

**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.

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## **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 30 June 2015 at 10:30 a.m.

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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 1, 34 Beckenham Road, Kent BR3 4ZF as soon as possible but in any event by not later than 10:30 a.m. on 26 June 2015. 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 Riccardo Dalla-Favera (Non-Executive Director)  
Prof Chris McGuigan (Non-Executive Director)  
Dr Kunwar Shailubhai (Non-Executive Director)

5 June 2015

Dear Shareholder,

**ANNUAL GENERAL MEETING of Tiziana Life Sciences Plc to be held on 30 June 2015**

**Introduction**

I am pleased to be writing to you with details of our Annual General Meeting (**AGM**) which we are holding on 30 June 2015 at 10:30 a.m. The formal Notice of the AGM is set out on pages 2 to 4 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 10:30 a.m. on 26 June 2015. 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 resolution 6 is proposed as a Special Resolution. For more information on the proposed Resolutions please see the explanatory notes from page 5 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 10:30 a.m. on 26 June 2015. 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 3 and 4 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 30 June 2015 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions:

**ORDINARY RESOLUTIONS**

1. That the Company's annual accounts for the year ended 31 December 2014, together with the Directors' Report and the auditors' report on those accounts, be approved.
2. That Grant Thornton UK LLP be re-appointed as auditors to the Company until the conclusion of the next annual general meeting of the Company and the directors be authorised to determine the auditors' remuneration.
3. To re-elect Prof Chris McGuigan as a director.
4. To re-elect Dr Kunwar Shailubhai as a director.
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 £923,339, 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.

## 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](http://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 10:30 a.m. on 26 June 2015 (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](http://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 actions 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 26 June 2015 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 26 June 2015 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 4 June 2015 (being the last business day prior to the publication of this notice of meeting) the Company's issued share capital consisted of 92,333,928 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 4 June 2015 are 92,333,928. Under previous authority granted by the shareholders, the directors have granted certain share options and convertible loan notes with a right to subscribe for, or to convert the security into, shares in the Company up to a maximum aggregate nominal amount of £597,288. Accordingly, if all options were exercised and all security converted, the fully diluted ordinary share capital of the Company would be 112,243,528 ordinary shares of 3 pence each.
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](http://www.capitashareportal.com) where full instructions on the procedure are given. For an electronic proxy appointment to be valid, voting instructions must be received by Capita Asset Services no later than 10:30 a.m. on 26 June 2015. 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](http://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](http://www.tizianalifesciences.com).

## EXPLANATION OF RESOLUTIONS

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Resolution 6 will be proposed as a special resolution 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 2014. The accounts can be found on the Company's website [www.tizianalifesciences.com](http://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 to re-appoint Grant Thornton UK LLP as the Company's 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.

### **Resolutions 3 and 4: Re-election of Prof Chris McGuigan and Dr Kunwar Shailubhai as Directors**

The Company's Articles of Association require that any director appointed by a decision of the directors can only hold office until the conclusion of the Company's next AGM at which they may offer themselves for re-election by the shareholders. Accordingly, Prof Chris McGuigan and Dr Kunwar Shailubhai will seek re-election at the AGM. A brief biography of each is as follows:

#### **Prof Chris McGuigan**

**Appointment to the Board:** January 2015

**Committee membership:** Audit Committee (chair) and AIM Compliance Committee

**Career experience:** Chairman of Life Sciences Hub Wales Limited, Professor of Medicinal Chemistry, School of Pharmacy and Pharmaceutical Sciences, Cardiff University (since 1994) and Director Life Sciences Research Network Wales, funded by the Welsh Government. He is also on the boards of Synergy Pharmaceuticals and ContraVir Pharmaceuticals, both New York biotechnology companies listed on NASDAQ and of Tiziana Life Sciences, an AIM listed company. He is also a member of the scientific advisory board of Nucana Biomed, an Edinburgh based company with assets in clinical trials. To date Professor McGuigan has invented three new agents that have reached clinical trials, with peak value of US\$3bn. He has over 220 peer reviewed scientific publications with over 100 patents filed.

#### **Dr Kunwar Shailubhai**

**Appointment to the Board:** January 2015

**Committee membership:** Remuneration Committee

**Career experience:** Co-Founder and Chief Scientific Officer of Synergy Pharmaceuticals, Inc., a NASDAQ-listed biotechnology company focusing on innovative therapeutics for treatment of GI

disorders, diseases and colon cancer. Dr. Shailubhai has held leadership positions at Monsanto Life Sciences Company (St. Louis, MO), Callisto Pharmaceuticals, and Synergy Pharmaceuticals Inc. At Monsanto Company Dr. Shailubhai worked on a number of projects in inflammatory diseases and cancer, and eventually headed the cancer prevention group where he initiated research programs focusing on prevention of breast, prostate, and colon cancer in humans. He also initiated discovery projects to explore the therapeutic potential of uroguanylin, a physiological agonist of guanylate cyclase-C (GC-C), in GI disorders, diseases and colon cancer. These pioneering research efforts opened a novel avenue for therapeutic applications of uroguanylin and other GC-C agonists, not only in colon cancer but also in other GI diseases such as irritable bowel syndrome-constipation (IBS-C), chronic idiopathic constipation (CIC), and inflammatory bowel disease (IBD). Dr. Shailubhai discovered several other proprietary GC-C agonists as part of the development of Synergy's discovery portfolio. Dr. Shailubhai has 17 issued patents, several pending patent applications, and 40 research publications in journals of international repute. Dr. Shailubhai also holds joint appointments as Professor at Bharuch S. Blumberg Institute, Doylestown, PA and as an Adjunct Professor at Drexel University School of Medicine, Philadelphia. Dr. Shailubhai received his M.B.A. degree in 2002 from University of Missouri at St. Louis.

#### **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 £923,339, which is equivalent to approximately 33 per cent of the issued share capital of the Company as at 4 June 2015 (being the latest practicable date prior to publication of this document). Each authority will be subject to renewal annually. As at 4 June 2015, the number of ordinary shares in issue was 92,333,928. 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 £923,339, which is equivalent to approximately 33 per cent of the issued share capital of the Company as at 4 June 2015 (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 current 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 continue to seek investment and to incentivise existing and new employees and consultants.

