

Form of Proxy - General Meeting to be held on 27 May 2021



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 917147

SRN:

PIN:



View the Notice of General Meeting and Circular online: www.vectura.com/investors

Register at www.investorcentre.co.uk - elect for electronic communications & manage your shareholding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:
 Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 25 May 2021 at 11.00 am.**

Explanatory Notes:

- The Board is closely monitoring the impact of Coronavirus (COVID-19) and it remains the intention of the Board to hold the GM as planned. However, given the roadmap out of lockdown measures in force, shareholders will not be allowed to attend the GM in person. Shareholders are requested to submit their votes by proxy and appoint the Chair as their proxy. If the restrictions on public gatherings are lifted in full before the scheduled date of the GM the Company will notify shareholders of their right to attend the meeting in person and as well as any changes to the time, date or location of the AGM.
- Every shareholder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. While the Government restrictions on public gatherings remain in place, shareholders will not be able to participate at the meeting in person (as shareholder meetings are not exempt from the roadmap out of lockdown measures). The Company therefore requests that all of its shareholders appoint the Chair of the meeting as their proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this form of proxy has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 1387 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that 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.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00 p.m. on 25 May 2021 or, in the event of any adjournment, at 6.00 pm on the date that is two business days before the date of the adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via a designated voting platform, any such messages must be received by the issuer's prior to the specified deadline within the relevant system. For this purpose, the time of receipt will be taken to be the time as determined by the timestamp generated by the relevant designated voting platform from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by via the designated voting platform in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 1387 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair.
Please leave this box blank if you want to select the Chair. Do not insert your own name(s).



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I/We hereby appoint the Chair of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the General Meeting of VECTURA GROUP PLC to be held at the Company's London office, Manning House, 22 Carlisle Place, Westminster, London SW1P 1JA on 27 May 2021 at 11.00 am (or as soon thereafter as the 2021 AGM is concluded or adjourned),

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Resolutions

1. To declare a Special Dividend of 19 pence per ordinary share in the capital of the Company.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. To approve the share consolidation as set out in the Notice of General Meeting and Circular to Shareholders.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Special Resolution

3. To authorise market purchases of the Company's new ordinary shares post share consolidation.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

