

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the action to be taken you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000, as amended, if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or transferred all of your shares in Tiziana Life Sciences plc (the **Company**), please send this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold part only of your holding of shares in the Company, you should retain these documents.

TIZIANA LIFE SCIENCES PLC

(Incorporated and registered in England and Wales with registered number 3508592)

Notice convening the Annual General Meeting of the Company to be held at Mishcon de Reya,
Summit House, 12 Red Lion Square, London WC1R 4QD on 25 June 2014 at 9.30 a.m.

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the Annual General Meeting. 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 Capita Asset Services, PXS I, 34 Beckenham Road, Kent BR3 4ZF as soon as possible but in any event by not later than 9:30 a.m. on 23 June 2014. Completion and posting of the Form of Proxy does not prevent a Shareholder from attending and voting in person at the Annual General Meeting.

LETTER FROM THE CHAIRMAN OF TIZIANA LIFE SCIENCES PLC
TIZIANA LIFE SCIENCES PLC

(Incorporated and registered in England & Wales under the Companies Act 1985 with registered number 3508592)

Directors:

Gabriele Cerrone (Executive Chairman)

Dr Philip Boyd (Chief Financial Officer)

Dr Riccardo Dalla-Favera (Non-Executive Director)

Andrew Gutmann (Non-Executive Director)

23 May 2014

Dear Shareholder,

ANNUAL GENERAL MEETING of Tiziana Life Sciences Plc to be held on 25 June 2014

Introduction

I am pleased to be writing to you with details of our Annual General Meeting (**AGM**) which we are holding on 25 June 2014 at 9:30 a.m. The formal Notice of the AGM is set out on pages 2 to 5 of this document. If you would like to vote on the resolutions but cannot attend the AGM, please complete the Form of Proxy enclosed with this document and return it as soon as possible to the Company's Registrars, Capita Asset Services, who must receive the completed Form of Proxy by 9:30 a.m. on 23 June 2014. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may use this service and should follow the relevant instructions set out in the notes to the Notice of the AGM.

Business to be transacted at the AGM

Details of the resolutions which are to be proposed at the AGM are set out below. Resolutions 1 to 5 are proposed as Ordinary Resolutions and resolutions 6 and 7 are proposed as Special Resolutions. For more information on the proposed Resolutions please see the explanatory notes from page 6 of this document.

Action to be taken

You are entitled to appoint one or more proxies to attend and vote at the AGM on your behalf. You will find enclosed with this document a Form of Proxy for use in connection with the AGM. Whether or not you propose to attend the AGM in person, you are requested to complete and return the Form of Proxy to Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF so as to be received no later than 9:30 a.m. on 23 June 2014. Completion and return of a Form of Proxy will not stop you from attending the AGM and voting in person should you so wish. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may use this service and should follow the relevant instructions set out in the notes to the Notice of the AGM on pages 4 and 5 of this document.

Recommendation

The Directors consider that all of the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all of the resolutions.

Yours sincerely

Gabriele Cerrone

Executive Chairman

TIZIANA LIFE SCIENCES PLC
(incorporated in England and Wales with registered number 3508592)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of the members of the Company will be held at Mishcon de Reya, Summit House, 12 Red Lion Square, London WC1R 4QD on 25 June 2014 at 9:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the directors' report, the auditor's report and the Company's accounts for the year ended 31 December 2013.
2. Not to re-appoint Crowe Clarke Whitehill LLP as auditor of the Company and instead to appoint Grant Thornton UK LLP as auditor of the Company to hold office with immediate effect to the conclusion of the accounts meeting next following their appointment, remuneration to be determined by the directors.
3. To re-elect Andrew Gutmann as a director.
4. THAT, the share option scheme of the Company (the **New Scheme**) to be constituted by the New Scheme rules (a copy of which rules are produced to the Meeting and initialled for the purpose of identification by the Chairman of the Meeting) be approved and the Directors of the Company be authorised to cause such rules to be adopted in the form produced to the Meeting and to do all actions and things which they may consider necessary or expedient for implementing and giving effect to the same.
5. THAT, in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £845,563, provided that the authority granted by this Resolution shall, unless renewed, varied or revoked by the Company, expire on the earlier of fifteen months from the date of passing this Resolution or at the Company's next annual general meeting, except that the Company may, before it expires make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of that offer or agreement. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act to the extent not utilised at the date it is passed.

SPECIAL RESOLUTIONS

6. THAT, subject to Resolution 5 above being duly passed, in accordance with sections 570 and 571 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 5, as if section 561(1) of the Act did not apply to such allotment provided that this authority shall expire on the earlier of fifteen months from the date of passing this Resolution or at the Company's next annual general meeting. The Company may, before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the directors may allot equity securities pursuant to that offer or agreement.

7. THAT, with effect from this Resolution being passed the articles of association in the form available for inspection on the Company's website, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Notes

1. Members entitled to attend and vote at the AGM are also entitled to appoint one or more proxies to exercise all or any of their rights to attend and speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder which must be identified on the form of proxy and a separate form of proxy is completed for each appointment. A proxy need not be a shareholder of the Company. A form of proxy which may be used to make such appointment and give proxy instructions accompanies this notice. 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.
2. 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 Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF or submitted electronically via www.capitashareportal.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 Capita 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.
3. An abstention option has been included on the Form of Proxy. The legal effect of choosing the abstention option on any resolution is that the shareholder concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each Resolution.
4. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in "the CREST voting service" section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a "CREST proxy appointment instruction") must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited (**Euroclear**), and must contain all the relevant information required by the CREST Manual. To be valid 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 be transmitted so as to be received by Capita Asset Services, (ID number RA 10) as the Company's "issuer's agent", by 9:30 a.m. on 23 June 2014 (as such a message cannot be transmitted on weekends or on other days when the CREST system is closed). After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider, to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on "Practical limitations of the system". In certain circumstances the Company may, in accordance with Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid. The CREST Manual can be reviewed at www.euroclear.com.
5. CREST members and, where applicable, the sponsors or voting service provider(s), should note that CREST does not make available a special procedure in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of proxy instructions. It is the responsibility of the CREST members concerned to take (or if the CREST member is a CREST personal member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such sections 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. 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.
7. Completion and return or submission electronically, of a Form of Proxy will not affect the right of such member to attend and vote in person at the meeting or any adjournment thereof.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders entered on the register of members of the Company at 6:00 p.m. on 23 June 2014 will be entitled to attend and vote (whether in person or by proxy) at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the

register after 6:00 p.m. on 23 June 2014 will be disregarded in determining the rights of any person to attend and vote at the meeting or any adjourned meeting (as the case may be).

9. As at 22 May 2014 (being the last business day prior to the publication of this notice of meeting) the Company's issued share capital consisted of 84,556,313 ordinary shares of 3 pence each, carrying one vote each, 108,121,391 deferred A shares of 4.9 pence and 13,068,521 deferred B shares of 9.99 pence. The deferred shares have no right to receive notice of a general meeting or vote, therefore, the total voting rights in the Company as at 22 May 2014 are 84,556,313.
10. Shareholders who prefer to register the appointment of their proxy electronically using the internet can do so at Capita Asset Services' website at www.capitashareportal.com where full instructions on the procedure are given. The voting ID, task ID and shareholder reference number printed on the form of proxy will be required in order to use the services. For an electronic proxy appointment to be valid, voting instructions must be received by Capita Asset Services no later than 9:30 a.m. on 23 June 2014. You may not use any electronic address provided in this notice of meeting to communicate with the Company for any purpose other than those expressly stated.
11. Each member attending the meeting has the right to ask questions relating to the business being dealt with at the meeting which the Company must cause to be answered. Information relating to the meeting which the Company is required by the Act to publish on a website in advance of the meeting may be viewed at www.tizianalifesciences.com.
12. In accordance with section 311a of the Act, 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.

EXPLANATION OF RESOLUTIONS

Resolutions 6 and 7 will be proposed as special resolutions and will be passed if at least 75% of the votes cast (not counting votes withheld) are in favour.

The remaining resolutions are being proposed as ordinary resolutions and will be passed if more than 50% of the votes cast (not counting votes withheld) are in favour.

Resolution 1: Annual Report and Accounts

In accordance with the requirements of section 437 of the Companies Act 2006 (the **Act**), the Company will lay before the AGM the Annual Report and Accounts of the Company for the year ended 31 December 2013. The accounts can be found on the Company's website www.tizianalifesciences.com located in the "Investors" section of the website, and can be accessed by clicking on the "Investors" link in the top right of the home page and then the "Financial Reports" link (number 9).

Resolution 2: Replacement of auditor

In accordance with the requirements of section 515 of the Act, auditors must be re-appointed or new auditors appointed at each general meeting at which accounts are laid. Shareholders will be asked not to re-appoint Crowe Clark Whitehill LLP (**CCW**) as auditor of the Company and instead appoint Grant Thornton UK LLP as the Company's new auditor to hold office until the conclusion of next year's AGM and to grant authority to the Directors to determine the auditor's remuneration. This notice is being sent to CCW, at the same time as shareholders, as notice of the Company's intention to propose the resolution not to re-appoint them as auditors. CCW is entitled to make written representations to the Company and require that these are notified to shareholders. If the representations are received too late to be sent to shareholders, CCW may require that these representations are read out at the AGM.

Resolution 3: Re-election of Andrew Gutmann as Director

The Company's Articles of Association require that a minimum of one-third of the directors shall retire from office and be subject to re-election at every AGM, as the case may be, by the members. Where the number of directors is not three or a multiple of three then the number required to retire shall be the number nearest to and less than one-third. Accordingly, Andrew Gutmann will seek re-election at the AGM. A brief biography of Andrew is as follows:

Appointment to the Board: May 2013

Committee membership: Remuneration Committee, Audit Committee and AIM Compliance Committee

Career experience: Head of Capital Markets at Beaufort. He specialises in fundraising for small and micro-cap companies. He has worked for a number of institutions and has over 15 years' experience in the City.

Resolution 4: Adoption of share option scheme

Pursuant to the Admission Document issued by the Company on 31 March 2014, the Company proposed to adopt a share option scheme and grant options in the amounts stated in the Admission Document as soon as reasonably practicable following admission of the Company to trading on AIM. The proposed share option scheme will allow for a committee of directors appointed to operate the

share option scheme, to grant options to subscribe or purchase ordinary shares at the applicable option price, as well as determining other conditions of the options as the committee shall see fit.

Resolution 5: Grant of authority to the Directors to allot Ordinary Shares

The purpose of resolution 5 is to renew the Directors' power to allot shares. The authority will allow the Directors to allot new shares, or to grant rights to subscribe for or convert any security into shares, up to a nominal value of £845,563, which is equivalent to approximately 33 per cent of the issued share capital of the Company as at 22 May 2014 (being the latest practicable date prior to publication of this document). Each authority will be subject to renewal annually. As at 22 May 2014, the number of ordinary shares in issue was 84,556,313. If the resolution is passed, the authority will expire on the earlier of 15 months from the date of the AGM and the end of the next AGM.

Resolution 6: Disapplication of statutory pre-emption rights on allotment of shares

This resolution seeks to disapply the pre-emption rights provisions of section 561 of the Act in respect of the allotment of equity securities for cash pursuant to rights issues and other pre-emptive issues, and in respect of other issues of equity securities for cash up to an aggregate nominal value of £845,563, which is equivalent to approximately 33 per cent of the issued share capital of the Company as at 22 May 2014 (being the latest practicable date prior to publication of this document).

Generally, an employee share option scheme would fall within an exception to section 561 of the Act contained at section 566 of the Act, but as the proposed share option scheme of the Company is being offered to consultants as well as employees, this exception cannot be relied upon.

Consequently, the Directors propose to disapply statutory pre-emption rights for the full amount of Ordinary Shares authorised at resolution 5, as the Company is unable to rely on the exception to section 561 of the Act contained at section 566 of the Act. If given, this power will expire at the same time as the authority referred to in resolution 5. The directors consider this power desirable as it will enable the Company to allot share options as contemplated in the Admission Document.

Resolution 7: Adoption of new articles

The Company proposes to update its Articles to take account of the implementation of the Shareholder Rights Directive in the UK and the last parts of the 2006 Act, and also to provide the Company with the maximum flexibility possible. A copy of the proposed articles can be found on the Company's website www.tizianalifesciences.com located in the "Investors" section of the website, and can be accessed by clicking on the "Investors" link in the top right of the home page and then the "Constitutional Documents" link (number 5). The principal changes are summarised below:

(i) Director's retirement

Under the current articles, at each annual general meeting: a minimum of one-third of the directors must retire from office. If the number of directors is not three or a multiple of three then the minimum number required to retire shall be the number nearest to and less than one-third. If there are fewer than three directors they shall all retire.

The directors to retire by rotation on each occasion shall be the directors who held office at the time of the two preceding annual general meetings and who did not retire at either meeting. If the number of directors retiring is less than the minimum number required, additional directors up to that number shall also retire. The additional directors to retire shall be those who have been longest in office since they were last elected. If the directors

were elected on the same day, those to retire shall (unless otherwise agreed among themselves) be determined by lot.

It is proposed to bring the retirement provisions into line with the position recommended by the UK Corporate Governance Code. Under the proposed articles, at each annual general meeting: any Director appointed by the Board since the last annual general meeting; any Director who held office at the preceding two annual general meetings and who did not retire by rotation at either of them; and any Director who agrees to do so must retire by rotation. A Director who retires, if willing to act, may be reappointed.

(ii) B Ordinary Shares

The current articles contain provisions in respect of B ordinary shares of 2.8 pence each which were issued, to shareholders who were on the register of members on 14 February 2011, at the time of the Company's reorganisation and demerger. The B ordinary shares were immediately cancelled as part of a reduction of capital and accordingly, these provisions are no longer relevant. The new articles will remove all reference to B ordinary shares.

TIZIANA LIFE SCIENCES PLC
(Incorporated in England and Wales with Registered No. 3508592)

FORM OF PROXY

**For use at the Annual General Meeting to be held at Mishcon de Reya, Summit House, 12 Red Lion Square,
London WC1R 4QD at 9:30 a.m. on 25 June 2014**

Before completing this form, please read the explanatory notes below and the notes to the notice of the annual general meeting.

I / WE, _____

being a member of Tiziana Life Sciences plc, appoint the Chairman of the meeting

or _____

(Please carefully complete using BLOCK CAPITALS and black ink)

as my/our proxy to exercise all or any of my rights to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 25 June 2014 and at any adjournment of the meeting

Please tick here if this proxy appointment is one of multiple appointments being made (see note 3 below).

Enter number of shares in relation to which your proxy is authorised to vote or leave it blank to authorise your proxy to act in relation to your full entitlement

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
Resolution 1: Annual Report and Accounts			
Resolution 2: Replacement of auditor			
Resolution 3: Re-election of Andrew Gutmann as Director			
Resolution 4: Adoption of share option scheme			
Resolution 5: Grant of authority to the Directors to allot Ordinary Shares			
Resolution 6: Disapplication of statutory pre-emption rights on allotment of shares			
Resolution 7: Adoption of new articles			

Signed.....

Date.....

NOTES:

1. If you wish to vote at the Annual General Meeting but are unable to attend in person, you may appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf by completing the form of proxy. A proxy need not be a member of the Company. Please fill in your name and address in the space provided. Unless you wish to appoint the Chairman of the meeting as your proxy, please fill in your proxy's name and address in the space provided and strike out the words "the Chairman of the meeting". If you do not fill in the name and address of the proxy, the Chairman of the meeting will be appointed as your proxy.
2. Please mark the appropriate box with an "X" to indicate how you wish your proxy to vote on each resolution. Unless otherwise instructed, the proxy may vote or abstain from voting at his discretion in respect of the resolutions specified. An abstention option has been included on the Form of Proxy. The legal effect of choosing the abstention option on any resolution is that the shareholder concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each Resolution. Your proxy will vote or abstain from voting as he thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
3. This form allows you to specify the number of shares in respect of which the proxy is to be entitled to exercise all or any of your rights to attend, speak and vote at the meeting. If you do not specify a number of shares on the form, the proxy will be deemed made in respect of your entire holding of ordinary shares in the Company. If you wish to appoint more than one proxy, you must fill in a separate proxy form for each appointment. Additional proxy forms can be obtained from the Company's registrars Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF or you may photocopy this form. You should tick the box provided to indicate that the proxy is one of multiple instructions being given and fill in the number of shares in relation to which the proxy appointed by this form is entitled to act.
4. Appointment of a proxy does not preclude a member from attending the meeting and voting in person. If a member has appointed a proxy and attends the meeting in person, such proxy appointment will automatically be terminated.
5. Any alteration to this Form of Proxy must be initialled.
6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations Act 2001, those shareholders registered in the register of members of the Company at 6.p.m on 23 June 2014 will be entitled to attend and vote (whether in person or by proxy) at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the register after such time(s) and date(s) (as applicable) shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. 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 Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF or submitted electronically via www.capitashareportal.com, not later than 48 hours, excluding non-working days, before the time appointed for holding the Annual General Meeting or in the case of a poll taken subsequently to the date of the General Meeting 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..
8. In the case of a corporation, this form must be executed under its common seal or under the hand of an officer or agent who is duly authorised in writing to sign on behalf of the Corporation. In the case of an individual, this form must be signed by the individual or by an attorney duly authorised to sign on his/her behalf. Any power of attorney or any other authority under which the form is signed (or a duly certified copy of such power of attorney or authority) must be included with this form. In the case of joint shareholders, the signature of the senior shareholder (seniority to be determined by the order in which the names stand in the register of members) shall be accepted to the exclusion of all other joint holders. The names of all joint shareholders should be stated at the top of the form.
9. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service should refer to the notes to the notice of the General Meeting.