

Syncona Limited

Form of Proxy



I/We, [If not already completed, please insert shareholder name(s) and address using block capitals.]
 [Please note if the shareholder name(s) is not inserted the Form of Proxy cannot be used].

IMPORTANT: IN ORDER TO BE VALID AT THIS MEETING THIS FORM OF PROXY MUST BE COMPLETED AND RETURNED BY POST TO LINK ASSET SERVICES, PXS, 34 BECKENHAM ROAD, BECKENHAM, KENT, BR3 4TU TO ARRIVE NO LATER THAN 10.30 A.M. ON 27 JULY 2018. ALTERNATIVELY YOU MAY SUBMIT YOUR PROXY ELECTRONICALLY USING SIGNAL SHARES AT WWW.SIGNALSHARES.COM.

Bar Code:

Investor Code:

Event Code:

being a member of Syncona Limited (the "Company"), hereby appoint:

(full name) of

(address)

or failing them, the Chairman of the 2018 Annual General Meeting or the Company Secretary as his substitute as my/our proxy to attend and vote on my/our behalf and if necessary demand a poll at the 2018 Annual General Meeting of the Company to be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands GY1 3QL on 31 July 2018 at 10.30 a.m. and at any adjournment of the meeting.

Please tick here if this proxy appointment is one of multiple appointments being made*

Please indicate the number of shares this proxy is appointed over (if less than your full voting entitlement).

* For the appointment of more than one proxy, see Note 2.

If you wish your proxy to cast all of your votes for or against the resolution, or to withhold all your votes in respect of the resolution, you should insert an 'x' in the appropriate box. If you wish your proxy to cast only certain votes for and certain votes against, or to withhold only certain votes in respect of the resolution, insert the relevant number of shares in the appropriate box.

Please mark 'X' to indicate how you wish to vote

Ordinary Resolutions

- | | For | Against | Vote withheld |
|--|--------------------------|--------------------------|--------------------------|
| 1. That the Annual Audited Financial Statements of the Company for the year ended 31 March 2018, together with the Reports of the Directors and Auditors thereon, be received and considered. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. That Deloitte LLP (Guernsey Branch) be re-appointed as Auditors until the conclusion of the next annual general meeting. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. That the Board of Directors be authorised to determine the remuneration of the Auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. That Jeremy Tigue be re-elected as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. That Thomas Henderson be re-elected as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. That Rob Hutchinson be elected as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. That Nigel Keen be re-elected as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. That Nick Moss be re-elected as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. That Gian Piero Reverberi be elected as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. That Ellen Strahlman be re-elected as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. That the Directors' remuneration report contained in the Annual Audited Financial Statements of the Company for the year ended 31 March 2018 be approved. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. That the Directors be generally and unconditionally authorised to allot and issue, grant rights to subscribe for, or to convert securities into, up to 219,984,030 Ordinary Shares (being 33.33 per cent of the Company's shares in issue as at the Latest Practicable Date) for the period expiring on the date falling fifteen months after the date of passing of this resolution or the conclusion of the next annual general meeting of the Company, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted and issued after such expiry and the Directors may allot and issue shares in pursuance of such an offer or agreement as if the authority had not expired. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. That the waiver granted by the Panel on Takeovers and Mergers of the obligation that would otherwise arise on Wellcome Ventures (as defined in the circular to shareholders dated 27 June 2018 accompanying this notice, the 'Circular') to make a general offer to the shareholders of the company pursuant to Rule 9 of the Takeover Code as a result of the actions described in the Circular, be and is hereby approved, subject to the maximum percentage of voting rights in which Wellcome Ventures is interested not exceeding 43.4 per cent of the issued ordinary share capital in the Company carrying voting rights. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolution

- | | For | Against | Vote withheld |
|--|--------------------------|--------------------------|--------------------------|
| 14. That the Company be and is hereby generally and unconditionally authorised in accordance with section 315 of the Companies (Guernsey) Law, 2008, as amended (the 'Companies Law'), to make market acquisitions (as defined in the Companies Law) of its shares (either for the retention as treasury shares for future resale or transfer or cancellation), PROVIDED THAT: | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (a) the maximum number of shares authorised to be purchased shall be 98,926,818 Ordinary Shares (being 14.99 per cent of the shares in issue as at the Latest Practicable Date); | | | |
| (b) the minimum price (exclusive of expenses) which may be paid for a share shall be 1 penny; | | | |
| (c) the maximum price which may be paid for a share is an amount equal to the higher of: (a) 105 per cent of the average of the middle market quotations for a share on the relevant market for the five business days immediately preceding the date on which the share is purchased; and (b) the higher of (i) the price of the last independent trade for a share and (ii) the highest current independent bid for a share at the time of purchase; and | | | |
| (d) the authority hereby conferred shall expire on the date that is twelve months after the date of passing of this resolution or the conclusion of the next annual general meeting of the Company, whichever is the earlier, unless such authority is varied, revoked or renewed prior to such date by a special resolution of the Company in a general meeting. | | | |

Extraordinary Resolution

- | | For | Against | Vote withheld |
|--|--------------------------|--------------------------|--------------------------|
| 15. That, in accordance with Article 6.7 of the Articles, the Directors be empowered to allot and issue (or sell from treasury) 65,995,209 Ordinary Shares (being 10 per cent of the shares in issue as at the Latest Practicable Date, excluding shares held in treasury) for cash as if Article 6.2 of the Articles did not apply to the allotment and issue (or sale from treasury) for the period expiring on the date falling fifteen months after the date of passing of this resolution or the conclusion of the next annual general meeting of the Company, whichever is the earlier, save that the Company may before such expiry make offers or agreements which would or might require shares to be allotted and issued (or sold) after such expiry and the Directors may allot and issue (or sell) shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signed by or on behalf of the Shareholder

Date:

PLEASE ALSO COMPLETE AND RETURN THE 2018 CHARITABLE ALLOCATION FORM.

Notes accompanying the Form of Proxy:

1. Please insert your full name(s) and address(es) in BLOCK CAPITALS. In the case of joint holders, the names and addresses of all the joint holders should be stated on this Form of Proxy.
2. Shareholders entitled to attend and vote at the meeting may appoint one or more proxies (who need not be a Shareholder) to attend, speak and vote on their behalf, provided that if two or more proxies are to be appointed, each proxy must be appointed to exercise the rights attaching to different shares. Where multiple proxies have been appointed to exercise rights attached to different shares, on a show of hands those proxy holders taken together will collectively have the same number of votes as the Shareholder who appointed them would have on a show of hands if he or she were present at the meeting. On a poll, all or any of the rights of the Shareholder may be exercised by one or more duly appointed proxies. To appoint more than one proxy you may photocopy this Form of Proxy. 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 given by you. All hard copy proxy appointments must be signed and should be returned together in the same envelope.
3. If you wish to appoint as a proxy a person other than the Chairman of the meeting or the Company Secretary, please insert the name of the proxy preferred in the space provided. The person to whom this proxy is given need not be a member of the Company but must attend the meeting in person to represent you. If no name is entered, the return of this Form of Proxy duly signed will authorise the Chairman of the meeting or the Company Secretary to act as your proxy.
4. To allow effective continuation of the meeting (or any adjourned meeting), if it is apparent to the Chairman that no Shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, the Chairman may appoint a substitute to act as proxy in their stead for any Shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.
5. The completion and return of this Form of Proxy will not prevent you from attending in person and voting at the meeting should you subsequently decide to do so.
6. In the absence of instructions, your proxy may vote or withhold from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, may also vote or withhold from voting as he or she thinks fit on any other business (including on a motion to amend a resolution, to propose a new resolution or to adjourn the meeting) which may properly come before the meeting.
7. A vote withheld is not a vote in law. If instruction is given to withhold from voting in respect of any resolution, this instruction will be deemed to be neither a vote for or against the resolution.
8. Any alteration made to this Form of Proxy should be initialled by the person who signs it.
9. In the case of joint holders, such holders may elect one of their number to represent them and vote whether in person or by proxy in their name. In the absence of such an election, the person whose name stands first on the register of members of the Company shall alone be entitled to vote.
10. In the case of a corporation, this proxy must be given under its common seal or signed by a duly authorised officer or attorney.
11. To be valid, this Form of Proxy (together with any power of attorney or other authority under which it is signed or a copy of such authority certified notarially) must be received by Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible but, in any event, so as to arrive no later than 10.30 a.m. on 27 July 2018.
12. The time by which a person must be entered on the register of members in order to have the right to attend and vote at the meeting is close of business on 27 July 2018. If the meeting is adjourned, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the adjourned meeting is close of business on the day that is two days before the date fixed for the adjourned meeting. In calculating such two days period, no account shall be taken of any day that is not a business day in London and Guernsey. Changes to entries on the register of members after such times shall be disregarded in determining the rights of any person to attend or vote at the meeting.
13. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST proxy voting service in accordance with the procedures set out in the CREST manual.