

# AorTech International plc

Shareholder Reference Number

**Before completing this form, please read the explanatory notes**

I/We .....

of.....

*(please insert full name and address in block letters)*

being (a) member(s) of AorTech International plc (SC170071) (the “Company”) appoint the chairman of the meeting or (see note 3)

as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held on 31 March 2020 at 10.00 a.m. 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 you wish to appoint multiple proxies, please see note 4 below. Please tick here if you are appointing more than one proxy:

RESOLUTIONS	For	Against	Vote withheld	Discretionary
<b>Ordinary Resolutions</b>				
1. To approve the acquisition of RUA Medical Devices Limited				
2. To approve the acquisition and disposal of a property by RUA Medical Devices Limited				

Signature

Date:

Shareholder Reference Number:

Freepost RTHJ-CLLL-KBKU  
Equiniti  
Aspect House  
Spencer Road  
LANCING  
BN99 8LU



**Notes:**

**FORM OF PROXY**

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. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

**APPOINTMENT**

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the chairman of the meeting, insert their full name in the box. If you leave this space blank, the chairman of the meeting will be appointed your proxy.
4. 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, additional proxy forms may be obtained by contacting the Company's registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. If you are appointing more than one proxy, please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.
5. 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).

**VOTING DIRECTIONS**

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 you either select the "Discretionary" option or 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.

**RETURNING YOUR FORM OF PROXY**

7. To appoint a proxy using this form, the form must be:
  - Completed and signed;
  - Sent or delivered to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; and
  - Received by Equiniti no later than 10.00 a.m. on 27 March 2020.
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. 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.
9. 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. 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, Equiniti Limited (RA19) by 10.00 a.m. on 27 March 2020. See the notes to the notice of meeting for further information on proxy appointment through CREST.
10. 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. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the notice of meeting.
11. You may not use any electronic address provided by the Company or its Registrars to communicate with the Company and/or its Registrars for any purposes other than those expressly stated.