

ATTENDANCE CARD

TISSUE REGENIX GROUP PLC – GENERAL MEETING

Before completing this Form of Proxy, please read carefully the Notice of General Meeting set out on pages 19 to 21 of the shareholder circular dated 22 May 2020 (the "Shareholder Circular") which has been sent to shareholders and the explanatory notes set out below.

To be held at the offices of Squire Patton Boggs (UK) LLP at 6 Wellington Place, Leeds, LS1 4AP on 9 June 2020 at 12 noon.

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to Link Asset Services PXS (the "Company's Registrars"). This will facilitate entry to the meeting.

In light of the COVID-19 pandemic and in accordance with government guidelines relating to COVID-19 (as published as at the date of the Shareholder Circular), shareholders and their proxies will not be allowed to attend the meeting in person.

Any shareholder seeking to attend the General Meeting in person will be refused entry. Accordingly, shareholders are urged to exercise their votes by submitting their proxy and appoint the Chair of the General Meeting as his or her proxy.

Signature of person attending

FORM OF PROXY

TISSUE REGENIX GROUP PLC – GENERAL MEETING

Number of Ordinary Shares proxy is appointed over (complete only if less than entire holding) (see note 10)

I/We

Please tick only if this proxy appointment is one of a multiple proxy appointment (see note 10)

being a member/members of Tissue Regenix Group plc (the "Company") entitled to attend and vote at meetings of the Company hereby appoint the Chairman of the meeting (see note 2) or

as my/our proxy to attend, speak and, on a poll, vote for me/us on my/our behalf at the General Meeting of the Company to be held at the offices of Squire Patton Boggs (UK) LLP at 6 Wellington Place, Leeds, LS1 4AP on 9 June 2020 at 12 noon, and at any adjournment of that meeting, for the purposes of considering the resolution referred to or set out in the Notice of General Meeting set at pages 19 to 21 of the Shareholder Circular, and on any other business which may properly come before the meeting.

Notes:

1. You are requested to lodge this Form of Proxy, duly completed, and any power of attorney or other authority under which it is executed or a certified copy of such power of attorney or authority, with Link Asset Services PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 12 noon on 7 June 2020 or, if the meeting is adjourned, 48 hours before the holding of the adjourned meeting.
2. If you wish to appoint a person other than the Chairman as your proxy, then strike out "the Chairman of the meeting or" and add the full name of the proxy desired in the space provided in block letters and initial the alteration. A proxy need not be a member of the Company. Do not write down your own name in this space. If you sign and return this Form of Proxy 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. **In light of the Coronavirus pandemic, shareholders are urged to appoint the Chair of the meeting as his or her proxy as given the Coronavirus situation, shareholders and their proxies will not be allowed to attend the meeting in person.**
3. In the case of joint holders the signature of the senior holder will be accepted. Seniority is determined by the order in which names stand in the register of members of the Company in respect of the joint holding.
4. The completion and return of this Form of Proxy will not prevent you from attending and voting at the meeting should you wish to do so. You are advised to arrive at least 15 minutes before the start of the meeting to allow time for registration. **However, in light of the COVID-19 pandemic and in accordance with government guidelines relating to COVID-19 (as published as at the date of the Shareholder Circular), in particular the advice for people to avoid public gatherings and social contact, shareholders and their proxies will not be allowed to attend the meeting in person.**
5. Any shareholder whose name is registered on the register of members of the Company at 6.00 p.m. on 7 June 2020 or, in the event that the meeting is adjourned, at 6.00 p.m. on the date two days before the date set for the adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name 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 or vote at the meeting.
6. In the case of a corporation this form must be either executed under seal or signed by its attorney or by a duly authorised officer or other person authorised to sign.
7. CREST members should use the CREST electronic proxy appointment service and refer to Note 5 of the Notice of General Meeting in relation to the submission of a proxy appointment via CREST.
8. 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 "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 or the "Discretionary" box is selected, 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.
9. Further instructions and notes as to how you should complete this Form of Proxy are contained in pages 20 to 21 of the Shareholder Circular.
10. Subject to the below, if this box is left blank, you will automatically be deemed to have made the appointment in respect of your full voting entitlement. Alternatively, please indicate in the box indicated the number of shares in relation to which that person is authorised to act as your proxy. You may appoint more than one proxy provided each proxy is appointed to exercise 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, you may: (i) photocopy this Form of Proxy and complete a Form of Proxy for each proxy holder; or (ii) call Link Asset Services PXS on 03716640300 (from within the UK) or (+44) 3716640300 (from outside the UK) who will then issue you with multiple Forms of Proxy. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:30 Monday to Friday excluding public holidays in England and Wales. The proxy holder's name should be written on the Form of Proxy together with the number of shares in relation to which the proxy is authorised to act. The relevant box on the Form of Proxy must also be ticked if the proxy instruction is one of multiple instructions being given. In respect of the appointment of multiple proxies, all forms must be signed and returned together in the same envelope to the office of the Company's Registrars at the address below. Where multiple proxies are appointed by a shareholder, failure to specify the number of shares to which this proxy appointment relates, or specifying a number which exceeds, when totalled with the number specified on other proxy appointments by the same shareholder, the number of shares held by the shareholder, will render all appointments invalid.
11. 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.
12. Any alteration of this Form of Proxy must be initialled.

IMPORTANT: Please mark "X" to indicate how you wish to vote. If you mark more than one of the boxes against each Resolution below, this Form of Proxy will be invalid.

ORDINARY RESOLUTIONS

- 1 That, subject to the passing of resolutions 2 and 3 and pursuant to section 551 of the Companies Act 2006 (the "Act"), the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £7,321,632.78 pursuant to the Fundraising.

In this resolution 1, "Relevant Securities" means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

This authority is in addition to all existing authorities under section 551 of the Act. Unless previously revoked, varied or renewed, this authority shall expire on the conclusion at the next annual general meeting of the Company.

SPECIAL RESOLUTIONS

- 2 That, subject to the passing of resolution 3, in accordance with section 618 of the Act, the 1,171,971,322 Ordinary Shares of 0.5 pence each in the issued share capital of the Company be sub-divided into 1,171,971,322 Ordinary Shares of 0.1 pence each in the capital of the Company and 1,171,971,322 Deferred Shares of 0.4 pence each in the capital of the Company.
- 3 That, subject to the passing of resolution 2, the articles of association set out in the document produced to the meeting (and initialled by the Chairman of the meeting for the purposes of identification) be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.
4. That, subject to the passing of resolutions 1, 2 and 3 and pursuant to section 570 of the Act, the Directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities granted by resolution 1 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of the New Ordinary Shares in connection with the Fundraising.

This power is in addition to all existing powers under section 570 of the Act.

For Against Vote Withheld Discretionary

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signature

Date

Please sign, date and return this Form of Proxy whether or not you plan to attend the General Meeting.

If signing on behalf of a company, please enter the company name below in block letters and state your official capacity:

For and on behalf of

Company Name

Official Capacity

Before completing this Form of Proxy, please see the explanatory notes above.

To be effective, all proxy appointments must be lodged at the office of the Company's Registrars, by post or by hand, to Link Asset Services PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 12 noon on 7 June 2020.