

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 4D PHARMA PLC, 9 Bond Court, Leeds LS1 2JZ at 10 a.m. on
9 March 2020 (the “Meeting”)**

Before completing this form of proxy, please read the notice of general meeting dated 19 February 2020 (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 6).....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 to exercise all the powers of the Company to allot securities up to an aggregate nominal amount of £165,000			
SPECIAL RESOLUTION			
2. To disapply statutory pre-emption rights.			

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. Please indicate how you wish your proxy to vote on the resolution by inserting “X” in the appropriate space.
2. 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.
3. 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.
4. 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 Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than the close of business on 5 March 2020 or no later than 48 hours before the time for the holding an adjourned Meeting.
5. You may appoint one or more proxies of your choice to attend, vote and speak at the Meeting and any adjournment thereof, provided each proxy is appointed to exercise rights in respect of different shares. To appoint more than one proxy (an) additional proxy form(s) may be obtained by contacting the registrars or you may photocopy this page indicating on each copy the number of shares in respect of which the proxy is appointed. All forms must be signed and should be returned to Link Asset Services in the same envelope.
6. 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 your proxy in the space provided. Please initial the amendment. If you wish your proxy to make comments on your behalf you will need to appoint someone other than the Chairman and give them relevant instructions directly. A proxy, who need not be a member of the Company must attend the Meeting in person to represent you.
7. 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.
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 Asset Services, at www.signalshares.com. In order to register your vote online, you will need to enter your Investor Code which can be located on your share certificate. The return of the Form of Proxy by post or registering your vote online will not prevent you from attending the General Meeting and voting in person, should you wish. Alternatively, 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 click 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 the close of business on 5 March 2020.