

POLAREAN IMAGING PLC

(Incorporated and registered in England and Wales with registered No. 10442853)

FORM OF PROXY

**For use by holders of Ordinary Shares at the General Meeting
to be held on 6 April 2021**

I/We,(name)
BLOCK CAPITALS (the names of all joint holders should be shown)

of.....(address)

being a holder of(enter the number) Ordinary Shares in the capital of Polarean Imaging plc (the 'Company'), hereby appoint:

(a) the chairman of the meeting*; or

(b)
BLOCK CAPITALS (see note 4 below)

to act as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the general meeting of the Company to be held virtually at 2.00 p.m. (9.00 a.m. (EST)) on 6 April 2021 and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions in the manner specified below (see note 8).

Please indicate with an 'X' in the spaces below how you wish your vote to be cast. If no indication is given, you will be deemed as instructing your proxy to abstain from voting on the specified resolution

Ordinary Resolutions	For	Against	Withheld
1. To generally and unconditionally authorise the directors for the purposes of section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares: <ul style="list-style-type: none"> (i) up to an aggregate of 34,651,562 Ordinary Shares (being an aggregate nominal value of £12,821) in connection with the Conditional Placing; (ii) up to an aggregate of 4,530,666 Ordinary Shares (being an aggregate nominal value of £1,676) in connection with the Subscription; and (iii) up to an aggregate of 3,265,489 Ordinary Shares (being an aggregate nominal value of £1,208) in connection with the Open Offer. 			
2. To generally and unconditionally authorise the directors for the purposes of section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares otherwise than in connection with the Fundraise, up to an aggregate of 31,230,996 Ordinary Shares (being an aggregate nominal value of £11,555 and 15 per cent. of the Enlarged Share Capital).			
Special Resolutions	For	Against	Withheld
3. To disapply the statutory pre-emption rights of section 561 of the Companies Act 2006 in relation to the allotment of shares in accordance with Resolution 1, provided that this power will be limited to: <ul style="list-style-type: none"> (i) the allotment of equity securities for cash in connection with the Conditional Placing of up to an aggregate of 34,651,562 Ordinary Shares (being an aggregate nominal value of £12,821); (ii) the allotment of equity securities for cash in connection with the Subscription of up to an aggregate of 4,530,666 Ordinary Shares (being an aggregate nominal value of £1,676); and (iii) the allotment of equity securities for cash in connection with the Open Offer of up to an aggregate of 3,265,489 Ordinary Shares (being an aggregate nominal value of £1,208). 			
4. To disapply the statutory pre-emption rights of section 561 of the Companies Act 2006 in relation to the allotment of shares in accordance with Resolution 2, provided that this power will be limited to: <ul style="list-style-type: none"> (i) the allotment of equity securities for cash in connection with or pursuant to an offer or invitation in favour of holders of ordinary shares in proportion to the respective number of ordinary shares held by them on the record date for such allotment but subject to such exclusions or other arrangements as the directors may deem necessary or appropriate to deal with fractional entitlements, treasury shares, record dates, or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of, any regulatory body or stock exchange in any territory or any other matter whatsoever; and (ii) the allotment of equity securities for cash in the case of the authority granted under Resolution 2 above, and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate of 31,230,996 Ordinary Shares (being an aggregate nominal value of £11,555 and 15 per cent. of the Enlarged Share Capital). 			

SignatureDate2021
(or common seal) (see note 9)

Joint holders (if any) (see note 9)

Name:

Name:

Name:

Name:

* delete as necessary

NOTES

In light of the current restrictions in place with respect to the COVID-19 pandemic and, in particular, the response by the UK Government and US Federal and State level authorities (including the guidance on working from home in place at the date of this notice), the Board has concluded the General Meeting will be held with the minimum number of members legally required to be present. For the safety of all Shareholders, no Shareholders will be permitted to attend the General Meeting in person without invitation. Shareholders are therefore strongly advised to appoint the chairman of the General Meeting as their proxy.

- (1) Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the General Meeting. A proxy need not be a member of the Company.
- (2) A Form of Proxy is enclosed for your use if desired. Please carefully read the instructions on how to complete the Form of Proxy. For a proxy to be effective, the instrument appointing a proxy together with the power of attorney or such other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority must reach the Company's Registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, United Kingdom or by scan and email to voting@shareregistrars.uk.com not less than 48 hours before the time of holding of the General Meeting (excluding any part of a day that is not a Business Day). The Forms of Proxy should therefore be completed and deposited with the Registrars by 2.00 p.m. on 31 March 2021. **You are strongly urged to register your votes in advance by appointing the Chairman of the General Meeting as your proxy (and not any other person). It is not recommended that you appoint any other person as your proxy as they will not be able to participate in the General Meeting and your vote(s) will not be counted.**
- (3) Pursuant to Regulation 41 of Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders on the register of members 48 hours before the time of the General Meeting or adjourned General Meeting (excluding any part of a day that is not a Business Day), shall be entitled to vote at the General Meeting in respect of the number of Existing Ordinary Shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the General Meeting.
- (4) Any member may insert the full name of a proxy or the full names of two alternative proxies of the member's choice in the space provided with or without deleting 'the Chairman of the meeting.' A proxy need not be a member of the Company, but must attend the General Meeting to represent the relevant member. The person whose name appears first on the Form of Proxy and has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow. If this proxy form is signed and returned with no name inserted in the space provided for that purpose, the Chairman of the General Meeting will be deemed to be the appointed proxy. Where a member appoints as his/her proxy someone other than the Chairman, the relevant member is responsible for ensuring that the proxy attends the General Meeting and is aware of the member's voting intentions. Any alteration, deletion or correction made in the Form of Proxy must be initialled by the signatory/ies.
- (5) You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Existing Ordinary Shares. You may not appoint more than one proxy to exercise rights attached to any one Existing Ordinary Share. If you wish to appoint more than one proxy, please contact the Company's Registrars, Share Registrars Limited on 01252 821390 or +44 1252 821390 from outside the UK. Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, excluding public holidays. Alternatively you may write to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, United Kingdom for additional proxy forms and for assistance.
- (6) Any corporation which is a member of the Company can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same Existing Ordinary Share.
- (7) As at the date of this document, the Company's issued share capital comprised 163,274,498 ordinary shares of £0.00037 each. Each Ordinary Share carries the right to vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this document is 163,274,498.
- (8) A member's instructions to the proxy must be indicated in the appropriate space provided. 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 decision. 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 General Meeting.
- (9) This Form of Proxy must be signed by the appointor or his attorney duly authorised in writing. The power of attorney or other authority (if any) under which the Form of Proxy is signed, or a notarially certified copy of the power or authority, must be received by the Company's registrar with the Form of Proxy. If the appointor is a corporation, the Form of Proxy should be signed on its behalf by an attorney or duly authorised officer or executed as a deed or executed under common seal. In the case of joint holders, the signature of any one of them will suffice, but the names of all joint holders should be stated.
- (10) CREST members who wish to appoint a proxy or proxies through the CREST Electronic Proxy Appointment Service may do so for the General Meeting to be held on 6 April 2021 and any adjournment(s) thereof by following the procedures described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously-appointed proxy, which are to be transmitted through CREST, must be received by Share Registrars Limited (ID 7RA36) no later than 2.00 p.m. on 31 March 2021, or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned General Meeting (excluding any part of a day that is not a Business Day).
- (11) In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrars, in the case of a member which is a company, the revocation notice must be executed in accordance with note 12 below. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice must be received by the Registrars not less than 48 hours (excluding any part of a day that is not a Business Day) before the time fixed for the holding of the General Meeting or any adjourned General Meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
- (12) A corporation's form of proxy must be executed pursuant to the terms of section 44 of the Companies Act 2006 or under the hand of a duly authorised officer or attorney.
- (13) Any power of attorney or any other authority under which the proxy form is signed (or duly certified copy of such power of authority) must be included with the proxy form.