

ReGen Therapeutics Plc

("the Company")

FORM OF PROXY – GENERAL MEETING

For use at the General Meeting of the Company to be held at the offices of Bird & Bird LLP, 15 Fetter Lane, London, EC4A 1JP at 11.00 a.m. on 28 January 2011 or at any adjournment thereof.

I/We [BLOCK CAPITALS PLEASE]
of being (a) Shareholder(s) of the Company entitled to
vote at the General Meetings of the Company hereby appoint the Chairman of the Meeting or (see Note 1 below)

Name of Proxy	Number of Ordinary Shares Proxy is appointed over

to act as my/our proxy and to vote as directed (or in the event that no direction is given to vote at his or her discretion) on my/our behalf at the General Meeting to be held at 11.00 a.m. on 28 January 2011 at the offices of Bird & Bird LLP, 15 Fetter Lane, London, EC4A 1JP or at any adjournment thereof.

I/we direct my/our proxy to vote on the resolutions set out in the Notice of General Meeting as follows (for each resolution, mark "X" in the appropriate box below):

ORDINARY RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD (See Note 7)
1) To adopt the investing policy set out in the circular to Shareholders dated 12 January 2011 and to empower the Directors of the Company to carry the same into effect.			
2) To authorise the Directors of the Company to allot shares or grant rights to subscribe for or convert any security into shares pursuant to section 551 of the Companies Act 2006 up to an aggregate nominal amount of £55,000.			
SPECIAL RESOLUTIONS			
3(a) To authorise the Directors of the Company to capitalise a maximum sum not exceeding £2,520,000 standing to credit in the share premium account of the Company in paying up to 90,000,000 'B' Ordinary Shares in the capital of the Company and to authorise the Directors of the Company to allot the 'B' Ordinary Shares pursuant to section 551 of the Companies Act 2006 to the holders of Ordinary Shares on the register of members of the Company at close of business on 14 February 2011; and			
3(b) Conditional on the confirmation order from the High Court of Justice, the capital of the Company following the capitalisation referred to in 3(a) above be reduced by up to £2,520,000 by cancelling and extinguishing all of the issued 'B' Ordinary Shares and the amount paid or credited as paid up on each 'B' Ordinary share be repaid to Shareholders by a transfer of all of the ordinary shares in ReGen NewCo Limited on the basis of one ReGen NewCo Share for every one Ordinary Share.			
4) Conditional on the passing of resolution 3 above, to change the name of the Company to Alexander David Investments Plc.			
5) Conditional on the passing of resolution 3 above, the Articles of Association of the Company be amended in the form produced to the General Meeting.			
6) Conditional on the passing of resolution 2 above, to authorise the Directors of the Company to allot equity securities pursuant to section 561 of the Companies Act 2006 up to an aggregate nominal amount of £55,000.			

If you wish to appoint multiple proxies please see Note 1 below.

☐ Please also tick here if you are appointing more than one proxy.

Please return this Form of Proxy, duly completed and signed, to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to be received not later than 48 hours before the time fixed for holding the General Meeting (or adjourned meeting).

Dated 2011 Signed
(See Note 3 below) or Common Seal (See Note 4 below)

Notes:

- A Shareholder, entitled to attend and vote at the General Meeting, may appoint one or more proxies to exercise all or any of his/her rights to attend, speak and to vote at the Meeting. A Shareholder has the right to strike out the words "the Chairman of the Meeting or" and to insert, in block capitals, the full name of a person of his/her own choice in the box provided to act as his/her proxy, initialling the alteration. To appoint more than one proxy, an additional Form of Proxy may be obtained by contacting the Registrars, Capita Registrars, or you may photocopy this form. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. A proxy need not be a Shareholder. The completion and return of the Form of Proxy will not preclude a Shareholder from attending the General Meeting, or at any adjournment thereof, and voting in person if they so wish.
- Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
- In the case of joint holders, the signature of any one of them on the Form of Proxy will suffice, but the names of all should be shown. If more than one of the joint holders is present at the General Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the Register of Members shall alone be entitled to vote.
- In the case of a corporation, the Form of Proxy must be given under its Common Seal or under the hand of a duly authorised officer or attorney.
- To be valid, the Form of Proxy, duly completed and signed, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power of authority) must be sent to the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, so as to be received not later than 48 hours before the time fixed for holding the General Meeting, or any adjournment thereof.
- Any alterations made to the Form of Proxy must be initialled.
- The 'Vote Withheld' option 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.

PXS
34 Beckenham Road
BECKENHAM
BR3 4TU

