



**FORM OF PROXY**

**OVOCA BIO PUBLIC LIMITED COMPANY**

**ANNUAL GENERAL MEETING**

For use at the Annual General Meeting (the "**Meeting**") to be held via live conference facility on 30 November 2023 at 4 p.m and any adjournment thereof.

I/We the undersigned being a member/members of the above named Company hereby appoint the Chairman of the Meeting as my/or proxy to vote for me/us on my/our behalf at the Meeting of the Company to be held on 30 November 2023 and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the resolutions as indicated by an "X" in the appropriate box. Unless otherwise directed, the proxy may vote as he/she thinks fit.

<b>Ordinary Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Withhold</b>
1. To consider and, if approved, adopt the accounts for the year ended 31 December 2022 and the reports of the Directors and Auditors thereon.			
2. To re-elect Timothy McCutcheon as Director, in accordance with Regulation 99 of the Articles of Association who, being eligible, offers himself for re-election in accordance with Regulation 102 of the Articles of Association.			
3. To authorise the Directors to fix the remuneration of the Auditors.			
4. To authorise the Directors to allot and issue relevant securities pursuant to section 1021 of the Companies Act 2014.			
<b>Special Resolutions</b>			
5. To authorise the Directors to allot and issue equity securities as if section 1022(1) of the Companies Act 2014 did not apply.			

Signature:

Name in full (BLOCK CAPITALS):

Date:

Address:

**Notes:**

1. A member entitled to attend and vote at the above meeting should appoint the Chairman of the meeting to act as Proxy on his/her behalf.
2. To be effective, a Form of Proxy (if executed by an Attorney together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof) must be completed and reach the registered offices of the Company's registrars, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, not less than forty eight hours before the time appointed for the Meeting.
3. The Form of Proxy must (i) in the case of an individual member be signed by the member or his/her attorney duly authorised in writing; or (ii) in the case of a body corporate be given either under its common seal or signed on its behalf by its duly authorised officer or attorney.
4. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. The Company, pursuant to Section 1105 of the Companies Act 2014 2014 (as modified by section 1087G of that Act) and Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996 specifies that only those shareholders registered in the register of members of the Company as at close of business on 24 November 2023 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
6. The "Withhold" option is provided to enable you to abstain from voting on the resolutions. 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 votes for and against the resolution.