

LiDCO Group Plc

Form of Proxy

For use in connection with the Annual General Meeting to be held at the offices of finnCap Limited, 60 New Broad Street, London EC2M 1JJ on Wednesday 25 May 2016 at 11.00 am.

Before completing this Form of Proxy please read the explanatory notes overleaf.

I/We _____
(Name(s) in full BLOCK LETTERS)

of _____
(Full postal address BLOCK LETTERS)

being (a) member(s) of LiDCO Group Plc (the "Company") hereby appoint

_____ or failing him or her, the Chairman of the meeting (see Note 1 overleaf) or as my/our proxy for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 11.00 am on Wednesday 25 May 2016, or at any adjournment thereof. This Form of Proxy relates to the resolutions referred to below, any resolution to adjourn the meeting and any other business transacted at the meeting. I/We instruct my/our proxy to vote as follows:

Ordinary resolutions	For	Against	Vote withheld
1. To receive the audited accounts and the reports of the directors and auditors for the year ended 31 January 2016			
2. To approve the Directors' Remuneration Report of the Company			
3. To re-elect Mr Matthew Sassone as a director			
4. To re-elect Ms Theresa Wallis as a director			
5. To re-elect Mr Ian Brown as a director			
6. To re-appoint Grant Thornton UK LLP as auditor and authorise the directors to fix the remuneration of the auditor			
7. To authorise the directors to allot shares generally up to the limit specified in the proposed resolution			
Special resolution	For	Against	Vote withheld
8. Limited disapplication of statutory pre-emption rights as specified in the proposed resolution			

This appointment relates to _____ ordinary shares of 0.5p each in the Company (see Notes 2 and 3 overleaf).

Please indicate by a cross in the box how you wish your proxy to vote. Subject to any voting instructions the proxy will exercise his or her discretion as to how to vote or whether to abstain from voting on the above resolutions, on any resolution to adjourn the meeting and on any other business that may properly come before the meeting.

Signature(s) or common seal _____

Dated _____ 2016

Notes:

1. To appoint as your proxy a person other than the Chairman of the meeting, insert his/her full name in the space provided. If you sign and return this Form of Proxy with no name inserted, the Chairman of the meeting will be deemed to be your proxy.
2. If the proxy is being appointed in relation to part of the shareholding only, enter the number of shares over which he/she is authorised to act as your proxy in the space provided. If left blank, the proxy will be authorised in respect of your full voting entitlement.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. To do so, you should photocopy the Form of Proxy and indicate in the space provided the number of shares in respect of which your proxy is entitled to act as your proxy. Specifying a number of shares in excess of those held by you as at the record date will result in all proxy appointments being invalid.
4. The "Vote Withheld" option is provided to enable you to instruct your appointed proxy to abstain on any particular resolution but a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
5. Any alteration on this Form of Proxy must be initialled.
6. Returning this completed Form of Proxy will not prevent a member from attending and voting in person, should the member so wish. If you have appointed a proxy and attend in person, your proxy appointment will be automatically terminated.
7. In the case of a corporation, this Form of Proxy must be executed under its common seal or under the hand of an officer or other person so authorised. In the case of joint holders, any one of them may sign, but the names of all joint holders must be shown on the Form of Proxy.
8. To be valid, this Form of Proxy, together with any power of attorney or other written authority under which it is signed, (or a notarially certified copy thereof or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority) must be completed, signed and deposited with Capita Asset Services at PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF **so as to arrive no later than 11.00 am on Monday 23 May 2016.**
9. In the event that a poll is demanded at the meeting, and such poll is taken more than 48 hours thereafter, this Form of Proxy may be returned to Capita Registrars at the address in Note 8 above so as to arrive no later than 24 hours before the time appointed for such poll. In the event that a poll is demanded at the meeting, and such poll is not taken forthwith but is taken less than 48 hours after the meeting, this Form of Proxy may be delivered at the meeting to the Chairman or Company Secretary or to a director.
10. **The resolutions set out in the table on page 1 of this Form of Proxy are a summary of the resolutions to be proposed at the meeting for the purpose of identification only. Please see the Notice convening the meeting for the full text of each resolution.**