

ATTENDANCE CARD

MAXCYTE, INC. – SPECIAL MEETING

You may submit your proxy electronically using the Share Portal service at www.signalshares.com

To be held on 6 July 2021 at 1.00 p.m. BST (8.00 a.m. EST)

If you wish to attend this meeting in your capacity as a holder of Common Stock, please sign this card and on arrival hand it in at the registration desk. This will facilitate entry to the meeting.

Barcode:

Signature of person attending



FORM OF PROXY

MAXCYTE, INC. – SPECIAL MEETING

Bar Code:

Event Code:

I/We, the undersigned, being a member of MaxCyte, Inc. (the "Company") hereby appoint the Chairman of the meeting **OR** (see note 1 over) the following person

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

Please fill in this box with the number of shares of Common Stock this proxy appointed over, but only if less than all of the shares beneficially held by you.

as my/our proxy to vote on my/our behalf at the Special Meeting of the Company to be held on 6 July 2021 at 1.00 p.m. BST (8.00 a.m. EST), and at any adjournment thereof. I have indicated with an 'X' how I/we wish my/our votes to be cast on the following resolution:



Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to notes 1 and 2 overleaf.

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

	For	Against	Vote withheld		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"/>	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:			
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"/>	"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			

Notes

1. Every Stockholder holding a physical certificate has the right to appoint some other person(s) of their choice, who need not be a Stockholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. 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 over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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 Stockholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of Common Stock in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Common Stock held by you). Please also indicate 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.
3. The right to appoint a proxy does not apply to persons whose Common Stock are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered Stockholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the Common Stock as to the exercise of voting rights.
4. 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.
5. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00 p.m. BST (1.00 p.m. EST) on 15 June 2021. 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 meeting.
6. Common Stock 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. Stockholders wishing to vote online should visit www.signalshares.com and follow the instructions. In addition, Common Stock held in CREST may be voted pursuant to the Form of Direction enclosed, which instructs the depository, Link Market Services Trustees Limited, to vote, or abstain from voting, as per your instructions given to the Depository on the Form of Direction.
7. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
8. The Form of Proxy must be deposited with the Company's registrars, Link Group at: PXS 1, Central Square, Wellington Street, Leeds, LS1 4DL, UK during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 1.00 p.m. BST (8.00 a.m. EST) on 2 July 2021. Please note mailing times for proxies mailed from outside the U.K.
9. Alternatively holders of Common Stock in paper form may lodge their proxy vote at www.signalshares.com by following the instructions found there. They may lodge their proxy vote via facsimile by sending their duly completed and signed Form of Proxy to Ron Holtz, facsimile number 1-301-944-1703, to be received no later than 1:00 p.m. EST on 30 June 2021.



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."



4. RESOLVED THAT, section 3 of Article IV of the Fourteenth Amended and Restated Certificate of Incorporation be and is hereby deleted.



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:

"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."



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:

"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."



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.



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.



Signature

(Note 4)

Date

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