

ATTENDANCE CARD

BIOPHARMA CREDIT PLC – ANNUAL GENERAL MEETING ON 19 JUNE 2019

NOTICE OF AVAILABILITY – VARIOUS DOCUMENTS

Important – please read carefully

You can now access the 2018 Annual Report and Notice of the 2019 AGM via the internet at www.bprcruk.com.

You may also submit your proxy electronically using the Share Portal service at www.signalshares.com.

If not already registered for the Share Portal, you will need your Investor Code which can be found on your share certificate. Please note the deadline for receiving proxies is 12.00 noon on 17 June 2019.

To be held at: the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, London EC2A 2EG at 12.00 noon.

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's registrars. This will facilitate entry to the meeting.

Signature of person attending

Barcode:

FORM OF PROXY

BIOPHARMA CREDIT PLC – ANNUAL GENERAL MEETING ON 19 JUNE 2019

Barcode:

I/We being a member of the Company, and entitled to vote, hereby appoint the Chairman of the meeting or (see note 1 over)

Event Code:

Name of proxy

Number of shares proxy appointed over *

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 12.00 noon on Wednesday, 19 June 2019 and at any adjournment thereof.

I have indicated with a 'x' how I/we wish my/our votes to be cast on the resolutions set out in the notice as follows and otherwise as he/she shall think fit:

If you wish to appoint multiple proxies please see note 2 over.

Please also tick here if you are appointing more than one proxy

RESOLUTIONS

Please mark 'x' to indicate how you wish the proxy to vote on the resolutions. In the absence of any such indication the proxy will vote or abstain, as he/she thinks fit. Your proxy will have the authority to vote at his/her discretion on any amendment or other motion proposed at the meeting.

	For	Against	Vote withheld		For	Against	Vote withheld
1. To receive and accept the strategic report, Directors' report, Auditor's report and the financial statements	X			7. To elect Stephanie Léouzon as a Director	X		
2. To receive and approve the Directors' remuneration report	X			8. To re-appoint PricewaterhouseCoopers LLP as Auditor to the Company	X		
3. To re-elect Jeremy Sillem as a Director	X			9. To authorise the Directors to determine the remuneration of the Auditor	X		
4. To re-elect Colin Bond as a Director	X			10. To approve the Company's dividend payment policy	X		
5. To re-elect Duncan Budge as a Director	X			11. To authorise the Company to make market purchases of ordinary shares	X		
6. To re-elect Harry Hyman as a Director	X			12. To authorise the Company to hold general meetings on 14 clear days' notice	X		

I/we certify that we (including any person on whose behalf we are acting) are not a US Person, nor do we reasonably believe that we (including any person on whose behalf we are acting) are a resident of the United States.

Signature

Date

Notes

1. Every holder entitled to attend and vote at the meeting has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are 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).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. In the case of a corporation, this proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
4. In the case of joint holders the signature of the person whose name stands first in the Register of Members is sufficient. Where joint holders all vote, the vote of the person whose name stands first in the Register of Members shall be accepted to the exclusion of the votes of the other joint holders, but the names of all joint holders should be stated.
5. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
6. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
7. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on 17 June 2019. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the 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. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
10. The Form of Proxy over must arrive at Link Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU during usual business hours accompanied by any Power of attorney under which it is executed (if applicable) no later than 12.00 noon on 17 June 2019.
11. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST PXS, 34 Beckenham Road, Beckenham, BR3 9ZA.
12. In accordance with our Articles of Association and to comply with certain US federal securities laws, investors that are neither a US Person (as such term is defined in Regulation S of the US Securities Act 1933), nor a resident of the United States should mark an "X" in the box at the bottom of the form of proxy. All other persons should leave the box at the bottom of the form of proxy blank. Please refer to Articles of Association for more information.
13. Defined terms used but not defined in this proxy form shall have the same meaning given to them in the Notice of AGM dated 21 May 2019.

Business Reply Plus
Licence Number
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BECKENHAM
BR3 4ZF