

# FORM OF DIRECTION MAXCYTE, INC. – ANNUAL GENERAL MEETING

Form of Direction for completion by holders of Depository Interests representing shares of Common Stock in the Company in respect of the Annual General Meeting of the Company to be held on 31 October 2018, at 11:00 a.m. Eastern Daylight Time, at 21 Firstfield Road, Suite 202, Gaithersburg, MD 20878, USA.

Signature of  
person attending

Barcode:

# FORM OF DIRECTION MAXCYTE, INC. – ANNUAL GENERAL MEETING

Barcode:

Event Code:

I/We, being a holder of Depository Interests representing shares of Common Stock in the Company, hereby instructs Link Market Services Trustees Limited (the "Depository") to vote for me/us and on my/our behalf of all of the shares of Common Stock represented by the Depository Interests held by me/us by proxy at the Annual General Meeting of the Company to be held on 31 October 2018, 11:00 a.m. Eastern Daylight Time, at 21 Firstfield Road, Suite 202, Gaithersburg, MD 20878, USA, and at any adjournment thereof, as directed by an 'X' in the spaces below and I/we hereby direct the Depository to appoint the Chairman of the Meeting as its proxy to cast such votes.

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

## RESOLUTIONS Please mark 'X' to indicate how you wish to vote

1. RESOLVED, that John Johnston be and is hereby elected as a Class III Director of the Company.
2. RESOLVED, that J. Stark Thompson be and is hereby elected as a Class III Director of the Company.
3. RESOLVED, that Will Brooke be and hereby is elected as a Class III Director of the Company.
4. RESOLVED, that Richard Douglas be and hereby is elected as a Class III Director of the Company.
5. RESOLVED, that Aronson LLC be, and hereby is, reappointed as auditor of the Company, and that the Audit Committee be, and hereby is, authorised to fix Aronson LLC's remuneration.

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

Signature

(Note 4)

Date

## Notes

1. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote, or abstain from voting, as per your instructions, with respect to all of the shares of Common Stock represented by the Depository Interests held by you.
2. The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
3. A Corporation's Form of Direction must be executed under its common seal, or under the hand of its officer or agent duly authorised in writing. In the case of an individual, the form must be signed by the appointer or his agent duly authorised in writing.
4. This Form of Direction, to be valid, must be returned to the Company at its registrars Link Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU, UK, in the pre-paid envelope enclosed (for mailing within the UK, please note mailing times for overseas mail), to arrive no later than by 3:00 p.m. BST (10:00 a.m. US EST) on 26 October 2018, together, if appropriate, with the power of attorney or other written authority, if any, under which it is signed (or a duly certified copy of such power) or, where the form has been signed by an officer on behalf of a corporation, a duly certified copy of an authority under which it is signed.
5. Depository Interest holders wishing to attend the meeting should contact Link Market Services Trustees Limited to request a Letter of Representation at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham BR3 4TU, UK, or by emailing [CAGtrustees@linkgroup.co.uk](mailto:CAGtrustees@linkgroup.co.uk) by no later than 3:00 p.m. BST (10:00 a.m. US EST) on 26 October 2018.
6. Any alterations made to this form must be initialled by the person who signs it.
7. 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 such resolutions.
8. Please indicate how you wish your votes to be cast by placing 'X' in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote, or abstain from voting, as per your instructions. If no voting instruction is indicated, you will be deemed to have instructed the Depository to abstain from voting on the specified resolution.
9. Holders of Depository Interests representing shares of the Company's Common Stock can instruct Link Market Services Trustees Limited, the Depository, by using this Form of Direction. Alternatively, holders of such interests can submit or amend an instruction to a previously submitted instruction via the CREST system. The CREST message must be received by the issuer's agent RA10 by 3:00 p.m. BST (10:00 a.m. US EST) on 26 October 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. CREST Personal Members or other CREST Sponsored Members, and those CREST Members who have appointed voting service provider(s) should contact their CREST Sponsor or voting service provider(s) for assistance with instructing Link Market Services Trustees Limited via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual. We may treat as invalid a direction appointment sent by CREST in the circumstances set out in Regulation 35 (5) (a) of the Uncertified Securities Regulations 2001.
10. Any alterations made to this Form of Direction should be initialled.