

Attendance Card

Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

The Chairman of Merrion Pharmaceuticals plc invites you to attend the Annual General Meeting of the Company to be held at **the offices of ByrneWallace, 2 Grand Canal Square, Dublin 2** on 19 May at 11 a.m.

Shareholder Reference Number

Form of Proxy - Merrion Pharmaceuticals plc Annual General Meeting to be held on 19 May 2011

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.

Explanatory 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 (see reverse). A Shareholder may appoint more than one proxy to attend and vote at the meeting 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). Where a poll is taken at the AGM, a Shareholder, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +353 1 447 5577 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.
3. To be effective, the completed Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar of the Company before the deadline set out below.
4. The 'Vote Withheld' option overleaf 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. Pursuant to Section 134A of the Companies Act 1963 and regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996, 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 close of business on the day which is two days before the date of the meeting. 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. The above is how your address appears on the Register of Members. If this information is incorrect please ring the registrar's helpline on +353 1 447 5577 to request a change of address form or go to www.investorcentre.com/ie to use the online Investor Centre service.
7. Any alterations made to this form should be initialled.
8. The appointment of a proxy will not preclude a member from attending the meeting and voting in person.

To be effective, all votes must be lodged at the office of the Company's registrars at:

Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 by 11 a.m. on 17 May 2011.

A reply paid envelope is enclosed to enable the return of proxy forms

All Named Holders:

SRN.

Poll Card

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

Ordinary Resolutions

	For	Against	Vote Withheld
1. To receive and consider the consolidated financial statements of the Company for the financial year ended 31 December 2010, together with the Reports of the Directors and Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect John Lynch as Director who, in accordance with Article 81 of the Articles of Association of the Company, retires by rotation and, being eligible, has offered himself for re-election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Harry Stratford as Director who, in accordance with Article 81 of the Articles of Association of the Company, retires by rotation and, being eligible, has offered himself for re-election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Fintan Maher as Director who, in accordance with Article 81 of the Articles of Association of the Company, retires by rotation and, being eligible, has offered himself for re-election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Vote Withheld
5. To re-appoint KPMG as auditors to the Company and to authorise the Directors to fix the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

6. That the Directors be authorised to allot and issue equity securities up to an aggregate nominal amount of 20% of the issued share capital of the Company, to expire at the conclusion of the next annual general meeting of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. That the Directors be authorised to allot equity securities for cash without seeking shareholder approval in connection with (a) a rights issue, open offer or other issue in favour of the Ordinary Shareholders, and (b) an issue of shares up to a maximum aggregate nominal value of 20% of the issued share capital of the Company on the date of this Notice of AGM, to expire at the conclusion of the next annual general meeting of the Company.	<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

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 and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Merrion Pharmaceuticals plc to be held at **the offices of ByrneWallace, 2 Grand Canal Square, Dublin 2** on 19 May at 11 a.m. and any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

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

	For	Against	Vote Withheld
1. To receive and consider the consolidated financial statements of the Company for the financial year ended 31 December 2010, together with the Reports of the Directors and Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect John Lynch as Director who, in accordance with Article 81 of the Articles of Association of the Company, retires by rotation and, being eligible, has offered himself for re-election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Harry Stratford as Director who, in accordance with Article 81 of the Articles of Association of the Company, retires by rotation and, being eligible, has offered himself for re-election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Fintan Maher as Director who, in accordance with Article 81 of the Articles of Association of the Company, retires by rotation and, being eligible, has offered himself for re-election.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint KPMG as auditors to the Company and to authorise the Directors to fix the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. That the Directors be authorised to allot and issue equity securities up to an aggregate nominal amount of 20% of the issued share capital of the Company, to expire at the conclusion of the next annual general meeting of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. That the Directors be authorised to allot equity securities for cash without seeking shareholder approval in connection with (a) a rights issue, open offer or other issue in favour of the Ordinary Shareholders, and (b) an issue of shares up to a maximum aggregate nominal value of 20% of the issued share capital of the Company on the date of this Notice of AGM, to expire at the conclusion of the next annual general meeting of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We would like my/our proxy to vote on the resolutions proposed at the 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

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).