

MOTIF BIO PLC

(Incorporated and registered in England and Wales with registered No. 09320890)

FORM OF PROXY

For use by holders of Ordinary Shares at the General Meeting of the Company to be held on 14 November 2019

I/We (name)

BLOCK CAPITALS (the names of all joint holders should be shown)

of (address)

being a holder of (enter the number) ordinary shares of one penny each in the capital of Motif Bio plc (the "Company"), hereby appoint:

(a) the chairman of the meeting*; or

(b)

BLOCK CAPITALS (see note 1 below)

to act as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the general meeting of the Company to be held at the offices of Reed Smith LLP, 599 Lexington Avenue, New York, New York 1022 at 1.00 p.m. (EST) 6.00 p.m (GMT) on 14 November 2019 and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions in the manner specified below (see note 3)

Please indicate with an "X" in the spaces below how you wish your vote to be cast. If no indication is given, you will be deemed as instructing your proxy to abstain from voting on the specified resolution.

Resolutions	For	Against	Withheld
Ordinary Resolutions			
1. Conditional upon resolutions 2-5, to subdivide each of the existing Ordinary Shares in issue into 1 ordinary share of 0.01 pence in nominal value and one deferred share of 0.99 pence in nominal value			
2. Conditional upon resolutions 1 and 3-5, to approve the orderly sale and/or wind down by the Company of Motif BioSciences Inc., its wholly owned subsidiary and sole operating business with the result that the Company shall become an AIM Rule 15 cash shell			
3. Conditional upon resolutions 1, 2, 4 and 5, to authorise the Directors to allot relevant securities up to an aggregate nominal value of (a) up to a maximum of 142,857,143 New Ordinary Shares in connection with the Placing (b) up to an aggregate of 7,142,857 New Ordinary Shares in connection with the granting of warrants to the Placing Agent (c) up to an aggregate of 24,267,408 New Ordinary Shares (being 5 per cent. of the issued share capital) awarded to Hercules in connection with the Corporate Restructuring (d) up to an aggregate of 97,069,633 New Ordinary Shares (being 20 per cent. of the issued share capital) awarded to Hercules in connection with the Corporate Restructuring (e) up to an aggregate of 485,348,166 New Ordinary Shares (being an aggregate nominal value of £48,534,8166 and 100 per cent. of the share capital assuming completion of the Placing)			
Special Resolutions	For	Against	Withheld
4. Conditional upon resolutions 1, 2, 3 and 5, to amend the Articles of Association of the Company			
5. Conditional upon resolutions 1-4, to disapply statutory pre-emption rights in relation to the allotment of the equity securities to be issued in accordance with the authorisations approved in resolution 3, (a) up to a maximum of 142,857,143 New Ordinary Shares in connection with the Placing (b) up to an aggregate of 7,142,857 New Ordinary Shares in connection with the granting of warrants to the Placing Agent (c) up to an aggregate of 24,267,408 New Ordinary Shares (being 5 per cent. of the issued share capital) awarded to Hercules in connection with the Corporate Restructuring (d) up to an aggregate of 97,069,633 New Ordinary Shares (being 20 per cent. of the issued share capital) awarded to Hercules in connection with the Corporate Restructuring (e) up to an aggregate of 485,348,166 New Ordinary Shares (being an aggregate nominal value of £48,534,8166 and 100 per cent. of the share capital assuming completion of the Placing)			

Signature: Date: November 2019

(or common seal) (see note 2)

Joint holders (if any) (see note 10)

Name: Name:

Name: Name:

* delete as necessary

Notes

- If you wish to appoint someone other than the chairman as your proxy, please insert his/her name and address, and strike out and initial the words "the chair of the meeting or". A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so. If no name is entered on this form, the return of this form, duly signed, will authorise the chairman of the meeting to act as your proxy.
- You may appoint more than one proxy provided that each proxy is appointed to exercise the 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, please return a separate form in relation to each proxy, clearly indicating next to the name of each proxy the number and class of shares in respect of which he is appointed. 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.
- To direct your proxy how to vote on the resolutions, please mark the appropriate box next to each resolution with an "X". If no voting instruction is given, your proxy will vote or abstain from voting as he sees fit in his absolute discretion in relation to each resolution and any other matter which is put before the meeting.
- In the case of:
 - an individual, this proxy form must be signed by the relevant member appointing the proxy or a duly appointed attorney on behalf of such member; and
 - a corporation, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or a duly appointed attorney for the company.
- To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to the Registrars of the Company, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, GU9 7DR or by scan and email to proxies@shareregistrars.uk.com; and
 - received by the Registrars no later than 48 hours (excluding non-working days) before the time appointed for the Meeting, or adjourned meeting, at which it is to be used.
- 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.
- Any alteration to this proxy form must be initialled by the person in whose hand it is signed or executed.
- If, after returning a duly completed proxy form, you wish to revoke your proxy appointment you must sign and date a notice clearly stating your intention to revoke that proxy appointment and deposit it at the registered office of the Company before the time appointed for the Meeting.
- 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; and
 - the vote of the most senior holder who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of all other joint holders.

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).
- The right to vote at the meeting shall be determined by reference to the register of members of the Company. Only those persons whose names are entered on the register of members of the Company at 6.00 p.m. (GMT) on 12 November 2019 (2 days prior to the date of the meeting) shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.



Business Reply
Licence Number
RTUJ-ZUTR-YXAU



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