

MOTIF BIO PLC
Proxy Form

THE BOARD STRONGLY ENCOURAGES ALL SHAREHOLDERS TO VOTE ON THE RESOLUTIONS BY PROXY BEFORE THE DEADLINE OF 11 a.m. ON 28 SEPTEMBER 2020.

The health of our shareholders, employees and stakeholders is extremely important to us and, accordingly, in light of the Covid-19 pandemic, the Board has arranged for a quorum to be present at the Meeting and no other shareholders, advisers or other guests will be allowed to attend the Meeting in person. **Anyone seeking to attend the Meeting who has not been specifically invited by the Board for the purposes of forming a quorum will be refused entry.**

I/We, _____ (insert full name in BLOCK CAPITALS)

of _____ (insert address in BLOCK CAPITALS)

_____ POSTCODE _____

being (a) holder(s) of ordinary shares in Motif Bio plc appoint the Chairman of the meeting or the following person:

<i>Name</i>	<i>Number of Shares</i>

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 11 a.m. BST on 30 September 2020 at 201 Temple Chambers, 3-7 Temple Avenue, London, EC4Y 0DT, and at any adjournment of that meeting. I/We request my/our proxy to vote on the following resolutions as indicated below:

ORDINARY RESOLUTIONS	For	Against	Withheld
1. To receive the Company's annual accounts			
2. To reappoint Graham Lumsden			
3. To reappoint Christopher Wardhaugh			
4. To appoint the Company's UK auditor			
5. To authorise the directors to determine the auditors' remuneration			
6. To authorise the directors to allot relevant securities			
SPECIAL RESOLUTION			
7. To dis-apply pre-emption rights			

Please tick here if the proxy appointment is one of multiple appointments being made and state in the box above the number of shares to which this proxy relates.

SIGNATURE _____ **DATE** _____

NOTES

1. Due to the ongoing situation relating to Covid-19, shareholders are urged to appoint the Chairman of the Meeting as their proxy. In accordance with current Government guidance, and the Chairman's powers under the Corporate Insolvency and Governance Act, entry will be refused to anyone else apart from one other Director to ensure the AGM is quorate.
2. If no number of shares is entered, the proxy will be authorised to act on your behalf in relation to your entire shareholding in the Company. On each proxy form, please enter the number of shares in relation to which that proxy is authorised to act on your behalf. The total number of shares entered on all the proxy forms you submit must not exceed the number of share you hold in the Company. All forms must be signed and should be returned together in the same envelope.
3. To direct your proxy how to vote on the resolutions, please 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 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 also vote or abstain at his or her discretion on any additional matter coming before the meeting.
4. In the case of a corporation, this form of proxy must be under seal or signed by a duly authorised officer or attorney.
5. In the case of joint holders, the signature of any one joint holder is sufficient. If more than one joint holder tenders a vote in person or by proxy, the vote of the person whose name stands first in the register will be accepted to the exclusion of the votes of the other joint holders.
6. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be returned by any of the following methods to the Company's registrars, Share Registrars Limited:
 - By post, courier or by hand to Share Registrars The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; or
 - By emailing a scanned copy to voting@shareregistrars.uk.com; or
 - By fax to 01252 719232

So as to be received no later than 48 hours before the time for holding the meeting, excluding weekends and public holidays.
7. When two or more valid, but differing, proxy forms are delivered in respect of the same share for use at the same meeting, the one which is signed last shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which proxy form was last validly delivered, none of them shall be treated as valid in respect of that share.
8. In accordance with Regulation 41 of the Uncertified Securities Regulations 2001, to have the right to attend and vote at the meeting a member must first have his or her name entered in the Company's register of members by no later than, 11 a.m. on 28 September 2020 or, if this meeting is adjourned, at 11 a.m. on the day two days prior to the adjourned meeting (excluding weekends and public holidays). Changes to entries on that register after that time shall be disregarded in determining the rights of any member to attend and vote at the meeting.
9. If you any queries about this form of proxy, please contact the Company's registrars, Share Registrars Limited, on telephone number 01252 821390 or email them at enquiries@shareregistrars.uk.com.