Enlarged Issued Share Capital);			
SPECIAL RESOLUTION			
3. Conditional on the passing of Resolution 1, to dis-apply the statutory pre-emption rights to empower the Directors to allot equity securities pursuant to the power conferred in Resolution 1 on a non—pre-emptive basis in respect of the New Warrants issued in connection with the Merger;			
4. Conditional on the passing of Resolution 2, to dis-apply pre-emption rights granted under the Act, in respect of the allotment of new Ordinary Shares pursuant to (i) a rights issue or open offer or (ii) otherwise up to an aggregate nominal amount of £162,549 (which represents approximately 40 per cent. of the Enlarged Issued Share Capital); and			
5. To amend the Articles as required, inter alia, for the purposes of the Transaction			

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

Date..... Signature

Please mark this box if you are appointing more than one proxy

Notes:

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 General Meeting. Shareholders are entitled and encouraged to appoint the Chairman of the General Meeting as their proxy to exercise all or any of their rights to vote on their behalf at the General Meeting because no other persons will be entitled to enter and attend the General Meeting in person.
2. If you try to appoint any person other than the Chairman of the General 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, details of which are set out in Note 9.
3. Please indicate how you wish your proxy to vote on the resolution by inserting “X” in the appropriate space.
4. The “Withheld” option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes ‘For’ or ‘Against’ a resolution.
5. In the case of joint holders, the signature of only one of the joint holders is required but, if more than one joint holder votes at the Meeting, the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders. Where more than one of the joint holders’ purports to appoint the Chairman of the General 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).
6. In the case of a corporation, the proxy must be under its common seal (if any) or the hand of its duly authorised agent or officer. In the case of an individual, the proxy must be signed by the appointor or his agent, duly authorised in writing.
7. This proxy, together with any authority (or a notarially certified copy of such authority) under which it is signed, should reach the Company’s registrars, Link Group, PXS 1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF no later than 10.00 a.m. on 16 March 2021 (or no later than 48 hours before the time for the holding of any adjourned General Meeting).
8. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
9. You may register your vote online by visiting the website of the Company’s registrar, Link Group, at 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 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 16 March 2021.