

**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 12.00p.m. on 24 June 2013.

**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 24 June 2013 at 12.00p.m. 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).

<b>RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Vote withheld*</b>
1. To receive, consider and adopt the Company's annual accounts and financial statements for the year ended 31 December 2012 together with the Directors' report and auditors' report on those accounts. (ordinary resolution)			
2. To re-appoint Grant Thornton UK plc as auditors to the Company and to authorise the Directors to determine their remuneration. (ordinary resolution)			
3. To re-elect Kenneth Williams Brooks as a director of the Company. (ordinary resolution)			
4. To re-elect Clive Roland Newitt as a director of the Company. (ordinary resolution)			
5. To authorise the Directors to allot ordinary shares. (ordinary resolution)			
6. To approve the disapplication of pre-emption rights on allotment of shares. (special resolution)			

**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

**\*Please note that if the "Vote Withheld" box is marked with a "X" the shareholder will not be counted in the calculation of votes "For" and "Against" and the shareholder will not be taken to have given his/her/their discretion to the proxy, on how to vote.**

## 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 31 May 2013. 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 31 May 2013.

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 12.00p.m. on 21 June 2013.

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. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company as at 6.00p.m. on 21 June 2013 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. If the Annual General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is 6.00 p.m. on the day

preceding the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the meeting.

12. 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.