This is an important document and requires your immediate attention.

If you are in any doubt about the action you should take, you should consult an independent financial adviser. If you have recently sold or transferred your shares in Tiziana Life Sciences plc you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The registered office of Tiziana Life Sciences plc is 3rd Floor 11-12 St. James's Square, London SW1Y 4LB, United Kingdom. Registered in England and Wales No. 03508592.

Tiziana Life Sciences plc
Notice of
General Meeting
6 May 2020

TO BE HELD AS A "REMOTE MEETING" ONLY

Please note that arrangements for this General Meeting are different from those that have been convened previously. As we expect significant restrictions on personal movement to still be in place due to Covid-19, we are utilising the provisions in the Companies Act 2006 and our Articles of Association to convene and hold this General Meeting as a virtual meeting, which is explained in the letter from the Chairman set out on pages 4 to 12. All voting at the resolutions at the General Meeting will be conducted on a poll, which means that you should submit your proxy as soon as possible. There will be a limited opportunity to submit a separate poll card in a short interval after the virtual meeting formally concludes.

Contents

Key times and dates

General Meeting	11.00 a.m. on 6 May 2020
Latest time for receipt of proxies	11.00 a.m. on 4 May 2020

How to vote

Your votes matter. If you cannot attend, please vote your shares by appointing a proxy. You can vote online at www.signalshares.com or by returning a paper proxy instruction if you received a hard-copy proxy form.

All voting at the General Meeting will be held as a poll in accordance with the provisions of our articles of association, so you can rest assured that your vote will count. You will be able to submit a poll card (if you wish to change your vote or have not voted prior to the meeting) in a short window after the meeting has formally closed. Instructions on how to do this will be given on the meeting platform.

How to speak

If you wish to raise a question at the General Meeting, we ask that you submit your question in advance. We would politely remind you that the Directors will not answer questions relating to the individual rights of shareholders at the General Meeting itself, but if you wish to submit such a question by email, we will respond to the extent we are able.

If you chose to submit a question, we will confirm to you at least 48 hours in advance of the meeting that the question will be addressed. Unless you specifically request otherwise, the Chairman will put your question to the meeting and identify you by name as the person who has put the question (in the same way as he would ask you to identify yourself at an in-person meeting). Conducting the meeting in this way will allow everyone present to clearly hear the question.

In addition, there will be a short period at the start of the meeting for additional questions, but we would be very grateful if any matters could be raised in advance, as this will enable questions to be dealt with expediently.

Questions on the day will be taken by shareholders using the electronic "raise your hand" feature or typing their question into the Q&A box in the meeting. You will be kept on mute by the meeting host unless and until you are invited to ask your question(s).

Please submit any questions by email to info@tizianalifesciences.com with the subject line "GM Question".

Registered office:
3rd Floor
11-12 St. James's Square
London
SW1Y 4LB

Registered in England and Wales No. 03508592

Directors:
Gabriele Cerrone, Executive Chairman
Dr Kunwar Shailubhai, Chief Executive Officer and Chief Scientific Officer
Willy Simon, Non-Executive
Gregor Macrae, Non-Executive

20 April 2020

Dear Shareholder,

I look forward to welcoming you at the Tiziana Life Sciences plc (the "**Company**" or "**Tiziana**") General Meeting ("**GM**"), on 6 May 2020. The GM will start at 11.00 a.m.

About the Meeting process

In light of the ongoing Coronavirus pandemic and with a view to taking appropriate measures to safeguard its shareholders health and make this GM as safe and efficient as possible, the Company is invoking certain of the meetings provisions in the Companies Act 2006 and its articles of association (the "**Articles**"). These provisions allow the Company to establish satellite meetings if necessary, and for the Company to make arrangements for the safety and security of shareholders. Whilst it was never envisaged that these provisions would be used for this purpose (in fact provisions of this nature are rarely invoked), they can be used, in combination, to facilitate a shareholder meeting where it is necessary, on grounds of the personal safety of all concerned, to avoid the need for persons to be in the same physical location. For the purposes of the satellite meeting provisions of the Articles, we are designating the location of the meeting to be the place where the Chairman is located, and all other shareholders and "attendees" will be deemed to be at their own individual satellite location. The requirement that all satellite locations be connected by at least audio means is satisfied by use of the meeting platform.

Accordingly, we appreciate that the Company has not done this before, and so I will explain the impact on the operation of this GM and the voting process in some detail.

1. Before the GM

In the usual way we ask and encourage shareholders to vote for the GM resolutions by appointing the Chairman as a shareholder's proxy. Accordingly, shareholders are encouraged to complete the enclosed form of proxy (the "**Form of Proxy**") and return it by email to info@tizianalifesciences.com or by post to Link Asset Services (the "**Registrar**"), as soon as possible. To be valid, the Form of Proxy provided or

other instrument appointing a proxy must be received by 11.00 a.m. on 4 May 2020, or in the case of shares held through CREST, via the CREST system.

In accordance with article 63.1 of the Articles, as Chairman, I am formally requiring that all of the voting at the meeting will be conducted on a poll and there will be no show of hands. This means that your votes will all be counted for all the shares that you have.

Please remember to submit any questions in advance in accordance with the instructions on pages 15 and 16 by email to info@tizianalifesciences.com with the subject line "GM Question".

If you wish to appoint a corporate representative, please contact the Registrar in the usual way.

2. On the Day of the Meeting

The meeting takes place at 11.00 a.m. on 6 May 2020.

To join the meeting type (or paste) the following web address into your web browser:

https://mmitc.webex.com/mmitc/onstage/g.php?MTID=ede6efe3ac1fad2161845b315f3a8fff1

You will be asked to enter a password to gain access to the meeting. This code can be found on the bottom section of your proxy form. Please detach and keep this portion of the proxy form before returning the proxy form.

When the meeting opens at the appointed time, you will be able to see and hear the Chairman. The Chairman will open the meeting and address any questions that have been submitted in advance. There will then be a short opportunity to put any additional questions. Shareholders should indicate if they would like to ask a question using the electronic "raise your hand" feature or by typing their question into the Q&A box in the meeting. All attendees will remain muted by the host unless and until they are invited to ask a question.

The Chairman will then formally put the resolutions to the meeting and advise of the proxy votes received in advance.

The meeting will then formally close.

As shareholders exit the meeting, they will have the option to submit an electronic poll card to record their vote. **If you (a) have already submitted a proxy instruction and do not wish to change your vote; or (b) do not wish to vote, you can click on the button to skip this step**.

The voting facility will switch off 30 minutes after the close of the meeting.

The results of the meeting will be announced by RNS and posted to the Company's website https://www.tizianalifesciences.com/ on the day of the meeting. The full poll results will also be published on this website at the same time.

The Business of the Meeting

The business of the GM comprises resolutions (each, a "**Resolution**" and together, the "**Resolutions**"), the purpose of which is to seek certain additional authorities to issue shares, disapply statutory pre-emption rights and to approve certain incentive awards proposed to made to certain members of the Company's leadership team (the "**Option Grants**).

Introduction and Background

The Directors recently announced on 16 March 2020 the closing of a placing of ADSs (each representing 5 ordinary shares), raising US$10,000,000 (before expenses) of new capital to develop its clinical programs. Following this fundrise the Company was able to enter into an "At the Market" sales agreement (the "ATM Facilty") to sell its ADSs to new investors, with a value of up to US$20,000,000 on a continuing basis to further enhance liquidity. The ATM Facility is now active.

The Company has also been taking rapid steps to develop the potential of TZLS-501 to treat COVID-19 infections, using investigational new technology, consisting of direct delivery of anti-IL-6 receptor (anti-IL-6R) monoclonal antibodies (mAbs) into the lungs using a handheld inhaler or nebulizer. Development of this novel technology is a step forward toward expediting development of TZLS-501, a fully-human anti-interleukin-6 receptor (anti-IL6R) monoclonal antibody (mAb) for treatment of patients infected with COVID-19 (SARS-CoV-2) coronavirus. The Company believes the technology could also be applicable for use with other FDA approved mAbs and drugs. The Company reported on 9 April 2020 that it had submitted a provisional patent application for the delivery technology.

This new program, and the Company's current pipeline of clinical activity requires significant amounts of capital, which was one of the main drivers for the Company seeking to dual list on NASDAQ in 2018.

The Company's clinical pipeline now consists of the following programs:

(i) Foralumab (TZLS-401)

The Company's lead product candidate in immunology is Foralumab (TZLS-401), which the Company believes is the only fully human anti-cluster of differentiation 3, or anti-CD3, monoclonal antibody, or mAb, in clinical development. The Company believes that based on the concepts of mucosal tolerance, oral or intranasal administration of Foralumab has the potential to reduce inflammation while minimizing the toxicity and related side effects. The Company believes the switch from intravenous administration to oral and nasal administration is a ‘game changer’ for treatment with mAbs as it could improve patient’s compliance and safety. MAbs represent a single pure antibody produced by single clones and are an important class of human therapeutics for treating cancers and autoimmune diseases. The global market opportunity for mAb therapeutics is greater than $86 billion. Generation of antibodies for use in humans developed in animals, lead to strong immune responses limiting their effectiveness and potentially leading to severe side effects. A process known as “humanization” removes most of the animal components of the antibody thereby lowering the immune response from the human immune system. The entire omission of other animal material, as in fully human antibodies, is the optimal goal to avoid incompatibility with the human immune system.

The Company is also developing Foralumab, for which intellectual property was in-licensed from Novimmune SA, in December 2014, as a potential treatment for non-alcoholic steatohepatitis, or NASH, and Crohn’s disease as well as neurodegenerative diseases such as multiple sclerosis, or MS. The Company has now developed and filed patent applications with respect to oral and nasal administration formulation of Foralumab for treatment of human diseases. These patent applications may be applicable to all mAbs for nasal and oral administration. To date, Foralumab has been studied in one Phase 1 and two Phase 2a clinical trials conducted by Novimmune in 68 patients dosed by the intravenous route of administration. In these trials, Foralumab was observed to be well-tolerated with a maximum tolerated dose (MTD) of 1 mg/dose and produced immunologic effects consistent with potential clinical benefit while demonstrating mild to moderate infusion related reactions, or IRR.

The Company initially investigated orally and nasally administered Foralumab for its safety and immunomodulatory activity in healthy volunteers in separate Phase 1 clinical trials. A Phase I single site, double-blind, placebo-controlled, dose-ranging clinical study dosed intranasally in healthy volunteers was initiated in November 2018 to evaluate safety and biomarkers of immunomodulation of clinical responses in healthy volunteers to dose Foralumab intranasally in collaboration with Brigham and Women’s Hospital, Harvard Medical School, Boston, MA. This clinical trial was completed in July 2019 in which 18 subjects

received Foralumab treatment and 9 patients received placebo. All nasal doses were well tolerated, and no drug related safety issues were reported at any of the doses. Biomarker analysis showed significant positive immune effects, that were most prominent in the 50 µg cohort with minimal immunomodulatory effects at the 10 µg and 250 µg doses. In addition, we submitted an IND on March 18, 2019 for the oral formulation, to the FDA. The FDA requested safety data from the phase 1 trial with nasal administration of Foralumab to justify the proposed dose-range for the phase 1 trial with oral administration of enteric-coated capsules of Foralumab in healthy volunteers. The Company withdrew the IND on April 17, 2019. A third IND was submitted to the FDA on July 23, 2019 for a Phase I trial in healthy volunteers using orally administered Foralumab with an intent to treat progressive multiple sclerosis, or pMS. On September 9, 2019, the FDA granted approval to initiate the Phase I clinical trials to evaluate the safety and pharmacokinetics of oral Foralumab at 1.25, 2.5 and 5.0 mg/day as a single ascending dose study. The study was completed in December 2019 at Brigham and Women's Hospital (Boston, MA USA) and the formulated Foralumab powder encapsulated in enteric-coated capsule was well-tolerated at all doses tested and there were no drug-related safety issues observed even at the highest dose of 5 mg in this trial. We intend to conduct a Phase 2 study using Crohn's Disease patients starting in the second half of 2020 and file an IND for a Phase 2 trial using NASH patients. In addition, we intend to initiate a Phase 2 study with nasally administered Foralumab in pMS patients in the second half of 2020.

(ii) Milciclib (TZLS-201)

The Company's lead product candidate in oncology is Milciclib (TZLS-201), which is an orally bioavailable, small molecule broad spectrum inhibitor of cyclin-dependent kinases, or CDKs, and Sarcoma, or Src, family kinases. CDKs are a highly conserved family of enzymes that phosphorylate a specific group of proteins that are involved in regulating the cell cycle. The cell cycle is a series of events that takes place in cells leading to division and duplication of its DNA to produce two daughter cells. Src family kinases are non-receptor tyrosine kinase proteins encoded by the Src gene also involved in regulating cell growth and potential transformation of normal cells to cancer cells. The Company now has a drug discovery pipeline of small molecule new chemical entities, or NCEs, and biologics. Milciclib has Orphan Drug Designation (ODD) in the U.S. and EU for thymic cancer (thymic epithelial tumor or TET) such as thymic carcinoma and thymoma.

The Company is developing Milciclib, for which the intellectual property was in-licensed from Nerviano Medical Sciences S.r.l., or Nerviano, in January 2015, as a potential treatment for hepatocellular carcinoma, or HCC. A novel feature of Milciclib is its ability to reduce levels of microRNAs, miR-221 and miR-222. MicroRNAs are small RNA molecules that play a significant role in the regulation of gene expression. miR-221 and miR-222 are believed to be linked to the development of blood supply (angiogenesis) in cancer tumors. Levels of these microRNAs are consistently elevated in HCC patients and may contribute towards resistance to treatment with Sorafenib, a multikinase inhibitor (a drug which may inhibit the cellular division and proliferation associated with certain cancers) often prescribed to HCC patients as the Standard of Care (SOC). To date, Milciclib has been studied in a total of eight Phase 1 and Phase 2 clinical trials in 316 patients. In these trials, Milciclib was well-tolerated with minimal adverse events. We initiated a Phase 2a trial for Milciclib as a monotherapy in patients with HCC in the third quarter of 2017. This trial is a single-arm, repeated-dose (100 mg once daily; 4 days on/3 days off every 4 weeks defining each cycle), 6-month duration study to evaluate the safety, tolerability and anti-tumor activity of Milciclib in Sorafenib-refractory or intolerant patients with unresectable or metastatic advanced HCC, the most common form of liver cancer. Enrollment of 31 patients in Italy, Greece, and Israel was completed in November 2018

In March 2019, the Independent Monitoring Committee, or IDMC, reviewed safety data from patients as of February 26, 2019 and concluded that the administration of Milciclib to patients with advanced HCC was not associated with unexpected signs or signals of toxicity. 28 out of 31 treated patients were evaluable, 14 completed the 6-month duration study. The most frequent adverse events such as diarrhea, ascites, nausea, fatigue, asthenia, fever, ataxia, headache, and rash were manageable. No drug-related deaths were recorded.

- 9 out of 14 patients (64.2%) were approved by their respective ethical committees to continue the treatment.

- 15 of the 9 patients on compassionate use had received Milciclib for a total of 9, 9, 11, 13 and 16 months.

- As of January 17, 2020, the remaining 2 patients continuing the compassionate use treatment are in their 15th month.

- Both median TTP and PFS were 5.9 months (95% Confidence Interval ("CI") 1.5-6.7 months) out of the 6-months duration of the trial.

- 17 of 28 (60.7%) evaluable patients showed "Stable Disease" (SD; met at least once in an 8-week interval).

- One patient (3.6%) showed "Partial Response" (PR, unconfirmed).

- 18 of 28 (64.3%) evaluable patients showed "Clinical Benefit Rate" defined as CBR=CR+PR+SD (with CR representing Complete Remission).

Since overexpression of CDKs and dysregulation in pRB pathway (regulates transcription factors critical for cell cycle progression) are prominently associated with tumor cell resistance to certain chemotherapeutic drugs, inhibition of multiple CDKs is an appealing approach to improve clinical responses in cancer patient's refractory to existing treatment options. A Phase 1 dose-escalation study of Milciclib in combination with gemcitabine in patients with refractory solid tumors exhibited clinical activity in patients including those refractory to gemcitabine. We plan to explore a combination approach in patients with HCC.

(iii) IL-6R

In addition, the Company is developing a fully human mAb targeting the IL-6R (TZLS-501) for the treatment of inflammatory and autoimmune diseases. The Company licensed the intellectual property from Novimmune in January 2017. This fully human mAb has a novel mechanism of action, binding to both the membrane-bound and soluble forms of the IL-6R as well as depleting circulating levels of the IL-6 in the blood. IL-6 is a major determinant in the priming of pathogenic T cells producing an inflammatory response and binding to its receptor subunit IL-6Rα on the cell membrane. The receptor IL-6Rα can be shed as a soluble, sIL6Rα, which binds to circulating IL-6 cytokine in the blood. The downstream signaling, for which soluble IL-6R is implicated, mediates the pro-inflammatory effect underlying inflammatory diseases such as rheumatoid arthritis (RA), acute respiratory distress syndrome (ARDS) and other autoimmune diseases. We believe that the novel features of TZLS-501 consisting of its dual mechanism of action to inhibit signaling by the membrane-bound and soluble IL-6 receptor and the rapid depletion of circulating IL-6 cytokines, which is the major cause of lung damage, provides this mAb with distinct advantages for treatment of COVD-19.

Recently it was reported that certain patients infected with COVID-19 may develop an uncontrolled immune response ("cytokine storm") resulting in severe damage to lung tissue which could lead to respiratory failure (Chaolin Huang, et al., Clinical features of patients infected with 2019 novel coronavirus in Wuhan, China. The Lancet, volume 395, pages 497-506. 2020. Published online January 24, 2020). Early clinical studies conducted by doctors in China suggest that anti-IL6R mAbs may be used in clinical practice for treatment of COVID-19. Consequently, China's National Health Commission has recommended the use of Roche's blockbuster drug, Actemra® for treatment of patients infected with COVID-19, with serious lung damage and elevated IL-6 levels. Actemra was first approved by the FDA in 2010 for rheumatoid arthritis. Besides Actemra®, Sanofi and Regeneron are currently exploring Kevzara®, an FDA-approved anti-IL-6 receptor therapy for rheumatoid arthritis, for treatment of severe COVID-19. We are expediting development of TZLS-501, which is in pre-clinical development, for treatment of patients infected with coronavirus COVID-

19 (SARS-CoV-2). The Company currently plans to administer TZLS-501 using a proprietary formulation employing targeted delivery technology.

In preclinical studies, TZLS-501 demonstrated the potential for overcoming the limitations of other IL-6 blocking pathway drugs. Compared to tocilizumab and sarilumab, while binding to the membrane-bound IL-6R complex, TZLS-501 has been observed to have a higher affinity for the soluble IL-6 receptor from antibody binding studies conducted in cell culture. TZLS-501 also demonstrated the potential to block or reduce IL-6 signaling in mouse models of inflammation. The soluble form of IL-6 has been implicated to have a larger role in disease progression compared to the membrane-bound form (Kallen, K.J. (2002). “The role of trans-signaling via the agonistic soluble IL-6 receptor in human diseases.” Biochimica et Biophysica Acta. 1592 (3): 323–343.)

Resolution 1 – Authority to a allot shares

On 15 April 2020 the Company announced that it had entered into an "at the market" sales agreement to raise up to an additional US$20,000,000 to finance and currently intends to use the net proceeds from the sale of the ADSs to (i) advance the clinical development of Foralumab, (ii) manufacture antibodies and preclinical safety and toxicology studies for COVID-19 and (iii) conduct other research and development programs, working capital and other general corporate purposes. The Company may also use a portion of the net proceeds from this offering to in-license, acquire or invest in complementary businesses, technologies, products or assets. However, the Company currently has no commitments or obligations to do so

The Company sought to finance its short-term working capital requirements in late 2019 and early 2020 through the issue of convertible loan notes with warrants attached. The Company now wishes to retire those convertible loan notes by accelerating conversion to become debt free. This will involve the issue of an additional 3,798,386 ordinary shares at a conversion price of 42p (including accrued interest) and the potential for the note holders to exercise up to 3,798,386 warrants at a price of 35p per share. This will substantially erode our existing ability to issue ordinary shares to raise additional capital.

The proposal is accordingly that the Company seeks an authority to allot Ordinary Shares up to a further third of the current issued share capital, in addition to that approved by shareholders at the general meeting held on 20 February 2020.

Assuming the passing of this Resolution, the new authorities will expire 12 months from the date of the passing of this Resolution or until the conclusion of the next annual general meeting, if earlier, and will be in addition to all previous authorities to the extent that they have not already been utilised (apart from other specific authorities taken in respect of outstanding warrants and options which will continue unaffected).

Resolution 2 (disapplication of pre-emption rights)

Section 561 of the 2006 Act contains pre-emption rights that require all equity shares which it is proposed to allot for cash to be offered to existing shareholders (the “Shareholders”) in proportion to existing shareholdings, unless a special resolution is passed to disapply such rights. Such rights do not apply to an issue otherwise than for cash, such as an issue in consideration of an acquisition. However as many of the participants in the Company's long term incentive scheme are based in the USA and hence participate in the US Sub-Plan of the long term incentive plan, any shares falling to be issued on the exercise of options may also require a specific disapplication of pre-emption rights.

Subject to the passing of Resolution 1 and as noted therein, the proposed Resolution provides for the dis-application of statutory pre-emption rights for allotments of equity securities for cash, but limits this authority to the allotment of equity securities up to an aggregate nominal value of £1,533,200 (representing approximately one third of the Company's share capital) and up to an aggregate amount of £640,000 in respect of the share option awards that are being put to shareholders for approval at the GM.

Further, the Directors believe that the statutory requirements are too restrictive and, it is proposed that, subject to the passing of Resolution 1, the Directors should be able to allot shares for cash otherwise than pursuant to rights issues, open offers or other pre-emptive issues etc. amounting to no more than an aggregate nominal amount of £1,228,174 representing 30 per cent. of the Company's share capital, in addition to the authority granted at the annual general meeting held on 31 May 2019 and the general meeting held on 20 February 2020.

The Resolution to include all pre-emptive issues for cash at this level is a departure from the strict wording of the IMA guidelines (which is limited to rights issues), which the Directors regard as too restrictive, particularly given the Company's nexus with US markets and its sector of operation. The above departures in Resolutions 1 and 2 from the IMA guidelines should not be taken to indicate that they are being disregarded, but rather that the proposed Resolutions are designed to provide greater flexibility for the Directors to determine the form of any future pre-emptive issues in the light of market conditions and practice and potential opportunities to secure equity finance, at the time such an issue may be proposed. At the current time the Company has generated investor interest and the Directors are mindful that the Company's strategy must be to raise additional working capital if the opportunity exists to do so without significant dilution for existing shareholders.

Resolutions 3 and 4 – Replacement Option Grants

The Company has a long-term incentive plan, with a US Sub-plan, to facilitate grants of options over ordinary shares of 0.03 pence each in the capital of the Company ("**Ordinary Shares**") to incentivise an reward the creation of long-term shareholder value and to align the interests of the Company's executive directors with those of its shareholders (the "**Shareholders**"). Historic options were granted at prices at which render those awards no longer meaningful incentives and do not reflect the efforts of the staff and management team over the last year in delivering on the clinical program and upon new opportunities.

The Remuneration Committee, comprising the two independent non-executive directors were asked by the Board to review the current awards outstanding and make recommendations to the Board in January 2020. Those recommendations and timing of implementation have been hindered and delayed by the timing of the announcement of significant events, which have led to extended close periods. The Remuneration Committee recommenced its work in the weeks following the fundraise in March 2020. The Company's share price has seen some significant spikes reflecting investor reaction to the work of the staff and executive team in identifying new opportunities and the Remuneration Committee was keen that, given the original timing of its remit, that it was able to take the "undisturbed" share price into account in reaching a fair result.

The conclusions of the Remuneration Committee were that the only sensible way in which to address the situation was that (i) all existing options held by the relevant individuals (including all non-managerial staff staff members) be surrendered and new options be granted; (ii) the new options to reflect an immediate vesting percentage equal to the vested element of the old awards; but (iii) the new options to be subject to strict criteria on any sale of shares arising from awards for two years post the relevant vesting dates; and (iv) all vested element of such awards to be subject to claw-back in the event that the recipient ceased to be a director or employee within two years of the award being made. The same terms to be applied to all directors and employees holding option awards. The Remuneration Committee selected an exercise price of 35p per share (which was above the average prevailing share price in January 2020, February 2020 and early March 2020 and above the actual share price in late March following the fundraise. The Remuneration Committee believes that the replacement option grant proposal is fair and reasonable to Shareholders and that such proposals are within the normal remuneration parameters for an early stage life science company.

The following new options over Ordinary Shares are proposed to be granted:

(a) options over 9,000,000 Ordinary Shares to Dr Kunwar Shailubhai, the Company's Chief Executive Officer and Chief Scientific Officer, at an exercise price of 35p per share, split into two component parts:

(i) 7,200,000 options are time vesting awards, with 2,500,000 options the subject of immediate vesting and the balance of 4,700,000 options vesting at the rate of 1,175,000 per annum over four years. Shares resulting from the exercise of the options are subject to disposal restrictions. These options have a life of 8 years, after which any unvested or unexercised element will lapse; and

(ii) 1,800,000 options vest subject to clinical performance conditions relating to the Company's lead drug candidates. These options have a life of 10 years, after which any unvested or unexercised element will lapse.

Dr Shailubhai will surrender all 7,200,000 existing options held by him. The 2,500,000 options which vest immediately are subject to the 2 year "no-sale" and "claw-back" provisions.

(b) options over 400,000 Ordinary Shares to Tiziano Lazzaretti, the Company's Chief Financial Officer, at an exercise price of 35p, split into two component parts:

(i) 300,000 options are the subject of immediate vesting and the balance of 100,000 options vesting at the rate of 25% per annum over four years; and

(ii) shares resulting from the exercise of the options are subject to disposal restrictions. These options have a life of 8 years, after which any unvested or unexercised element will lapse.

Mr Lazzaretti will surrender all 300,000 existing options held by him. The 300,000 options which vest immediately are subject to the 2 year "no-sale" and "claw-back" provisions.

(c) options over 3,809,403 Ordinary Shares, at an exercise price of 35p, to Gabriele Cerrone, the Company's Executive Chairman, split into two component parts:

(i) 3,259,703 options vest if the volume weighted share price of the ordinary shares exceeds £3.00 (or if the ADS price exceeds the US$ equivalent of £15.00) for 120 consecutive trading days. These options have a life of 8 years, after which any unvested or unexercised element will lapse; and

(ii) 550,000 options vest if the volume weighted share price of the ordinary shares exceeds £1.635 (or if the ADS price exceeds the US$ equivalent of £8.175) for 5 consecutive trading days. These options have a life of 8 years, after which any unvested or unexercised element will lapse.

Mr Cerrone will surrender 3,809,403 existing options held by him.

In conjunction with the Option Grants, all current options held by Dr Shailubhai, Mr Lazzaretti and Mr Cerrone and all the options held by other employees were surrendered by mutual agreement, resulting in the surrender of a total of 11,409,403 existing share options. New options over a further 327,000 Shares will be granted to other staff members, all at an exercise price of 35p per share and all (i) conditional on the surrender of all existing share options held by those individuals; and (ii) subject to the two year rules for immediate vesting elements.

Given the nature of the Remuneration Committee proposals and after consultation with the Company's nominated adviser it was felt appropriate that the matter of the new awards be put to shareholders for approval. The Option Grants are not technically "related party" transactions in that the relevant threshold under the class tests set out in the AIM Rules for Companies are not triggered, they are however substantial awards and given that the Company will need to put its principles of Director compensation to shareholders for approval at the next annual general meeting, it was according considered to be best practice to seek shareholder approval for these awards at this juncture as opposed to seeking approval after the grants had been made at the annual general meeting when the principles of remuneration will be put to shareholders for approval.

Given that Mr Cerrone is a director of both Planwise Limited and Panetta Partners Limited and considered to be beneficially interested in the shares held by those entities, who are, together the Company's major shareholders with an aggregate holding of 41.99% of the current outstanding voting rights, it was considered appropriate the approval of Mr Cerrone's award be the subject of a separate resolution upon which he would procure that neither Planwise Limited nor Panetta Partners Limited would vote.

Resolution 5 – Adoption of new articles of association

The Company is taking this opportunity to update its articles of association. The text of the new articles is available on the Company's website at https://www.tizianalifesciences.com/ .

5. Recommendations

All of the Directors recommend that shareholders vote in favour of Resolutions 1 and 2 to grant additional authorities to allot shares and to disapply pre-emption rights.

Willy Simon and Greg MacRae, in their capacity as the non-executive directors, recommend that Shareholders vote in favour of Resolutions 3 and to approve the Option Grants. Dr Shailubhai and Mr Cerrone are abstaining on making any recommendation in resect of the Option Grants given their interst in those matters.

You are asked to indicate your support for all the Resolutions before the GM by returning your proxy vote at www.signalshares.com or by returning your proxy instruction by post as indicated in the proxy form.

With this notice you will receive a proxy card as an ordinary Shareholder. However, online voting is quicker and more secure than paper voting and saves Tiziana's time and resources in processing the votes. If you have not already done so, I urge you to visit the Registrar's investor relations web pages at www.signalshares.com and provide an email address for communications with the Company.

Your votes do matter. Information about how to vote at the GM is given on pages 15 and 16 of this notice. If you cannot attend the meeting, please vote your shares by appointing a proxy.

I look forward to hearing from you at the GM.

Gabriele Cerrone
Chairman

20 April 2020

Notice of meeting and Resolutions to be proposed

Notice is hereby given that a General Meeting of Tiziana Life Sciences plc will be held as a remote meeting only on 6 May 2020, commencing at 11.00 a.m., for the transaction of the following business.

All of the Director unanimously consider that Resolutions 1, 2 and 5 are in the best interests of the Company and its Shareholders as a whole. Willy Simon and Greg MacRae, in their capacity as the non-executive directors on the Board, recommend that you vote in favour of Resolutions 3 and 4.

Resolutions 1, 3 and 4 will be proposed as ordinary resolutions and Resolutions 2 and 5 will be proposed as special resolutions.

Resolution 1

Directors' authority to allot shares (Section 551 of the Companies Act 2006 (the "2006 Act"))

THAT the directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company ("**Shares**") and grant rights to subscribe for, or to convert any security into, Shares ("**Rights**") up to an aggregate nominal amount of; (i) £410,000 for the purposes of granting options to certain members of the Company's leadership team and staff under the Company's long-term incentive plan and US sub-plan; (ii) £230,000 in respect of the conversion of convertible loan notes and warrants issued since the date of the last annual general meeting; and (iii) £1,533,200 generally, provided that sub-section (iii) of this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution save that the Company may before such expiry make offers or agreements which would or might require Shares to be allotted or Rights to be granted after such expiry and the directors may allot Shares and grant Rights in pursuance of any such offers or agreements as if the authority conferred hereby had not expired and this authority shall be in additional to the authority granted by shareholders by ordinary resolution on 20 February 2020.

Resolution 2

Special resolution: authority for disapplication of pre-emption rights (Section 561 of the 2006 Act)

THAT, subject to the passing of Resolution 1 above, the directors be and are hereby empowered in accordance with section 571 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 1, as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall expire in respect of Shares with a nominal value £1,533,200 at the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors (and any duly constituted committee of the directors) may allot equity securities in pursuance of any such offers or agreements as if the power conferred hereby had not expired and this authority shall be in additional to the authority granted by shareholders by special resolution on 20 February 2020.

Resolution 3

Replacement Option grants to Dr Kunwar Shailubhai, Tiziano Lazzaretti and other staff members

TO approve the grant by the Company of options under the Company's long-term incentive plan or US sub-plan (as appropriate) over 9,000,000 Shares to Dr Kunwar Shailubhai, the Company's Chief Executive Officer and Chief Scientific Officer; (b) options over 400,000 Shares to Tiziano Lazzaretti, the Company's Chief Financial Officer; and (c) options over a further 327,000 Shares to other staff members, all at an exercise price of 35p per share and all conditional on the surrender of all existing share options held by those individuals.

Resolution 4

Replacement Option grant to Gabriele Cerrone

TO approve the grant by the Company of options over 3,809,403 Shares to Gabriele Cerrone, the Company's Executive Chairman under the Company's long-term incentive plan at an exercise price of 35p per share and conditional on the surrender of all existing share options held by Mr Cerrone.

Resolution 5

Replacement articles of association

TO approve the adoption of the articles of association of the Company produced to the Meeting and initialed by the Chairman for the purposes of identification in substitution for the existing articles of association.

By order of the Board.

Accomplish Secretaries Limited

Company Secretary

20 April 2020

Shareholder notes
Voting

When is my voting entitlement fixed?

To attend, speak and vote at the meeting you must be a registered holder of shares at close of business on 4 May 2020. Your voting entitlement will depend on the number of shares you hold at that time.

I can't attend the remote meeting but want to vote – what can I do?

If you are a registered holder and cannot attend, you can appoint the chairman or any other person to attend, speak and vote on your behalf. This person is called your proxy. Your proxy does not have to be a Shareholder.

You can instruct your proxy how to vote. Where no specific instruction is given, your proxy may vote at his or her discretion or refrain from voting, as he or she sees fit.

You can appoint more than one proxy in relation to different shares within your holding.

You can appoint a proxy and submit voting instructions:

- Via CREST (see note opposite).
- By casting your proxy online at www.signalshares.com.
- By completing and returning the paper proxy card if one has been sent to you. Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialed.

Proxies not properly notified to the Registrar may be denied access to the meeting.

If you own shares jointly, any one Shareholder may sign the proxy card. If more than one joint holder submits a card, the instruction given by the first listed on the Shareholder register will prevail.

In the light of the Coronavirus pandemic, shareholders are encouraged to vote by proxy. The general meeting (the "**GM**") will commence at 11.00 a.m. on 6 May 2020. In order to safeguard the health of shareholders, the GM will be an exclusively electronic meeting and will be conducted in accordance with the provisions for electronic meetings set out in the Company's articles of association.

By when do I have to submit my vote?

Proxy appointments and voting instructions, including any amendments, must be received by the Registrar by 11.00 a.m. on 4 May 2020.

If you miss this deadline and wish to submit a new vote or amend an existing vote, you can only do so by attending the meeting in person and voting.

I already voted but have changed my mind – can I change my vote?

You can submit a new instruction online at any time before the time and date above. If you wish to amend a paper instruction you must do so in writing and sign your new instruction.

The voting instruction received last will be the one that is followed. If a postal instruction and an online instruction are received on the same day, the online instruction will be followed.

I hold shares on behalf of several others – can I vote part of the holding separately?

You can appoint more than one proxy using the paper proxy form or online at www.signalshares.com provided it is in relation to different shares.

Corporate Shareholders may either appoint one or more proxies, or alternatively appoint one or more corporate representatives in relation to different shares, using the paper proxy form or online at www.signalshares.com or via CREST.

Multiple proxies and corporate representatives may all attend and speak at the meeting and may vote the shares that their respective appointments represent in different ways.

I am a CREST member – can I use the CREST system to vote?

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the GM and any adjournment by using the procedures described in the CREST manual (www.euroclear.com/crest). CREST personal members or other CREST-sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST proxy instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by the Registrar (ID RA10) by 11.00 a.m. on 4 May 2020. It is the responsibility of the CREST member concerned to take 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. The Company may treat a CREST proxy instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

I have a power of attorney from a Shareholder – how can I vote?

You can vote using the paper proxy card only. You must ensure that the power of attorney and the proxy card have been deposited with the Registrar by 11.00 a.m. on 4 May 2020.

The meeting

Where and when will the meeting be held?

The meeting will be held exclusively as an electronic meeting on 6 May 2020.

The meeting will start at 11.00 a.m. so please allow plenty of time to log into the meeting. The meeting will be available for login at 10.50 a.m..

Is the meeting at the same location as last year?

The meeting will be held as a remote meeting only, in accordance with the Companies Act 2006 and the Company's articles of association in order to safeguard the health and safety of shareholders in light of the Coronavirus pandemic.

I want to participate in the meeting but cannot attend – what can I do?

You can vote your shares by appointing a proxy – see notes on page 16. Any voting instructions you have validly given in advance will be counted at the meeting.

What documents do I need?

To log into the remote meeting, you need to type or paste the following web address into your web browser:

https://mmitc.webex.com/mmitc/onstage/g.php?MTID=ede6efe3ac1fad2161845b315f3a8fff1

You will be asked to enter a password to gain access to the meeting. This can be found on the bottom section of your proxy form or, if you have elected to receive electronic communications from the Company, in an email to be sent to you on the morning of the GM. A separate email with the meeting link embedded in it will also be sent. Please check your spam folder or filter if you do not receive these emails.

I hold shares through a broker or nominee, how can I attend?

You will need to ask your broker or nominee to appoint you as either a proxy or as a corporate representative. If they appoint you as a proxy, the appointment must be notified to the Registrar by the appropriate deadline (see notes on page 15). If they appoint you as a corporate representative, they will need to write a letter to us setting out the details of the appointment and of your shareholding, and you will need to provide this letter to the Registrars in advance of the GM. If you do not have such a letter, or the Registrar has not been notified of your appointment as a proxy, you will be denied entry to the meeting.

Please note that proxies and corporate representatives may not invite guests to the meeting.

May I bring a guest?

The GM is a private. Guests are not entitled to attend the meeting.

Proxies, corporate representatives and employee share plan participants may not bring guests to the meeting.

May I ask a question at the meeting?

The chairman will announce when you will have an opportunity to ask questions. If you wish to ask a question please use the electronic "raise your hand" facility or type your question into the Q&A box in the meeting. You will be kept on mute by the meeting host unless and until you are invited to speak.

Please endeavour to keep your questions short.

How can I vote at the meeting?

As shareholders exit the remote meeting, they will have the option to submit an electronic poll card to record their vote. If you (a) have already submitted a proxy instruction and do not wish to change your vote, or (b) do not wish to vote, you can click on the button to skip this step.

The voting facility will close 30 minutes after the meeting ends.

How are the votes counted?

Voting on all Resolutions is by a poll. In a Company such as ours, we think poll voting is the fairest approach. There will be no voting on the Resolutions by a show of hands.

We have included a ‘vote withheld’ option on our proxy and poll cards. A vote withheld is not a vote in law and will not be counted in calculation of the proportion of votes ‘for’ or ‘against’ a Resolution.

It is expected that the total of the votes cast by Shareholders ‘for’ or ‘against’ or ‘withheld’ on each Resolution will be published on https://www.tizianalifesciences.com/ by 4.00 pm. on 6 May 2020.

A copy of this notice and other information required by section 311A of the 2006 Act can be found at https://www.tizianalifesciences.com/.

All voting at the GM will be held on a poll.

The Meeting address is:

https://mmitc.webex.com/mmitc/onstage/g.php?MTID=ede6efe3ac1fad2161845b315f3a8fff1

The password to access the Meeting appears on the form of proxy

Information rights

Under the Companies Act 2006 (the "**2006 Act**"), there are a number of rights that may now be available to indirect investors of Tiziana, including the right to be nominated by the registered holder to receive general Shareholder communications direct from the Company.

The rights of indirect investors who have been nominated to receive communications from the Company in accordance with Section 146 of the 2006 Act ("**nominated persons**") do not include the right to appoint a proxy. However, nominated persons may have a right under an agreement with the registered Shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

If you have been so nominated to receive general Shareholder communications direct from Tiziana, it is important to remember that your main contact in terms of your investment remains with the registered Shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in, and vote at the meeting, as described above.

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where Tiziana is exercising one of its powers under the 2006 Act and writes to you directly for a response.

Shareholder requisition rights

Members satisfying the thresholds in sections 338 and 338A of the 2006 Act can require the Company:

a. to give, to members of the Company entitled to receive notice of the GM, notice of a resolution which may properly be moved, and which those members intend to move, at the meeting; and

b. to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting, provided in each case that the requirements of those sections are met and provided that the request is received by the Company not later than six clear weeks before the meeting or if later the time at which notice is given of the meeting.

Total voting rights and share capital

As at 20 April 2020 (the latest practicable date before the publication of this notice), the issued share capital of Tiziana Life Sciences plc comprised 154,248,086 Ordinary Shares (excluding treasury shares) nominal value 0.03 pence per share, each with one vote.

The total number of voting rights in Tiziana Life Sciences plc is 154,248,086.

Updates to this number are released via the Regulatory News Service on the last day of each month and can be viewed online at https://ir.tizianalifesciences.com/investors.

Contact details

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107 Cheapside
London EC2V 6DN
United Kingdom

The Registrar
Link Asset Services
34 Beckenham Road
Beckenham
Kent
BR3 4TU
United Kingdom

If you are an ordinary Shareholder, please contact Link Asset Services at www.signalshares.com if you would like to change your election on how you receive Shareholder documents in the future.