

UDG Healthcare plc ('the Company') invites you to attend the Extraordinary General Meeting of the Company to be held in the **Clyde Court Hotel, Lansdowne Road, Ballsbridge, Dublin 4, Ireland at 12 noon on 13 October 2015.**

Shareholder Reference Number

Form of Proxy - UDG Healthcare plc Extraordinary General Meeting (EGM) to be held on 13 October 2015



Cast your Proxy online...It's fast, easy and secure!
www.eproxyappointment.com

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: 913235

SRN:

PIN:



To view the Circular and Notice of Meeting online log on to www.udghealthcare.com

To be effective, all votes must be received by the Company's Registrar via CREST or the Registrar's website or at the Registrar's office; Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland by 12 noon on 11 October 2015 (or in the case of an adjournment, 48 hours before the time of the adjourned meeting).

Explanatory Notes:

- A shareholder entitled to attend, speak, ask questions and vote at the EGM is entitled to appoint one or more proxies to attend, speak, ask questions and vote on his/her behalf provided each proxy is appointed to exercise rights attached to different shares held by that shareholder. A proxy need not be a member of the Company. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). A proxy attending the EGM may be requested to produce evidence of identity.
- A shareholder acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that shareholder.
- 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. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar on +353 1 447 5100 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 ticking 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 appointment of a proxy does not prevent a registered shareholder from attending, speaking, asking questions and voting at the EGM should they wish to do so.
- To be effective, the Form of Proxy duly completed and executed, together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with Computershare Investor Services (Ireland) Limited, either by post to P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland or by hand (during normal business hours) to Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland so as to be received not later than 12 noon on 11 October 2015 (or in the case of an adjournment, 48 hours before the time of the adjourned meeting).
- Alternatively, you may also appoint a proxy:
 - electronically by accessing the Registrar's website www.eproxyappointment.com. Details of the requirements are set out in the box above; or
 - through CREST, if you are a CREST member, CREST sponsored member or CREST member who has appointed a voting service provider(s). Transmission of CREST proxy instructions must be authenticated in accordance with Euroclear UK & Ireland Limited's specifications as set out in the CREST Manual and received by the Registrar (ID 3RA50); provided that your proxy appointment is received not later than 12 noon on 11 October 2015 (or in the case of an adjournment, 48 hours before the time of the adjourned meeting). To appoint more than one proxy please contact the Registrar on +353 1 447 5100. For the purpose of receipt of the appointment of a proxy through CREST, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996.
- In the case of joint shareholders, the vote of the senior who tenders the vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other registered shareholder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the Register of Members.
- 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.
- Pursuant to Section 1095 of the Companies Act, 2014 and Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, the Company hereby specifies that only those shareholders registered in the Register of Members of the Company as at close of business on 11 October 2015 (or in the case of an adjournment as at close of business on the day which is two days before the date of the adjourned meeting) shall be entitled to attend, speak, ask questions and vote at the meeting, in respect of the number of shares registered in their names at the time. 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 EGM.
- Any alterations made to this form should be initialled.
- Where a poll is taken at the EGM, a shareholder, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.
- On any other business which may properly come before the meeting or any adjourned meeting and whether procedural and/or substantive in nature (including any motion to amend a resolution or adjourn the meeting) not specified in the Notice of the EGM or this Form of Proxy, the proxy will act at his/her discretion.

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 (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

All Holders

Poll Card

To be completed **only** at the EGM if a Poll is called.

To approve the Disposal on the terms of the Transaction Agreements and to authorise the Directors to complete the Disposal and make non-material amendments to the terms of the Transaction Agreements.

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

Signature _____

Form of Proxy

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



I/We hereby appoint the Chairman of the Meeting OR the following person

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Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak, ask questions and vote in respect of my/our full voting entitlement* on my/our behalf at the EGM of UDG Healthcare plc to be held in the **Clyde Court Hotel, Lansdowne Road, Ballsbridge, Dublin 4, Ireland at 12 noon on 13 October 2015**, and at any adjournment of the meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 4 (see front).

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

To approve the Disposal on the terms of the Transaction Agreements and to authorise the Directors to complete the Disposal and make non-material amendments to the terms of the Transaction Agreements.

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

Please tick here to indicate that this proxy instruction is in addition to a previous instruction. Otherwise it will overwrite any previous instruction.

I/We would like my/our proxy to vote on the resolution proposed at the EGM as indicated on this form. Unless otherwise instructed the proxy may vote as he/she sees fit or abstain in relation to any business of the meeting.

Signature

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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).

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