

# OXFORD PHARMASCIENCE GROUP PLC

(a company incorporated in England and Wales and registered with number 07036758)

## FORM OF PROXY

I/We (block capitals) .....

of .....

being a member(s) of the Company hereby appoint the Chairman of the Meeting or (see note 1)

.....  
of .....

as my/our proxy to attend, speak and vote for me/us and on my/our behalf as directed below and where no instruction is given by me/us as to how my/our proxy should vote or if any amendment or other matter should come before the General Meeting to act at his/her discretion at the General Meeting of the Company to be held at the offices of Fasken Martineau LLP, Third Floor, 17 Hanover Square, London W1S 1HU on 19 March 2013 at 10.00 a.m., and at any adjournment thereof in respect of the number of Ordinary Shares comprised in my/our shareholding (see note 3).

Please tick here if this proxy appointment is one of multiple appointments made (see note 9).

*Please indicate with an X in the spaces provided how you wish your votes to be cast on the resolution specified*

Resolutions	For	Against	Vote Withheld
1. An ordinary resolution, to authorise the directors of the company to issue and allot relevant securities up to an aggregate nominal amount of £166,666.67			
2. A special resolution, to dis-apply statutory pre-emption rights for the purposes of the placing			

Date .....2013

Signature(s) and/or common seal (see notes 6, 7 and 8)

### Notes

- As a member of the Company you are entitled to appoint a proxy 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 and the notice set out in the notice of meeting.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person.
- If you wish to appoint a proxy other than the Chairman of the meeting insert the name in the space provided and delete the Chairman of the meeting. A proxy need not be a member of the Company. 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.
- 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.
- To be effective, this form must be duly completed and lodged at the offices of the Company's registrar, Neville Registrars at Neville House, 18 Laurel Lane, Halesowen, B63 3DA no later than 10.00 a.m. on 15 March 2013, together, if appropriate, with the power of attorney or other authority under which it is signed or a notarially certified copy of such power. If the meeting should be adjourned, this form, if not previously lodged, will be effective for use at the adjourned meeting as long it is lodged, duly completed as set out above no later than 48 hours before the adjourned meeting, and if there should be a poll on any of the resolutions which is taken more than 48 hours after it was demanded, this form will be effective, if not previously lodged, for use at the poll as long as it is lodged and duly completed, as set out above, not later than 24 hours before the time appointed for the taking of the poll.
- 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.
- In the case of joint holders, the signature of any one of them will suffice but the names of all joint holders should be stated. The vote of the senior who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the votes of the other holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding (the first-named being the most senior).
- 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.
- If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
- CREST members who wish to appoint a proxy or proxies by using 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 Neville Registrars, whose CREST Participant ID is 7RA11 by 10.00 a.m. on 15 March 2013.
- Any alteration to the Form of Proxy should be initialled by the person who signed it.