

GW PHARMACEUTICALS PLC
(the “Company”)
ANNUAL GENERAL MEETING
FORM OF PROXY

I/We (see Note (1)) Block
) capitals
 of) please
 being (a) Member(s) of the Company, hereby appoint the Chairman of the Meeting/
 (see Note (2)) as my/our proxy to attend, speak and vote for me/us on my/our behalf in relation to
 Ordinary Shares or 0.1p in the capital of the Company held by me/us (for the appointment of more than one proxy
 see Note (3)) at the Annual General Meeting of the Company to be held at Kingsgate House, Newbury Rd, Andover,
 SP10 4DU, England on 26 May 2020 at 4:00 p.m. and at any adjournment thereof.

In respect of the following Resolutions my/our proxy is instructed to vote as shown by “X” below (see Note (4)).

RESOLUTIONS

Ordinary Resolution

	FOR	AGAINST	VOTE WITHHELD	DISCRETIONARY
1. To re-elect Dr. Geoffrey Guy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Cabot Brown as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the 2020 Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve the compensation of the Company's named executive officers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To ratify the appointment of Deloitte and Touche LLP as the Company's U.S. public accounting firm	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint Deloitte LLP as the U.K. Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To authorise the Directors to determine the Auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To receive and adopt the Directors' and Auditors' Reports and Statement of Accounts for the 12-month period ended 31 December 2019 and note that the Directors do not recommend the payment of a dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise the Directors to allot shares pursuant to Section 551 of the Companies Act 2006 (the “2006 Act”)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

11. Subject to the passing of Resolution 10, to authorise the Directors allot equity securities, under Section 570 of the 2006 Act as it Section 561(1) of the 2006 Act did not apply to such allotment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Please tick this box if this is one of multiple proxy votes
(see Note (3))

DATED 2020

Signature or common seal: (See Notes (5) and (6))

Notes

- (1) Any member entitled to attend, speak and vote at the meeting may appoint one or more proxies to attend, speak and vote on his/her behalf. A proxy need not be a member of the Company but must attend the meeting. **You are encouraged to appoint the Chairman of the AGM as your proxy. If you appoint any person other than the Chairman of the AGM as your proxy, that person may not be allowed to attend the AGM.**
- (2) To appoint as your proxy a person other than the Chairman of the meeting, insert their full name on the dotted line. If you sign and return this proxy form with no name inserted on the dotted line, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting instructions. **You are encouraged to appoint the Chairman of the AGM as your proxy. If you appoint any person other than the Chairman of the AGM as your proxy, that person may not be allowed to attend the AGM.**
- (3) You may appoint more than one proxy if each proxy is appointed to exercise the rights attached to different shares held by you. To appoint more than one proxy, additional forms may be obtained from the Company's registrar, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF or you may copy this form. If necessary please indicate the number of Ordinary Shares in relation to which your proxy is authorised to act. If you leave the number of Ordinary Shares blank, you will be deemed to have appointed your proxy in relation to all Ordinary Shares held by you. Please indicate by ticking the box provided, if the proxy appointment is one of multiple appointments being made by you. All forms must be signed and should be returned together.
- (4) Please indicate with an "X" in the space provided how you wish your votes to be cast in respect of the resolutions to be proposed. If you want your proxy to vote in a certain way on the resolutions specified, please place an "X" in the appropriate box. If you select "Discretionary" or fail to select any of the given options your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting. The "Vote Withheld" option is 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.
- (5) In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation. A corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- (6) In the case of joint holders, 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 any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the Company's relevant register of members for certificated or uncertificated shares of the Company (as the case may be) in respect of the joint holding.
- (7) Only those members registered in the register of members of the Company as at 5:30 p.m. London time (12:30 p.m. New York City time) on 21 May 2020 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, or vote (whether in person or by proxy) at the meeting in respect of the number of shares registered in their names at the relevant time.
- (8) The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he/she wish to do so, but if a member appoints a proxy and attends the meeting in person, the proxy appointment will automatically be terminated.
- (9) To be valid, this form of proxy (including any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority) must be duly completed, signed and received by the Company's registrar, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not less than 48 hours (not including non-business days) before the time appointed for holding the meeting or any adjourned meeting or, in the case of a poll taken subsequently to the date of the Annual General Meeting, not less than 24 hours before the time appointed for the taking of the poll.
- (10) The appointment under this form of proxy may be terminated by the member prior to the commencement of the meeting (or any adjournment of the meeting). To be valid, the notice of termination of the authority of the person appointed to act as proxy must be deposited at the offices of the Company's registrar, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not less than 48 hours (not including non-business days) before the time fixed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be).
- (11) 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 (CREST ID Code (RA10)), further details of which are included in the Notice of Annual General Meeting of the Company to be held on 26 May 2020.
- (12) **As a result of restrictions on movement and gatherings introduced by the Health Protection (Coronavirus, Restrictions) (England) Regulations 2020, other than the presence of two persons to be arranged by the Company at the Meeting and notwithstanding the foregoing Notes, members are not expected to be allowed to attend the Meeting in person. Members' attention is drawn to the letter from the Chairman of the Company dated April 17, 2020.**

Voting by proxy prior to the meeting does not affect your right to attend the meeting and vote in person, should you so wish. You are advised to submit your proxy vote electronically via www.signalshares.com as soon as possible, but in any event no later than 4:00 p.m. on 21 May 2020.