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AXOVANT SCIENCES LTD.

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

**Proxy for Special General Meeting of Shareholders To Be Held On December 21, 2017
Solicited on Behalf of the Board of Directors**

The undersigned hereby appoints Stephen Mohr and Sheba Raza, and each of them, with full power of substitution and power to act alone, as proxies to vote all the Common Shares which the undersigned would be entitled to vote if personally present and acting at the Special General Meeting of Shareholders of Axovant Sciences Ltd., to be held at the Offices of Fox Williams LLP, Level 5, 10 Finsbury Square, London EC2A 1AF, United Kingdom on December 21, 2017 at 10:00 a.m. local time, and at any adjournments or postponements thereof, as follows:

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

SPECIAL GENERAL MEETING OF SHAREHOLDERS OF
AXOVANT SCIENCES LTD.

December 21, 2017

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Important Notice Regarding the Availability of Proxy Materials for the Shareholders' Meeting to Be Held on December 21, 2017 at 10:00 a.m. local time at the Offices of Fox Williams LLP, Level 5, 10 Finsbury Square, London EC2A 1AF, United Kingdom.
The Proxy Statement is 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 OF THE PROPOSALS.
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 approve an amendment to our Amended and Restated Bye-laws to declassify the Board of Directors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve an amendment to our Amended and Restated Bye-laws to modify shareholder proposal and nomination procedures. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve an amendment to our Amended and Restated Bye-laws to modify certain supermajority voting requirements. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To approve an amendment to our Amended and Restated Bye-laws to permit Axovant's Principal Executive Officer to summon meetings of the Board of Directors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To approve an amendment to our Amended and Restated Bye-laws to modify certain director removal and vacancy requirements. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To approve an amendment to our Amended and Restated Bye-laws to revise certain other provisions in our Amended and Restated Bye-laws. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. 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 each proposal and as the proxyholders 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.