

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action to be taken, please consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent professional adviser. If you have sold or transferred all of your holding of ordinary shares in Evgen Pharma plc (“Evgen” or the “Company”), you should hand this document, together with the accompanying Form of Proxy, to the stockbroker, bank or other agent through or to whom the sale or transfer was effected for transmission to the purchaser or transferee.

Evgen Pharma plc

(registered in England & Wales No. 09246681)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the 2019 Annual General Meeting of the Company to be held at the offices of RSM UK Audit LLP, 3 Hardman Street, Manchester M3 7HF on Thursday 18 July 2019 at 2.00 p.m. is set out at the end of this document. Forms of Proxy for the Annual General Meeting must be received by the Company’s registrars, SLC Registrars, a division of Equiniti David Venus Limited, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey KT13 0TS as soon as possible but in any event to be received not later than 2.00 p.m. on 16 July 2019.

EVGEN PHARMA PLC

(registered in England & Wales No. 09246681)

DIRECTORS

Barry Clare	(Non- Executive Chairman)
Dr Stephen Franklin	(Chief Executive Officer)
Richard Moulson	(Chief Financial Officer)
Dr Alan Barge	(Non-Executive Director)
Dr Susan Foden	(Non-Executive Director)
Susan Clement-Davies	(Non-Executive Director)

REGISTERED OFFICE

Evgen Pharma plc
Liverpool Science Park Innovation Centre 2
146 Brownlow Hill
Liverpool
Merseyside
United Kingdom
L3 5RF

Dear Shareholder,

This document comprises the notice of the 2019 Annual General Meeting (“**AGM**”) of Evgen Pharma plc.

The resolutions to be put to the meeting cover receipt of the Annual Report and Accounts, incorporating the remuneration report, the reappointment of the Auditors, the reappointment of those Directors who are retiring pursuant to the Company’s Articles of Association, the renewal of authorities to issue shares and disapply the statutory pre-emption rights to a limited extent.

ORDINARY RESOLUTIONS

Resolution 1 is an ordinary resolution to receive the Annual Accounts of the Company for the period ended on 31 March 2019, together with the reports of the Directors and Auditors on those accounts.

Resolution 2 is an ordinary resolution to receive the Directors’ Remuneration Committee Report and the Report of the Independent Auditors on the auditable part of the Directors’ Remuneration Committee Report for the financial year ended 31 March 2019.

Resolution 3 is an ordinary resolution to approve the reappointment of RSM UK Audit LLP, 14th Floor, 20 Chapel Street, Liverpool L3 5RF as Auditors of the Company from the conclusion of the AGM until the conclusion of the next AGM of the Company at which accounts are laid and to authorise the Directors to determine their remuneration.

Resolutions 4 and 5 relate to the reappointment of Directors in accordance with the Company’s Articles of Association (“**Articles**”). Barry Clare and Susan Clement-Davies are obliged to retire from office in accordance with articles 85 and 90 of the Articles (respectively) and being eligible, are standing for reappointment. In line with best corporate governance practice, the performance of the Directors being submitted for reappointment has been evaluated, and the Board recommends shareholders vote in favour of the following reappointments:

- Barry Clare as a Non-Executive Director;
- Susan Clement-Davies as a Non-Executive Director.

Resolutions 4 and 5 shall be considered and voted on separately.

Resolution 6 is an ordinary resolution to grant authority to the Directors under section 551 of the Companies Act 2006 (the “**Act**”) to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £110,538 (representing approximately one-third of the Company’s issued share capital at the date of this letter).

SPECIAL RESOLUTION

Resolution 7 is a special resolution, which will empower the Directors, pursuant to section 570(1) of the Act, to allot equity securities for cash pursuant to the authority conferred by Resolution 6 as if the statutory pre-emption provisions of section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities: (a) in connection with a rights issue but allowing the Directors to make provision to deal with the possibility of fractional entitlements and legal or regulatory restrictions and (b) in connection with an offer for cash up to an aggregate nominal value of £66,323 (representing approximately 20 per cent. of the Company's issued share capital at the date of this letter). This power and the authority conferred by Resolution 7 shall expire on the earlier of the conclusion of the next AGM and the date falling 15 months following the date of the AGM.

The Directors consider it important to renew the power conferred by Resolution 7 and therefore recommend to the shareholders that Resolution 7 is passed. If the Company utilises this power, it will do so as to take advantage of market opportunities which may present themselves when the Company will seek to achieve the best price for the relevant equity securities it can reasonably obtain.

A Form of Proxy for use at the AGM is enclosed. Shareholders are advised to complete and return the Form of Proxy in accordance with the instructions printed on it so as to arrive at the Company's registrars, SLC Registrars, a division of Equiniti David Venus Limited, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey KT13 OTS, as soon as possible, but in any event to be received no later than 2.00 p.m. on 16 July 2019. The return of a Form of Proxy does not preclude you from attending and voting at the AGM if you so wish.

The Directors consider that the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and most likely to promote the success of the Company, and they recommend shareholders to vote in favour of the resolutions as they intend to do in respect of their own beneficial shareholdings.

Yours faithfully

Barry Clare
Chairman

19 June 2019

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2019 Annual General Meeting (“AGM”) of the Company will be held at the offices of RSM UK Audit LLP, 3 Hardman Street, Manchester M3 3HF on Thursday 18 July 2019 at 2.00 p.m. to consider, and if thought fit, pass the following resolutions, of which the resolutions numbered 1 to 6 will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution.

ORDINARY RESOLUTIONS

- (1) To receive the Company's Annual Report and Accounts for the financial year ended 31 March 2019, the Directors' Report and the Report of the Independent Auditors on those accounts.
- (2) To receive the Directors' Remuneration Committee Report and the Report of the Independent Auditors on the auditable part of the Remuneration Report for the financial year ended 31 March 2019.
- (3) To reappoint RSM UK Audit LLP as auditors of the Company from the conclusion of the meeting until the conclusion of the next AGM of the Company at which accounts are laid and to authorise the Directors to determine their remuneration.
- (4) To reappoint as a Director Barry Clare who is retiring in accordance with Article 85 of the Company's Articles of Association and, being eligible, is offering himself for reappointment.
- (5) To reappoint as a Director Susan Clement-Davies who is retiring in accordance with Article 90 of the Company's Articles of Association and, being eligible, is offering herself for reappointment.
- (6) That, in substitution for the authorities conferred on 26 July 2018 and 8 May 2019, the Directors be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the “Act”) to allot shares of the Company and/or grant rights to subscribe for, or convert any securities into, shares of the Company up to an aggregate nominal amount of £110,538 (being approximately one-third of the current issued share capital of the Company as at the date of this notice), provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in a general meeting) at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (if earlier) except that the Directors may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or rights granted after the expiry of such period and the Directors may allot shares or grant rights in pursuance of that offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

- (7) That, subject to the passing of resolution 6 above, the Directors be empowered pursuant to section 571 of the Act (in substitution for any previous authority) to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 6 above as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:
 - (a) the allotment of equity securities in connection with any offer by way of rights or an open offer of relevant equity securities where the equity securities respectively attributed to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities which represent fractional entitlements or on account of either legal or practical problems arising in connection with the laws or requirements of any regulatory or other authority in any jurisdiction; and
 - (b) otherwise than pursuant to paragraph (a), up to an aggregate nominal amount of £66,323 (being approximately 20 per cent. of the current issued share capital of the Company as at the date of this notice)

provided that the power conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the date which is the earlier of 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company (the “Section 571 Period”) but so that the Company may at any time prior to the expiry of the Section 571 Period, make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 571 Period and the Directors may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.

By order of the Board

Richard Moulson
Director

19 June 2019

NOTES

- (1) A Shareholder entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote on a show of hands and on a poll instead of him or her. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting in person at the AGM. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- (2) Where a Shareholder appoints more than one proxy, each proxy must be appointed in respect of different shares comprised in his or her shareholding which must be identified on the proxy form. Each such proxy will have the right to vote on a poll in respect of the number of votes attaching to the number of shares in respect of which the proxy has been appointed. Where more than one joint Shareholder purports to appoint a proxy in respect of the same shares, only the appointment by the most senior Shareholder will be accepted as determined by the order in which their names appear in the Company's register of members (i.e. first named being the most senior). If you wish your proxy to speak at the meeting, you should appoint a proxy other than the chairman of the meeting and give your instructions to that proxy.
- (3) A corporation which is a Shareholder may appoint one or more corporate representatives who have one vote each on a show of hands and otherwise may exercise on behalf of the Shareholder all of its powers as a Shareholder provided that they do not do so in different ways in respect of the same shares.
- (4) In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding (i.e. first named being the most senior).
- (5) A Form of Proxy is enclosed for use by members. To be valid it should be completed, signed and delivered (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority) to the Company's registrars SLC Registrars, a division of Equiniti David Venus Limited, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey KT13 0TS, to be received not later than 2.00 p.m. on 16 July 2019 or (i) in the case of a poll taken more than 48 hours after it is demanded, not less than 24 hours before the time appointed for the taking of the poll, (ii) in the case only of an instrument in hard copy form or any authority or copy thereof, where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting or to the Secretary or any Director, or (iii) in the case of any adjourned meeting, not less than 48 hours before the time appointed for holding the adjourned meeting. Shareholders who intend to appoint more than one proxy can obtain additional forms of proxy from SLC Registrars. 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 or more than one appointment being made.
- (6) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting 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.
- (7) 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 UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID 7RA01) by 2.00 p.m. on 16 July 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company'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.
- (8) 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 sponsored member, or has appointed a voting service provider, to procure that his 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (9) 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.

- (10) In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act 2006, the Company specifies that only those Shareholders registered in the register of members of the Company as at 6.30 p.m. on 16 July 2019 or, in the event that the meeting is adjourned, in such register not later than 48 hours before the time of the adjourned meeting, shall be entitled to attend, or vote (whether in person or by proxy) at the meeting in respect of the number of shares registered in their names at the relevant time. Changes after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- (11) None of the e-mail addresses and fax numbers referred to in this document may be used for any purpose other than those specified.
- (12) The Company's website is www.evgen.com.
- (13) As at 18 June 2019 (being the latest business day prior to the publication of this notice) the Company's issued share capital consists of 132,646,263 ordinary shares of 0.25 pence each, carrying one vote each. Therefore, the total voting rights in the Company are 132,646,263.
- (14) The following documents will be available for inspection at the registered office of the Company at Liverpool Science Park Innovation Centre 2, 146 Brownlow Hill, Liverpool, Merseyside, United Kingdom L3 5RF during normal business hours on any week day (public holidays excepted) from the date of this notice until the date of the AGM, and at the place of the meeting for one hour before the meeting and at the meeting itself:
- copies of the Directors' service agreements and letters of appointment; and
 - the constitutional documents of the Company, comprising its Memorandum and Articles.

**EVGEN PHARMA PLC
FORM OF PROXY**

FOR USE BY ORDINARY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING
TO BE HELD AT THE OFFICES OF RSM UK AUDIT LLP, 3 HARDMAN STREET, MANCHESTER M3 3HF
ON THURSDAY 18 JULY 2019 AT 2.00 P.M.

I/We (block capitals)of.....

being (a) holder(s) of ordinary shares of £0.0025 each in the capital of the Company hereby appoint the Chairman of the meeting or

(note 1)

as my/our proxy to attend, speak and vote for me/us and on my/our behalf as directed below at the Annual General Meeting of the Company to be held on Thursday 18 July 2019 at 2.00 p.m. and at any adjournment thereof. The proxy may vote or abstain from voting at his/her discretion on any amendment to a resolution or any other business before the meeting.

Enter the number of shares in relation to which your proxy is authorised or leave the box blank to authorise your proxy to act in relation to your full voting entitlement.

Please indicate by ticking this box if this is one of more than one appointments of a proxy in respect of your holding.

 (note 2)

Please indicate with an "X" in the appropriate space how you wish your votes to be cast. If you wish to abstain from voting on any resolution, please indicate this with an "X" in the vote withheld box opposite that resolution.

To the extent this form is returned without an indication as to how the proxy is to vote, the proxy will vote or abstain from voting at his discretion.

	Ordinary Resolutions	For	Against	Withheld
1	To receive the Company's Annual Report and Accounts for the financial year ended 31 March 2019, the Directors' Report and the Report of the Independent Auditors on those accounts.			
2	To receive the Directors' Remuneration Report and the Report of the Independent Auditors on the auditable part of the Remuneration Report for the financial year ended 31 March, 2019.			
3	To reappoint RSM UK Audit LLP as auditors of the Company from the conclusion of the meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid and to authorise the Directors to determine their remuneration.			
4	To reappoint Barry Clare as a Director of the Company.			
5	To reappoint Susan Clement-Davies as a Director of the Company.			
6	To authorise the Directors of the Company to allot relevant securities pursuant to section 551 of the Companies Act 2006.			
	Special Resolution			
7	Subject to passing of resolution 6, to authorise the Directors of the Company to disapply the statutory pre-emption rights.			

Dated: 2019

Signature: (note 3)

Notes

- (1) If you wish to appoint a proxy other than the Chairman of the meeting insert the name in the space provided and delete the words "the Chairman of the meeting". A proxy need not be a member of the Company. The completion and return of this form shall not preclude a shareholder from attending and voting in person
- (2) You may, if you wish, appoint more than one proxy, but each must be appointed in respect of a specified number of shares within your holding. If you wish to do this, each proxy must be appointed by means of a separate form. Additional forms may be obtained from the registrars by telephoning the Company's Registrars on +44 (0) 1903 706150. Alternatively you may photocopy this form the required number of times before completing it. When appointing more than one proxy, you must fill in the blank provided on each form to indicate the number of your shares in respect of which the proxy is to be appointed. If you fail to do so, the appointment will be rejected as invalid. You must also tick the box on each form to indicate it is one of more than one appointment in respect of your holding. All the forms should be returned in the same envelope. If you are only appointing one proxy, you can cross out all reference to the number of shares or leave the blank for the number of shares uncompleted, in which case the appointment will be taken to be for your full holding.
- (3) In the case of a corporation, this proxy must be given under its common seal or signed on its behalf by a duly authorised officer or an attorney.
- (4) To be valid, this form of proxy should be completed, signed and delivered (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority) to the Company's registrars SLC Registrars, a division of Equiniti David Venus Limited, Elder House, St Georges Business Park, Brooklands Road, Weybridge Surrey KT13 0TS, to be received not later than on 16 July 2019 at 2.00p.m. or (i) in the case of a poll taken more than 48 hours after it is demanded, not less than 24 hours before the time appointed for the taking of the poll and (ii) in the case of any adjourned meeting, not less than 48 hours before the time appointed for holding the adjourned meeting. Shareholders who intend to appoint more than one proxy can obtain additional forms of proxy from SLC Registrars. 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 or more than one appointment being made.
- (5) In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- (6) A "vote withheld" is not a vote in law and will not be counted in the calculation of the votes for or against a resolution.

