

FORM OF PROXY

Annual General Meeting (“**AGM**”) of Itaconix plc (“**the Company**”) to be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT, United Kingdom on Friday 1 July 2022 at 1.00 p.m.

I/We (block capitals)

of

being (a) holder(s) of ordinary shares of 1 pence each in the capital of the Company hereby appoint the Chairman of the meeting or

..... (Note 1)

as my/our proxy to attend, vote and speak for me/us and on my/our behalf at the AGM of the Company to be held on Friday 1 July 2022 at 1.00 p.m. and at any adjournment thereof. I/We direct my/our proxy to vote on the resolutions set out in the notice convening the AGM in the manner indicated by an X in the appropriate column. Unless otherwise indicated, or upon any matter properly put before the meeting but not referred to below, my/our proxy may exercise his discretion as to how he votes and whether or not he abstains from voting.

	For	Against	Abstain (Note 4)
1. To receive and consider the Company’s Annual Report and Financial Statements for the year to 31 December 2021 (excluding the Directors’ Remuneration Report).			
2. To receive and consider the Directors’ Remuneration Report contained in the Annual Report and Financial Statements for the year to 31 December 2021.			
3. To re-appoint John R. Shaw as a Director of the Company.			
4. To re-appoint John I. Snow III as a Director of the Company.			
5. To re-appoint Charlean Gmunder as a Director of the Company.			
6. To reappoint BDO LLP as auditors of the Company.			
7. To authorise the Directors to determine the remuneration of the auditors.			
8. To consolidate the ordinary shares on a 10 to 1 basis.			
9. To approve the amendment and restatement of the Itaconix plc 2019 Equity Incentive Plan.			
10. To approve and adopt the Itaconix plc 2022 Equity Participation Plan.			
11. To grant the Directors authority to allot shares.			
12. To grant the Directors authority to disapply statutory pre-emption rights over equity securities.			

Dated.....2022 Signature(s)

Please tick here if you are appointing more than one proxy (Note 2)

Number of shares proxy appointed over (Note 3)

Notes

1. If you wish to appoint as your proxy some person other than the Chairman of the meeting please insert in block capitals the full names of the person of your choice, delete the words “the Chairman of the meeting” and initial the alteration.. A proxy need not be a member of the Company but must attend the meeting to represent you. The Chairman will not speak on your behalf at the AGM if he or she is appointed as your proxy. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy and give your instructions directly to them.
2. A shareholder may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. To appoint more than one proxy you must complete and return a separate proxy form for each such proxy. You may photocopy this form or (an) additional proxy form(s) may be obtained by contacting the Company’s registrars (see Note 6).
3. If you are appointing more than one proxy, on each proxy form please indicate in the box underneath the signature block the number of shares in relation to which they are authorised to act as your proxy. If no number of shares is entered, the proxy will be authorised to act on your behalf in relation to your entire shareholding in the Company. The total number of shares entered on all the proxy forms you submit must not exceed the number of shares you hold in the Company. All forms must be signed and should be returned together in the same envelope.
4. An abstention (or “vote withheld”) option has been included on the Form of Proxy. The legal effect of choosing the abstention option on any resolution is that the shareholder concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded but disregarded in calculating the number of votes for or against each resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will also vote or abstain at his or her discretion on any additional matter coming before the meeting.
5. If you are not a shareholder but you have been nominated by a shareholder to enjoy information rights, you do not have the right to appoint a proxy or proxies pursuant to Note 1.
6. To be effective an instrument appointing a proxy and any authority under which it is executed (or a notarially certified copy of such authority) must be deposited at the offices of Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL not later than 1.00 p.m. on Wednesday 29 June 2022 except that (a) should the meeting be adjourned, such deposit may be made not later than 48 hours before the time of the adjourned meeting and (b) in the case of a poll taken more than 48 hours after it was demanded, such deposit may be made not later than 24 hours before the time appointed for the taking of the poll.
7. In the case of a corporation, this form of proxy must be under seal or signed by a duly authorised officer or attorney.
8. As an alternative to completing this hard-copy form of proxy, you will be able to vote electronically using the link www.signalshares.com. You will need to log into your Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code which is detailed on your share certificate or available from Link Group whose contact details are set out in the notes to the enclosed Notice of Annual General Meeting. For an electronic proxy appointment to be valid, your vote must be received by no later than 1.00 p.m. on Wednesday 29 June 2022.
9. Alternatively, CREST members may use the CREST electronic proxy appointment service. CREST members should refer to the notes to the enclosed Notice of Annual General Meeting in relation to the submission of a proxy appointment via CREST.
10. In accordance with Regulation 41 of the Uncertified Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members of the Company as at 1.00 p.m. on Wednesday 29 June 2022 or, in the event that the meeting is adjourned, in such register not later than 48 hours before the time of the adjourned meeting, shall be entitled to attend, vote or speak (whether in person or by proxy) at the meeting in respect of the number of shares registered in their names at the relevant time. Changes after the relevant time will be disregarded in determining the rights of any person to attend, vote or speak at the meeting.
11. When two or more valid, but differing, proxy forms are delivered in respect of the same share for use at the same meeting, the one which is signed last shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which proxy form was last validly delivered, none of them shall be treated as valid in respect of that share.
12. In the case of joint holders the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
13. The completion and return of this form shall not preclude a member from attending and voting in person.
14. You may not use any electronic address provided in this form of proxy to communicate with the Company for any purposes other than those expressly stated.