

# EDEN RESEARCH PLC

## Annual General Meeting

### Proxy Form

For use at the Annual General Meeting of the Company to be held at The Farmers' Club, 3 Whitehall Court, London, SW1A 2EL at 10.30 a.m. on 12 June 2012.

Before completing this form, please read the explanatory notes below

I /We being a member of the Company appoint the Chairman of the meeting or (see note 4)

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as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 12 June 2012 at 10.30am and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting (including any motion to amend any resolution or to adjourn the Annual General Meeting).

RESOLUTIONS	For	Against	Vote withheld
1. To receive, consider and adopt the Company's annual accounts and financial statements for the year ended 31 December 2011 together with the Directors' report and auditors' report on those accounts (ordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-appoint Grant Thornton UK LLP as auditors to the Company and to authorise the Directors to determine their remuneration (ordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To grant to the Directors of the Company for the purposes of section 80 of the Companies Act 1985 authority to exercise the powers of the Company to allot shares and securities of the Company up to a maximum nominal amount of £889,558.39 (ordinary resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To disapply statutory pre-emption rights on allotments of equity securities for cash under section 89 of the Companies Act 1985 including in relation the allotment of equity securities up to an aggregate nominal value not exceeding £166,566.24 (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To adopt the proposed Articles of Association provided for inspection on the Company's website as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PLEASE SIGN WHERE INDICATED AND THEN COMPLETE THE REQUESTED DETAILS BELOW IN BLOCK CAPITALS

.....  
Signature of shareholder or common seal/signature .....  
Date

of duly authorised officer/attorney of corporate shareholder

.....  
Print name of signatory .....  
Print name of shareholder where signed on behalf of a shareholder

# Notes to the proxy form

1. The full text of each resolution to be proposed at the Annual General Meeting is set out in the Notice of General Meeting contained in the Circular to shareholders of the Company dated 18 May 2012. Shareholders should read the resolutions set out in the Notice of General Meeting together with the explanation of the resolutions set out in Part I of the Circular to shareholders of the Company dated 18 May 2012.
2. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company.
3. Appointment of a proxy does not preclude you from attending the meeting and voting in person.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form 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.
5. 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.
6. 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 relevant "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, 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 properly put before the meeting (including any motion to amend any resolution or to adjourn the General Meeting).
7. To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
  - received by Capita Registrars no later than by 10.30 a.m. on 10 June 2012.
8. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. 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.
10. 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. 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).
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.