

FORM OF DIRECTION MAXCYTE, INC. – SPECIAL MEETING

Form of Direction for completion by holders of Depository Interests representing shares of Common Stock in the Company in respect of the Special Meeting of the Company to be held on 6 July 2021 at 21 Firstfield Road, Suite 202, Gaithersburg, Maryland 20878, United States at 1.00 p.m. BST (8.00 a.m. EST).

Barcode:

Signature of person attending



FORM OF DIRECTION MAXCYTE, INC. – SPECIAL MEETING

I/We, being a holder of Depository Interests representing shares of Common Stock in the Company, hereby instruct Link Market Services Trustees Limited (the "Depository") to vote for me/us and on my/our behalf at the Special Meeting of the Company to be held on 6 July 2021 at 21 Firstfield Road, Suite 202, Gaithersburg, Maryland 20878, United States at 1.00 p.m. BST (8.00 a.m. EST), 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.

Bar Code:

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

Event Code:

RESOLUTIONS	Please mark 'X' to indicate how you wish to vote	For	Against	Vote withheld	RESOLUTIONS	Please mark 'X' to indicate how you wish to vote	For	Against	Vote withheld
1. RESOLVED THAT, the pre-emptive rights of Stockholders as set forth in section 3 of Article IV of the Company's Fourteenth Amended and Restated Certificate of Incorporation shall be waived in accordance with such section 3 with respect to the allotment and issue of up to 25,000,000 shares of Common Stock in connection with the Proposed Offering.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>					
2. RESOLVED THAT, section 1 of Article IV of the Fourteenth Amended and Restated Certificate of Incorporation be and is hereby amended to delete the authority to issue "two hundred million (200,000,000) all of which" and to insert in lieu thereof the authority to issue "four hundred five million (405,000,000), four hundred million (400,000,000) of which".		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>					
3. RESOLVED THAT, the following sentences be and hereby are added to the end of the first paragraph of section 1 of Article IV of the Fourteenth Amended and Restated Certificate of Incorporation: "The remaining five million (5,000,000) shares of capital stock shall be a class designated as preferred stock, par value \$0.01 per share (the " Preferred Stock "). The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the " Board ") is hereby expressly authorized to provide for the issue of the shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designation,									
					preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board providing for the issuance of such shares and as may be permitted by the DGCL. The Board is also expressly authorized to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the stock of the Corporation entitled to vote thereon, without a separate vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any certificate of designation filed with respect to any series of Preferred Stock."		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
					4. RESOLVED THAT, section 3 of Article IV of the Fourteenth Amended and Restated Certificate of Incorporation be and is hereby deleted.		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

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's registrars, Link Group at: PXS 1, Central Square, Wellington Street, Leeds, LS1 4DL, UK, in the pre-paid envelope enclosed (for mailing within the U.K., please note mailing times for overseas mail), to arrive no later than by 1.00 p.m. BST (8.00 a.m. EST) on 1 July 2021, 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 the Depository at Link Market Services Trustees Limited, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by emailing Nominee.Enquiries@Linkgroup.co.uk in order to request a Letter of Representation by no later than 1.00 p.m. BST (8.00 a.m. EST) on 1 July 2021.
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 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 1.00 p.m. BST (8.00 a.m. EST) on 1 July 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp 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 the Depository 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. Stockholders holding a Depository Interest may also send their voting instructions via facsimile by sending their duly completed and signed Form of Direction to Ron Holtz, facsimile number 1-301-944-1703, to be received no later than 1.00 p.m. EST on 30 June 2021.



RESOLUTIONS	Please mark 'X' to indicate how you wish to vote	For	Against	Vote withheld	RESOLUTIONS	Please mark 'X' to indicate how you wish to vote	For	Against	Vote withheld
<p>5. RESOLVED THAT, section 5 of Article VI of the Fourteenth Amended and Restated Certificate of Incorporation be and is hereby deleted and replaced with the following:</p> <p>"Subject to the rights of any series of Preferred Stock to elect additional directors under specified circumstances, neither the Board nor any individual Director may be removed without cause. Any Director (including persons elected by Directors to fill vacancies in the Board of Directors) may be removed from office with cause, by the affirmative vote of the holders of a majority of the outstanding shares of capital stock then entitled to vote at an election of Directors. At least twenty-eight (28) days prior to any annual or special meeting of stockholders at which it is proposed that any Director be removed from office with cause, written notice of such proposed removal and the alleged grounds thereof shall be sent to the Director whose removal will be considered at the meeting."</p>		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<p>7. RESOLVED THAT, section C of Article XII of the Fourteenth Amended and Restated Certificate of Incorporation, together with the definitions of "Disclosure Guidance and Transparency Rules" and "Voting Rights" in section A. of Article XII of the Fourteenth Amended and Restated Certificate of Incorporation be and are hereby retained in their entirety in the Fifteenth Amended and Restated Certificate of Incorporation of the Company, following the completion of the Proposed Offering notwithstanding that the Company will have a class of shares registered with the SEC pursuant to section 12 of the Exchange Act.</p>		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<p>6. RESOLVED THAT, Article IX of the Fourteenth Amended and Restated Certificate of Incorporation be and is hereby amended to add the following language to the end of the existing provision:</p> <p>"Unless the Corporation consents in writing to the selection of an alternative forum, to the fullest extent permitted by law, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended."</p>		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<p>8. RESOLVED THAT each of the President, any Vice President and the Chief Financial Officer of the Company be, and each of them hereby is, authorised and empowered to take any and all action and do any and all things as may be deemed by any of them to be necessary or advisable to file a Fifteenth Amended and Restated Certificate of Incorporation of the Company, solely to reflect the foregoing amendments in Resolutions 2 to 8 as are approved by Stockholders, with the Secretary of State of Delaware, and that the performance by any one of them of any act in connection with the foregoing shall conclusively establish their authority therefor from the Company for the action so taken.</p>		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

Signature (Note 4)

Date