



Tiziana Life Sciences Ltd
Notice of Annual General Meeting of Shareholders
on
Tuesday 16 December 2025 at 8.30 a.m. EST / 1.30 p.m. UK

TO BE HELD AS A "REMOTE MEETING" ONLY

YOU ARE NOTIFIED that the 2025 annual general meeting ("**AGM**") of Tiziana Life Sciences Ltd (the "**Company**") will be held via video and telephonic conference (in accordance with the Company's by-law 26.1) on Tuesday 16 December at 8.30 a.m. EST / 1.30 p.m. UK or as soon thereafter as is practicable for the purpose of transacting the following business:

AGENDA:

1. To confirm or elect a chairman for the AGM.
2. To confirm that a quorum is present.
3. To re-elect John Brancaccio as Class II director of the Company to serve until the annual general meeting to be held in 2028 and to re-elect Willy Simon as a Class III director to serve until the annual general meeting in 2028.
4. To receive the auditor's report and financial statements for the year ended 31st December 2024 ("**2024 Accounts**").
5. To re-appoint PKF LittleJohn LLP as auditors of the Company ("**Auditors**") from the conclusion of the meeting until the conclusion of the next annual general meeting before which accounts are laid and to authorize the directors to fix the Auditors' remuneration.
6. Any other business which may properly come before the meeting or any adjournment of the meeting.

Record Date: The record date for qualification of shareholders of the Company ("**Shareholders**") to participate and vote in the AGM has been set for the end of trading on Friday 12 December 2025.

Attending the Meeting: All Shareholders are invited to participate in the AGM. The electronic system for remote participation will be available for access from 8.15 a.m. EST / 1.15 p.m. UK on Tuesday 16 December 2025.

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

Join Zoom Meeting

<https://orrick.zoom.us/j/99592106001?pwd=5a2ed7xOvrPfkqTjZ10iTVdQWvRii1.1>

Meeting ID: 995 9210 6001

Passcode: 733727

One tap mobile

+12678310333,,99592106001# US (Philadelphia)

+13017158592,,99592106001# US (Washington DC)

Dial by your location

+1 267 831 0333 US (Philadelphia)
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+1 470 250 9358 US (Atlanta)
+1 470 381 2552 US (Atlanta)
+1 602 753 0140 US (Phoenix)
+1 646 518 9805 US (New York)
+1 651 372 8299 US (Minnesota)
+1 669 219 2599 US (San Jose)
+1 669 900 6833 US (San Jose)
+1 720 928 9299 US (Denver)
+1 786 635 1003 US (Miami)
+1 929 436 2866 US (New York)
+1 971 247 1195 US (Portland)
+1 206 337 9723 US (Seattle)
+1 213 338 8477 US (Los Angeles)
+1 253 215 8782 US (Tacoma)
+44 208 080 6591 United Kingdom
+44 208 080 6592 United Kingdom
+44 330 088 5830 United Kingdom
+44 131 460 1196 United Kingdom
+44 203 481 5237 United Kingdom
+44 203 481 5240 United Kingdom
+44 203 901 7895 United Kingdom
+33 1 8699 5831 France
+33 1 7037 2246 France
+33 1 7037 9729 France
+33 1 7095 0103 France
+33 1 7095 0350 France
+49 69 5050 0952 Germany
+49 695 050 2596 Germany
+49 69 7104 9922 Germany
+49 69 3807 9883 Germany
+49 69 3807 9884 Germany
+49 69 5050 0951 Germany
+39 020 066 7245 Italy
+39 021 241 28 823 Italy
+39 069 480 6488 Italy
+81 363 628 317 Japan
+81 3 4578 1488 Japan
+81 3 4579 0432 Japan

+81 3 4579 0545 Japan

Further guidance and instructions are available by emailing: info@tizianalifesciences.com

Voting: We encourage you to vote as promptly as possible by mailing your completed and signed proxy card. Please follow the directions on the proxy card. You may also vote during the meeting, the chairman of the meeting shall direct you on how you may cast your vote on a show of hands.

By Order of the Board

Keeren Shah

Chief Financial Officer

Dated 13 November 2025

Notice of meeting and Resolutions to be proposed

Notice is hereby given that the AGM of Tiziana Life Sciences Ltd will be held as a remote meeting only on Tuesday 16 December 2025, commencing at 8.30 a.m. EST / 1.30 p.m. UK for the transaction of the following business.

The Board considers that Resolutions 1 to 3 are in the best interests of the Company and its Shareholders as a whole and recommends that you vote in favour of these Resolutions. Resolutions 1 to 3 will be proposed as ordinary resolutions. Voting on all of the resolutions will be conducted on a poll.

Resolution 1

To re-elect John Brancaccio and Willy Simon as a directors.
See biographies on page 4.

Resolution 2

Report and accounts

To receive the 2024 Annual Accounts for the year ended 31 December 2024.
See notes on page 4.

Resolution 3

Reappointment of auditors and fixing of auditors' remuneration

To reappoint PKF LittleJohn LLP as auditors from the conclusion of the meeting until the conclusion of the next general meeting before which accounts are laid and to authorise the directors to fix the auditors' remuneration.

See notes on page 4.

Notes to Resolutions

Notes to Resolution 1

Re-appointment of John Brancaccio as a director

Mr Brancaccio is retiring from his role as a Director and offers himself for reappointment.

Mr. Brancaccio, retired CPA, is a financial executive with extensive international and domestic experience in pharmaceutical and biotechnology for privately and publicly held companies. From 2000 to 2002, Mr. Brancaccio was the Chief Financial Officer/Chief Operating Officer of Eline Group, an entertainment and media company. From May 2002 until March 2004, Mr. Brancaccio was the Chief Financial Officer of Memory Pharmaceuticals Corp., a biotechnology company. From April 2004 until May 2017, Mr. Brancaccio was the Chief Financial Officer of Accelerated Technologies, Inc., an incubator for medical device companies. Mr. Brancaccio is currently a director of OKYO Pharma Limited.

Mr. Brancaccio chairs the Audit and Risk Committee of the Board (which also comprises Willy Simon) and sits as a member of the Remuneration Committee and Nomination Committee of the Board.

Re-appointment of Willy Simon as a director

Mr Simon is retiring from his role as a Director and offers himself for reappointment.

Willy Jules 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. Willy Simon has been the chairman of Bever Holdings, a company listed in Amsterdam, since 2006 and Chairman of Ducat Maritime since 2015. He is also a non-executive director of OKYO Pharma Limited.

Mr. Simon chairs the Remuneration Committee of the Board (which also comprises John Brancaccio and Bernard Denoyer) and sits as a member of Audit, Risk and Disclosure Committee of the Board (which also comprises John Brancaccio) and the Nomination Committee of the Board (which also comprises John Brancaccio).

Noes to Resolution 2

Reports and accounts

The Board will present its reports and the accounts for the year ended 31 December 2024 (2024 Accounts), as contained in the Annual Report.

Notes to Resolution 3

Reappointment of Auditor and fixing of Auditors' remuneration

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 PKF Littlejohn LLP be reappointed as the Company's auditor.