

# TranXenoGen, Inc.

## Form of Proxy

(PLEASE COMPLETE IN BLOCK CAPITALS)

I/We \_\_\_\_\_  
of \_\_\_\_\_  
being (a) stockholder(s) of the above-named Company, hereby appoint the Chairman of the Meeting\*  
or \_\_\_\_\_

as my/our proxy to vote for me/us and on my/our behalf at the 2005 Annual General Meeting of the Company to be held at the offices of the Company, 800 Boston Turnpike, Shrewsbury, Massachusetts 01545, United States, on June 23, 2005 at 10:00 a.m. Eastern Daylight Time, and at any adjournment thereof.

\* An alternative proxy may be named if desired. A proxy need not be a stockholder of the Company.

I/We direct my/our proxy to vote as follows:

Resolutions	For	Against
1. To approve the cancellation of admission of the Company's shares from the AIM Market of the London Stock Exchange.		
2. To approve the sale of the Company's Shrewsbury Facility.		
3. To re-elect Mr. Paul DiTullio as a Director of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2005 Signature \_\_\_\_\_

**Notes**

- (i) Please indicate with an "X" in the appropriate box how you wish the proxy to vote. The proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting:
  - (a) on any resolution referred to above if no instruction is given in respect of that resolution; and
  - (b) on any business or resolution considered at the Meeting other than the resolutions referred to above.
- (ii) To be valid, this form of proxy, together with the power of attorney, if any, under which it is signed, or a notarially certified copy thereof, must be received at the office of the Company's Transfer Agent, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, not less than 48 hours before the time fixed for the Meeting or any adjourned Extraordinary General Meeting at which the proxy is to vote. Completing and returning this form will not prevent you from attending the Meeting or adjourned meeting and voting in person if you so wish.
- (iii) A proxy executed by a corporation must be either under its common seal or signed by an attorney, officer or other person duly authorized by the corporation.
- (iv) In the case of joint holdings, the signature of the first named on the Register of Members will be accepted to the exclusion of the votes of the other joint holders.

**IF MAILED FROM OUTSIDE OF  
THE UNITED KINGDOM, SENDER  
MUST AFFIX PROPER POSTAGE.**

**Capita IRG Plc (Proxies)  
PO Box 25  
Beckenham  
Kent  
BR3 4BR  
UNITED KINGDOM**