

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF AXOVANT SCIENCES LTD.

August 18, 2017

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Important Notice Regarding the Availability of Proxy Materials for the Shareholders' Meeting to Be Held on Friday, August 18, 2017 at 9:00 a.m. Local Time at the Offices of Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London, EC2M 1QS, United Kingdom.
The Proxy Statement and Annual Report to Shareholders are available at www.axovant.com/investors/proxy-materials

Please sign, date and mail
your proxy card in the
envelope provided as soon
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH NAMED NOMINEE FOR DIRECTOR AND "FOR" PROPOSALS 2 AND 3.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

- | | FOR | AGAINST | ABSTAIN |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1. To elect the Board of Directors' three nominees for director to serve as Class II Directors until the 2020 Annual General Meeting of Shareholders and until their successors are duly elected:

David T. Hung, M.D. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Atul Pande, M.D. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Vivek Ramaswamy | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Amended and Restated 2015 Equity Incentive Plan to increase the aggregate number of common shares authorized for issuance thereunder by 4,000,000 common shares and make certain changes to share limits and share increase provisions. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To ratify the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending March 31, 2018, to appoint Ernst & Young LLP auditor for statutory purposes under the Bermuda Companies Act 1981, as amended, for its fiscal year ending March 31, 2018 and to authorize the Board, through the Audit Committee, to set the remuneration for Ernst & Young LLP as auditor of the Company for its fiscal year ending March 31, 2018. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To conduct any other business properly brought before the meeting. | | | |

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.

This proxy when properly executed will be voted as directed herein by the undersigned shareholder. **If no direction is made, this proxy will be voted FOR ALL NOMINEES in Proposal 1 and FOR Proposals 2 and 3 and as the proxyholders may deem advisable on such other matters as may properly come before the meeting and any postponements and adjournments thereof.**

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder Date: Signature of Shareholder Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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AXOVANT SCIENCES LTD.

**Clarendon House
2 Church Street
Hamilton HM 11
Bermuda**

**Proxy for Annual General Meeting of Shareholders To Be Held On August 18, 2017
Solicited on Behalf of the Board of Directors**

The undersigned hereby appoints Stephen Mohr, Sheba Raza and Alexander Nguyen, and each of them, with full power of substitution and power to act alone, as proxies to vote all common shares which the undersigned would be entitled to vote if personally present and acting at the Annual General Meeting of Shareholders of Axovant Sciences Ltd., to be held at the offices of Cooley (UK) LLP, Dashwood, 69 Old Broad St., London, EC2M 1QS, United Kingdom on Friday, August 18, 2017 at 9:00 a.m. local time, and at any adjournments or postponements thereof, as follows:

(Continued and to be signed on the reverse side.)