

# Tissue Regenix Group plc

## Annual General Meeting – Form of Proxy

at DLA Piper UK LLP, Princes Exchange, Princes Square, Leeds LS1 4BY on 27 June 2014 at 10.00 am

I/We \_\_\_\_\_ (FULL NAME(S) IN BLOCK CAPITALS)

of \_\_\_\_\_ (ADDRESS IN BLOCK CAPITALS)

being (a) member(s) of the above named Company, appoint the Chairman of the meeting OR the following person\*:

| Name of proxy | Number of shares in relation to which the proxy is authorised to act |
|---------------|--|
|               |  |

(\*please refer to Explanatory Note 2)

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the annual general meeting of the Company to be held at DLA Piper UK LLP, Princes Exchange, Princes Square, Leeds LS1 4BY on 27 June 2014 at 10 am and at any adjournment of the meeting.

Please tick here if this proxy appointment is one of multiple appointments being made.  
(For the appointment of more than one proxy, please refer to Explanatory Note 3.)

I/We would like my/our proxy to vote on the resolutions to be proposed at the meeting as indicated on this form. Unless otherwise instructed, the proxy can vote as he or she chooses or can decide not to vote at all in relation to any business of the meeting.

Please indicate how you wish your votes to be cast by completing one box for each resolution in black ink, like this:   
Please also read note 4 overleaf.

### Ordinary Resolutions

|  | Vote For                 | Vote Against             | Vote withheld            |
|--|--------------------------|--------------------------|--------------------------|
| 1. To receive the Company's annual accounts, directors' and auditors' report for the year ended 31 January 2014  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To reappoint Ian Jefferson as a director of the Company   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To reappoint Alan Miller as a director of the Company   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To reappoint Steven Couldwell as a director of the Company  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To reappoint Randeep Grewal as a director of the Company  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To appoint KPMG LLP as auditors of the Company  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To authorise the directors to determine the auditor's remuneration  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To authorise the directors to allot shares up to an aggregate nominal amount of £2,178,291 in connection with a rights issue and up to an aggregate nominal amount of £1,089,145 otherwise than in connection with a rights issue (such amount to be reduced by the aggregate nominal amount allotted by way of rights issue to the extent this exceeds £1,089,146) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

### Special Resolutions

|   |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|
| 9. Subject to the passing of resolution 8, to authorise allotment on a non pre-emptive basis in respect of shares up to an aggregate nominal amount of £326,743 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To authorise own share purchases by the Company up to a maximum aggregate of 65,348,735 ordinary shares of 0.5p each  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature

Dated  2014

## Notes:

1. You are entitled to appoint one or more proxies of your own choice to exercise all or any of your rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. You can only appoint a proxy in accordance with the procedures set out in these notes and in the notes to the notice of meeting.
2. If you wish to appoint the Chairman of the meeting as your proxy, please leave the space provided blank. If you wish to appoint a proxy other than the Chairman of the meeting, please insert their full name in the space provided. If you sign and return the form with no name in the space provided, the Chairman of the meeting will be deemed to be your proxy in respect of your full voting entitlement. If you are appointing a proxy other than the Chairman of the meeting and wish the proxy to be appointed in relation to less than your full voting entitlement, please enter in the box next to the name of the proxy the number of shares in relation to which they are authorised to act as your proxy. If you sign and return the form and leave this box blank, your proxy will be deemed to be authorised to act in respect of your full voting entitlement (or if this form of proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
3. To appoint more than one proxy, you will need to complete a separate form in relation to each appointment. Additional forms may be obtained by contacting the Company's registrar on 0871 664 0300 (calls cost 10p per minute plus network extras) or you may photocopy this form. You will need to state clearly on each form the number of shares in relation to which the proxy is appointed. Please therefore indicate in the box next to the name of the proxy the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided 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. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of the number of shares held by you may result in the proxy appointment being invalid.
4. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting if you wish. If you do attend the meeting in person, your proxy appointments will automatically be terminated. If you wish a proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman of the meeting and give them the relevant instructions directly.
5. If you want your proxy to vote in a certain way on the resolutions specified, please indicate with an "X" in the appropriate box above how you wish your vote to be cast. If you fail to select any of the given options, your proxy can vote as he or she chooses or can decide not to vote at all. Your proxy can also do this on any other business which may come before the meeting, including amendments to resolutions and any procedural business.
6. The "vote withheld" option on this form of proxy is provided to enable you to instruct your proxy not to vote on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the votes "for" and "against" a resolution.
7. In the case of a corporation, this form of proxy must be executed under its common seal or signed on its behalf by its duly authorised officer, attorney or other person authorised to sign.
8. In the case of joint holders, only one need sign, but the names of all the joint holders must be stated. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names appear in the register of members in respect of the joint holding.
9. To be valid, this form of proxy (duly signed and together with any power of attorney or other authority under which it is signed) must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, Capita Asset Services PXS 1, 34 Beckenham Road, Beckenham BR3 4TU, no later than 10 am on 25 June 2014 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).
10. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by Capita Registrars (ID RA10) no later than 10 am on 25 June 2014 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). Please refer to the notes to the notice of meeting for further information on proxy appointments through CREST.
11. You may not use any electronic address provided in this form of proxy to communicate with the Company for any purposes other than those expressly stated.