

VERICI DX PLC (Company)

ANNUAL GENERAL MEETING

**PROXY FORM FOR THE UNDERLYING BENEFICIAL HOLDERS OF SHARES HELD BY
BROADWAY NOMINEES LIMITED IN THE COMPANY**

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

I /We being a member of the Company appoint the Chairman of the meeting or the following person(s) (see note 3):

Full name of proxy	Address	No. of shares (if partial appointment) (see note 4)

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held Avon House, 19 Stanwell Road, Penarth, Cardiff, CF64 2EZ on 19 May 2021 at 12 p.m. and at any adjournment of the meeting.

Please tick this box if you are appointing more than one proxy (see note 4)

This proxy form relates to the resolutions to be proposed at the meeting, which are set out in the notice of meeting and summarised below, and any other business transacted at the meeting 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.

ORDINARY RESOLUTIONS	For	Against	Vote withheld
1. To receive and adopt the statement of accounts for the period ended 31 December 2020 together with the reports of the directors and the auditors thereon.			
2. To re-elect Julian Baines, who retires by rotation, as a Director.			
3. To re-elect Sara Barrington, who retires by rotation, as a Director.			
4. To re-elect Dr Erik Lium, who retires by rotation, as a Director.			
5. To re-elect James McCullough, who retires by rotation, as a Director.			

6. To elect Sir Ian Carruthers, who retires by rotation, as a Director.			
7. To elect Professor Barbara Murphy, who retires by rotation, as a Director.			
8. To re-appoint Messrs Crowe U.K. LLP as auditors to act as such until the conclusion of the next General Meeting of the Company at which the requirements of section 437 of the Companies Act 2006 are complied with and to authorise the directors of the Company to fix their remuneration.			
<p>9. That in substitution for any existing such authority, the directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "2006 Act") to allot equity securities (as defined in section 560 of the 2006 Act) in the capital of the Company:</p> <p>(i) up to a maximum nominal amount of £14,375 (in pursuance of the exercise of outstanding share options granted by the Company but for no other purpose);</p> <p>(ii) up to an aggregate nominal amount of £35,436.95 (in addition to the authorities conferred in subparagraphs (i) above) representing approximately 25% of the Company's issued share capital,</p> <p>such authorities (unless previously renewed, revoked or varied) to expire at the conclusion of the next Annual General Meeting of the Company to be held in 2022, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities (as defined in section 560 of the 2006 Act) to be allotted after such expiry and the directors may allot such equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.</p>			
<p>SPECIAL RESOLUTION</p> <p>10. That, subject to the passing of Resolution 9 above the directors be given the general power to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by Resolution 9 above as if section 561(1) of the 2006 Act did not apply to any such allotments provided that this power shall be limited to:</p> <p>(i) the allotment of equity securities on the exercise of the share options granted by the Company;</p>			

<p>(ii) the allotment of equity securities (otherwise than pursuant to sub-paragraphs (i) above) for cash in connection with any rights issue or pre-emptive offer in favour of holders of equity securities generally; and</p> <p>(iii) the allotment (otherwise than pursuant to sub-paragraphs (i) and (ii) above) of equity securities for cash up to an aggregate nominal amount of £35,436.95 representing approximately 25% of the Company's issued share capital,</p> <p>provided that such power (unless previously renewed, revoked or varied) shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2022, save that the Company may, before such power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such power expires and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.</p>			
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Name of Member (printed):

Address:

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Signature:

(and capacity if applicable)

Date:

Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. As a result public safety measures introduced by the UK Government in response to the Covid-19 pandemic, shareholders are not permitted to attend the AGM in person. Shareholders who wish to participate in the meeting should appoint the Chairman of the Meeting as their proxy in order to do so. No other person(s) purported to be appointed as proxy will be permitted to attend the meeting in person.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person, however shareholders are reminded that those seeking to physically attend the AGM (other than those forming the quorum) will be refused entry. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly. In light of the COVID-19 related Government measures which are presently in place, shareholders intending to appoint a proxy are strongly encouraged to do so electronically and appoint the "Chairman of the AGM".
4. If you wish to appoint a proxy in relation to less than your full voting entitlement, please enter into this box the number of shares in relation to which he/she is authorised to act as your proxy. If this box is left blank your proxy will be deemed to have been appointed in respect of your full voting entitlement.
5. You may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares. If you wish to appoint more than one proxy, you must complete and return a separate proxy form for each proxy. Photocopies of this proxy form may be used for that purpose or you may obtain additional copies from the Company's Registrars, Link Group, at shareholdersenquiries@linkgroup.co.uk or on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. On each separate proxy form you must: (a) insert the proxy's full name, address and the number of shares in relation to which he/she is authorised to act as your proxy, ensuring that the aggregate number of shares entered on all such proxy forms does not exceed your full voting entitlement. If the total number of shares exceeds the total held by the member, all appointments may be held invalid; and (b) tick the box on each proxy form indicating that you are appointing more than one proxy. All proxy forms must be returned together and in accordance with the instructions in note 7 below. Please note that failure to comply with these requirements will invalidate your intended appointments.
6. 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, including a motion to adjourn.
7. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to FREEPOST SAS, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL; and
 - received by Link Group no later than 48 hours before the time fixed for the Annual General Meeting.
8. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a 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).
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
12. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the 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.