

**FORM OF PROXY
ALLIANCE PHARMA PLC**

I/We (insert name in block capitals please)

 of (address)
 being a member/members of the Company hereby appoint the Chairman of the Annual General Meeting OR the following person*

Name of Proxy	Number of Shares

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of Alliance Pharma plc to be held at Buchanan Communications, 45 Moorfields, London EC2Y 9AE on Thursday 27 May 2010 at 10.00 am and at any adjourned meeting.

 Please indicate by ticking the box if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please refer to explanatory note 2.

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD**
1. To receive the Financial Statements, the report of the Directors and the auditors for the year ended 31 December 2009.			
2. To declare a final dividend of 0.23 pence per share			
3. To re-elect Paul Ranson as a Director.			
4. To re-elect Richard Wright as a Director.			
5. To elect Peter Butterfield as a Director.			
6. To reappoint Grant Thornton UK LLP as auditors to the Company.			
7. To authorise the Directors to determine the auditors' remuneration.			
8. To authorise the Directors to allot shares pursuant to Section 551 of the Companies Act 2006.			
9. To disapply statutory pre-emption rights pursuant to Section 570 and 573 of the Companies Act 2006.			
10. To approve and adopt the new Articles of Association.			

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

Signature Date 2010

In the case of a corporation, this proxy must be signed under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director or secretary).

NOTES:

- 1.* Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder 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 above. If necessary, please enter in the box next to the proxy holder's name the number of securities in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised to act on 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).
2. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars helpline on 0871 664 0300 (standard rate of 10p per minute plus any network charges) or you may copy this form. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.
- 3.** The 'Vote Withheld' option above 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.
4. The completion and return of this form will not preclude a member from attending the meeting and voting in person.
 In order to be valid an appointment of proxy must be returned by one of the following methods:
 - in hard copy form by post, by courier or by hand to the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

And in each case must be received by 10.00 am on Tuesday 25 May 2010.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, in order to be able to attend and vote at the meeting of the Company or any adjourned meeting, (and also for the purpose of calculating how many votes a person may cast) a person must have his/her name entered on the register of members of the Company by 6.00 pm on the date 2 days before the meeting or any adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at such meeting.

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BUSINESS REPLY
Licence No. RSBH-UXKS-LRBC



Capita Registrars
PXS
34 Beckenham Road
BECKENHAM
Kent
BR3 4TU

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and tuck in flap opposite