



## Notice of Annual General Meeting 2018

*This Annual General Meeting (“AGM”) notice is important and requires your immediate attention. If you have any doubts about the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, or other professional independent adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your shares, please pass this document and its enclosures to the stockbroker or other agent through whom the sale was effected, for transmission to the purchaser or transferee.*

Dear Shareholder

The following document gives notice that the AGM of Tiziana Life Sciences plc (the “**Company**”) will be held at the offices of Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London EC2M 1QS on 25 June 2018 at 10:00 a.m.

As always, your vote is important to us and, if you are unable to attend the AGM, we encourage you to vote by completing and submitting a proxy form in accordance with the instructions on pages 8-11.

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the AGM. To be valid, the Form of Proxy must be signed and returned in accordance with the instructions printed thereon so as to be received by Link Asset Services, PXS 1, 34 Beckenham Road, Kent BR3 4ZF as soon as possible but in any event by not later than 10:00 a.m. on 21 June 2018. Completion and posting of the Form of Proxy does not prevent a shareholder from attending and voting in person at the AGM.

Please note that you can also vote electronically via [www.signalshares.com](http://www.signalshares.com)

### *Recommendation*

The directors (the “**Directors**” or “**Board**”) considers that the resolutions contained in this AGM notice are in the best interests of the Company and the shareholders as a whole and recommends that you vote in favour of them. Your Directors intend to vote in favour of these resolutions in respect of their own beneficial holdings.

Yours sincerely

Gabriele Cerrone  
Chairman  
1 June 2018

Notice is hereby given that the AGM of the Company will be held at the offices of Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London EC2M 1QS on 25 June 2018 at 10:00 a.m.

The business of the AGM will be to consider and, if thought fit, pass the following resolutions (each, a “**Resolution**” and together, the “**Resolutions**”).

All Resolutions will be proposed as ordinary resolutions, except for Resolution 8, which will be proposed as a special resolution. Explanations of the Resolutions are given on pages 5 to 7 of this AGM notice and additional information for those entitled to attend the AGM can be found on pages 8 to 11.

#### **Report and accounts 2017**

1. THAT the Directors’ and Auditor’s reports and the accounts for the year ended 31 December 2017 be received.

#### **Directors’ re-election**

2. THAT Leopoldo Zambetti be re-elected as a Director.
3. THAT Willy Simon be re-elected as a Director.
4. THAT Gabriele Cerrone be re-elected as a Director.

#### **Appointment of auditor**

5. THAT Mazars LLP be appointed as auditor of the Company to hold office from the conclusion of this AGM until the conclusion of the next general meeting at which accounts are laid before the Company.

#### **Remuneration of auditor**

6. THAT the Directors be authorised to determine the auditor’s remuneration.

#### **Authority to allot shares**

7. THAT in substitution for all authorities for the allotment of shares by the Directors granted prior to the date on which this Resolution 7 is passed which are hereby revoked, but without prejudice to any allotment, offer or agreement already made pursuant thereto, the Directors be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the “**2006 Act**”) to exercise all the powers of the Company to:
  - (A) allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred as an allotment of “**relevant securities**”) up to an aggregate nominal amount of £1,269,272.99; and
  - (B) allot equity securities (within the meaning of section 560(1) of the 2006 Act) up to an aggregate nominal amount of £1,269,272.99 in connection with a rights issue or other pre-emptive offer which satisfies the conditions and may be subject to all or any of the exclusions specified in paragraph (B)(1) of the next following Resolution,

in each case for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 15 months after the date of the passing of this Resolution or at the conclusion of the next AGM of the Company following the passing of this Resolution, whichever occurs first, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant or equity securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant or equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

#### **Disapplication of pre-emption rights**

8. THAT, subject to and conditionally upon the passing of Resolution 7, the Directors are hereby empowered pursuant to section 570 of the 2006 Act to allot securities (as defined by section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 7 as if section 561 of the 2006 Act did not apply to any such allotment provided that such power:

- (A) shall, subject to the continuance of the authority conferred by Resolution 7, expire 15 months after the passing of this Resolution or at the conclusion of the next AGM of the Company following the passing of this Resolution, whichever occurs first, but may be previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied; and
- (B) shall be limited to:
  - (1) the allotment of equity securities of up to an aggregate nominal amount of £1,269,272.99 pursuant to a rights issue, open offer, scrip dividend scheme or other pre-emptive offer or scheme which is in each case in favour of holders of ordinary shares ("**Ordinary Shares**") and any other persons who are entitled to participate in such issue, offer or scheme where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held or deemed to be held by them for the purposes of their inclusion in such issue, offer or scheme on the record date applicable thereto, but subject to such exclusions or other arrangements as the Directors may deem fit or expedient to deal with fractional entitlements, legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or stock exchange in any territory, shares being represented by depositary receipts, directions from any holders of shares or other persons to deal in some other manner with their respective entitlements or any other matter whatever which the Directors consider to require such exclusions or other arrangements with the ability for the Directors to allot equity securities and sell relevant shares not taken up to any person as they may think fit; and

- (2) the allotment of equity securities for cash otherwise than pursuant to sub-paragraph (B)(1) up to an aggregate maximum nominal amount of £761,563.79.

By order of the Board

Paul Cooper, FCA  
Company Secretary  
1 June 2018

Tiziana Life Sciences plc  
Registered office: 3<sup>rd</sup> Floor, 11-12 St James's Square, London SW1Y 4LB

Registered in England No. 03508592

*Explanatory notes to the Resolutions*

**Resolution 1 (report and accounts 2017)**

The Company's reports and accounts are for the year ended 31 December 2017.

**Resolution 2 (Director seeking re-election)**

Leopoldo Zambelletti is retiring as a Director in accordance with the Company's articles of association ("**Articles of Association**") and is seeking re-election to the Board.

Mr. Zambelletti is an independent strategic advisor in the healthcare sector. He started his career at KPMG as an auditor followed by a successful career as an investment banker, having led the European and MENA Healthcare Investment Banking teams at JP Morgan and Credit Suisse for a combined total of 19 years. As an independent advisor, he advises life science companies on merger and acquisitions, out-licensing deals and financing strategy. He is a non-executive director of, Qardio Inc., Summit Therapeutics plc, Nogra Pharma Limited, Faron Pharmaceuticals OY, DS Biopharma Limited, Afimmune Ltd. and Overjoy Srl. Until recently he served as advisor and board member to Advanced Accelerator Applications and trustee to Barts and the London Charity. He is the founder of the cultural initiative 5x5 Italy. He received a B.A. in Business from Bocconi University in Milan, Italy.

**Resolution 3 (Director seeking re-election following retirement by rotation)**

Willy Simon is retiring as a Director in rotation in accordance with the Company's Articles of Association and is seeking re-election to the Board.

Mr. Simon is a banker and worked at Kredietbank N.V. and Citibank London before serving as an executive member of the board of Generale Bank NL from 1997 to 1999 and as the chief executive of Fortis Investment Management from 1999 to 2002. He acted as chairman of Bank Oyens & van Eeghen from 2002 to 2004. From 2004 until 2012, he served as a non-executive director of Redi & Partners Ltd., a fund of funds. He was previously chairman of AIM-traded Velox3 plc (formerly 24/7 Gaming Group Holdings plc) until 2015 and had been a director of Playlogic Entertainment Inc., a NASDAQ OTC listed company.

**Resolution 4 (Director seeking re-election following retirement by rotation)**

Gabriele Cerrone is retiring as a Director in rotation in accordance with the Company's Articles of Association and is seeking re-election to the Board.

Mr. Cerrone has a successful track record and extensive experience in the financing and restructuring of micro-cap biotechnology companies. He has founded nine biotechnology companies in oncology, infectious diseases and molecular diagnostics, and has taken six of these companies to the NASDAQ Market and one to the AIM Market in London. Mr. Cerrone co-founded Trovagene, Inc. (NASDAQ: TROV), a molecular diagnostic company and served as its Co-Chairman; he was a co-founder and served as Chairman of both Synergy Pharmaceuticals, Inc. (NASDAQ: SGYP) and Callisto Pharmaceuticals, Inc. (OTCMKTS: CLSP), and was a director of and led the restructuring of Siga Technologies, Inc. (NASDAQ: SIGA). Mr. Cerrone also co-founded FermaVir Pharmaceuticals, Inc. and served as Chairman of the board until its merger in September 2007 with Inhibitex, Inc. Mr. Cerrone served as a director of Inhibitex, Inc. until its US\$2.5bn sale to Bristol Myers Squibb Co in 2012.

Mr. Cerrone is the Executive Chairman and Co-Founder of Gensignia Life Sciences, Inc., a molecular diagnostics company focused on oncology using microRNA technology; Chairman and Founder of the Company (AIM: TILS) an oncology focused therapeutics company; Chairman and Co-Founder of Rasna Therapeutics Limited, a company focused on the development of therapeutics for leukaemias; Co-Founder of ContraVir Pharmaceuticals, Inc. (Nasdaq: CTRV); and founder of BioVitas Capital Ltd.

Copies of the Directors' service contracts (or, where appropriate, letters of appointment) are available for inspection during normal business hours at the Company's registered office on any business day, and will be available at the place where the AGM is being held from at least 15 minutes prior to, and during, the AGM.

#### **Resolution 5 (appointment of auditor)**

At each general meeting at which the accounts are laid before the members, the Company is required to appoint an auditor to serve until the next such meeting.

It is proposed that Mazars LLP be appointed as the Company's auditor.

#### **Resolution 6 (remuneration of auditor)**

Resolution 6 authorises the Board to determine the remuneration of the Company's auditors.

#### **Resolution 7 (authority to allot shares)**

At the AGM held on 29 June 2017, the Directors were authorised, in accordance with section 551 of the 2006 Act, to allot Ordinary Shares, grant rights to subscribe or to convert any security into Ordinary Shares up to an aggregate nominal amount of £925,522.00. This authority expires at the conclusion of this AGM. It is therefore proposed to revoke the existing authority and replace it with a new authority, granted under section 551 of the 2006 Act, which will allow the Directors to allot Ordinary Shares and to grant rights to subscribe for or to convert any securities into Ordinary Shares up to an aggregate nominal amount of £1,269,272.99 representing approximately one third of the Company's share capital and a further aggregate nominal amount of £1,269,272.99 representing approximately a further third of the Company's share capital, which will be available only for rights issues and other pre-emptive issues of equity shares.

The proposal that the authority to allot Ordinary Shares shall extend to a further third of the issued share capital is in accordance with the guidelines issued by the Investment Association ("IMA") which confine the use of this amount to rights issues only. It is customary to disapply statutory pre-emption rights in respect of rights issues, open offers or other pre-emptive issues, and substitute similar non-statutory provisions, for certain technical and other securities regulatory reasons which may impact rights issues in addition to the provisions of the 2006 Act, making the precise statutory rights difficult to apply in certain circumstances.

Assuming the passing of this Resolution, the new authorities will expire 15 months from the date of the passing of this Resolution or until the conclusion of the next AGM, if earlier, and will revoke 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 8 (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.

Subject to the passing of Resolution 7 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 £1,269,272.99 (representing approximately one third of the Company's share capital), provided that all allotments must be in the form of rights issues, open offers or other pre-emptive issues.

Further, the Directors believe that the statutory requirements are too restrictive and, it is proposed that, subject to the passing of Resolution 7, 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 £761,563.79 representing approximately 20 per cent. of the Company's share capital.

The broadening of the proposed Resolution to include pre-emptive issues other than rights issues is a departure from the strict wording of the IMA guidelines which is limited to rights issues, which the Directors regard as too restrictive, especially as AIM companies normally make open offers and not rights issues. The above departures in Resolutions 7 and 8 from the strict wording of 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, at the time such an issue may be proposed.

Additional information for those entitled to attend the AGM

- (1) Only holders of Ordinary Shares on the Register at close of business on 21 June 2018 (or, in the event of any adjournment, the date which is two days before the time of the adjourned meeting) are entitled to attend and/or vote at the AGM. Such Shareholders can vote in respect of the number of shares registered in their names at that time, but any subsequent changes to the Register shall be disregarded in determining rights to attend and vote.
- (2) To be admitted to the AGM, please bring your admittance pass or notice of availability card that you have received through the post. You will need to be able to confirm your name, address and unique investor code as it appears on the Register (which can be found on either your share certificate, dividend tax voucher or similar documentation as issued by the Company's registrar, Link Asset Services (the "Registrar")).
- (3) Any Shareholder attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM, but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (b) the answer has already been given on the Company's website ([www.tizianalifesciences.com](http://www.tizianalifesciences.com)) in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
- (4) Any Shareholder is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend the AGM and to speak and act on his/her behalf. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. A proxy need not be a Shareholder of the Company.

You can find a Form of Proxy to make an appointment, and give proxy instructions, on the Company's website ([www.tizianalifesciences.com](http://www.tizianalifesciences.com)) or you can request a copy from the Registrar at the address below. To be effective, the duly completed Form of Proxy, together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority, must reach the Company's Registrar, Link Asset Services at PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF by 10:00 a.m. on 21 June 2018 (or not less than 48 hours before the time fixed for any adjourned AGM). Alternatively it can be submitted electronically via [www.signalshares.com](http://www.signalshares.com) not later than 48 hours, excluding non-working days, before the time appointed for holding the AGM or in the case of a poll taken subsequently to the date of the AGM or any adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll or for holding the adjourned meeting. Shareholders who intend to appoint more than one proxy can obtain additional Forms of Proxy from Link Asset Services. Alternatively, the form provided may be photocopied prior to completion. The Forms of Proxy should be returned in the same envelope and each should indicate that it is one of more than one appointments being made.

If two or more valid but differing appointments of a proxy are received in respect of the same share for use at the same AGM, the appointment of proxy which is last received (regardless of its date or the date of its signature) shall be treated as replacing and revoking the others as regards that share; if the Company is unable to



determine which was last received, none of them shall be treated as valid in respect of that share.

- (5) Unless voting instructions are indicated on the Form of Proxy, a proxy may vote or withhold his/her vote as he/she thinks fit on the Resolutions or on any other business (including amendments to Resolutions) which may come before the AGM. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for or against a Resolution.
- (6) If you are an ordinary Shareholder and wish to attend the AGM, the return of the Form of Proxy will not prevent you from attending and voting in person. In the case of joint holders, any one holder may vote. If more than one holder is present at the AGM, only the vote of the senior will be accepted, seniority being determined by the order in which names appear on the Register.
- (7) A Shareholder must inform the Company in writing of any termination of the authority of a proxy.
- (8) CREST members who wish to appoint and/or give instructions to a proxy or proxies through the CREST electronic proxy appointment service may do so in accordance with the procedures described in the CREST manual (available by logging in at [www.euroclear.com](http://www.euroclear.com)). In order for a proxy appointment made through CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited specifications and must contain the information required for such instructions, as described in the CREST manual. The message must be transmitted so as to be received by the issuer’s agent (ID RA10) by the latest time(s) for receipt of proxy appointments as set out in note 4 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider(s) take(s)) 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 system provider are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

- (9) Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares.
- (10) On arrival at the AGM venue, all those entitled to vote will be required to register and collect a poll card. In order to facilitate these arrangements, please arrive at the AGM venue in good time. You will be given instructions on how to complete your poll card at the AGM.
- (11) As soon as practicable following the AGM, the results of the voting at the AGM and the number of votes cast for and against and the number of votes withheld in respect of each Resolution will be announced via a Regulatory Information Service and placed on the Company's website ([www.tizianalifesciences.com](http://www.tizianalifesciences.com)).
- (12) A copy of this AGM notice has been provided for information only to persons who have been nominated by a Shareholder to enjoy information rights under section 146 of the Act ("**Nominated Persons**"). The statement of the rights of Shareholders in relation to the appointment of proxies does not apply to Nominated Persons. However, a Nominated Person may, under an agreement between him/her and the Shareholder by whom he/ she was nominated, have a right to be appointed as a proxy for the AGM or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the Shareholder as to the exercise of voting rights.
- (13) A copy of this AGM notice and other information required by section 311(A) of the Act can be found at the Company's website ([www.tizianalifesciences.com](http://www.tizianalifesciences.com)).
- (14) Any electronic address provided either in this AGM notice or any related documents (including the Chairman's letter and Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
- (15) The Company's report and accounts for the year ended 31 December 2017 can be viewed at, or downloaded from, the Company's website ([www.tizianalifesciences.com](http://www.tizianalifesciences.com)) or a copy requested by writing to the Registrar at the address specified in note 4 or by calling 0871 664 0300 (or from outside the UK on +44 (0) 371 664 0300).
- (16) The Company encourages you to receive communications and documents electronically, by registering your email address at [www.signalshares.com](http://www.signalshares.com) you will be sent an email letting you know that your Shareholder documents will be available on the Company's website ([www.tizianalifesciences.com](http://www.tizianalifesciences.com)) for you to view for download.
- (17) Warning to Shareholders – please beware share fraud or 'boiler room' scams, where Shareholders are called 'out of the blue' by fraudsters (sometimes claiming to represent Tiziana) attempting to obtain money or property dishonestly. Further information is available in the investor section of the Company's website

([www.tizianalifesciences.com](http://www.tizianalifesciences.com)) but in short, if in doubt, take proper professional advice before making any investment decision.

- (18) In accordance with section 311a of the Companies Act 2006, the contents of this notice of meeting, details of the total number of shares of which members are entitled to exercise voting rights at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website [www.tizianalifesciences.com](http://www.tizianalifesciences.com).

