

THIS DOCUMENT IS IMPORTANT. PLEASE READ IT IMMEDIATELY. If you are in any doubt about the action you should take, you are recommended to consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Phimedix Plc, please send this Document together with the accompanying Form of Proxy at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the person who now holds the shares.

PHIMEDIX PLC
Notice of Annual General Meeting
and
Authority to Allot Ordinary Shares

Notice of the Annual General Meeting of Phimedix Plc (the "**Company**") to be held at 10.00 a.m. on 5 October 2020, at Bracher Rawlins LLP, 77 Kingsway, London WC2B 6SR is set out on pages 5 and 6 of this Document.

A Form of Proxy for use at the Annual General Meeting is enclosed, and to be valid the Form of Proxy must be completed in accordance with the instructions set out on it and returned to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, as soon as possible, but in any event not later than 10.00 a.m. (London time) on 1 October 2020. The completion and depositing of a Form of Proxy will not preclude you from attending and voting in person at the Annual General Meeting should you wish to do so. Your attention is drawn to the notes to the Form of Proxy.

Your attention is also drawn to the letter from the Chairman of the Company which is set out on page 3 of this Document and recommends that you vote in favour of the resolutions to be proposed at the Annual General Meeting.

In accordance with Government legislation and related restrictions in response to COVID-19, and to minimise public health risks, the General Meeting is to be held as a closed meeting unless both the coronavirus (COVID-19) situation and the applicable guidance have changed prior to the date of the meeting. Unless Shareholders are notified otherwise by the Company prior to the date of the General Meeting, the arrangements for the meeting shall be that neither Shareholders, nor their proxies nor corporate representatives will be permitted to attend the meeting in person. As such, Shareholders are strongly encouraged to appoint the Chairman of the General Meeting to act as their proxy as no other person will be permitted to attend the meeting.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	11 September 2020
Latest time and date for receipt of Form of Proxy	10.00 a.m. (London Time) on 1 October 2020
Annual General Meeting	10.00 a.m. (London Time) on 5 October 2020

If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of a Regulatory News Service announcement.

Unless other stated, all references to time in this document are to London time.

DEFINITIONS

The following definitions apply throughout this Document and the accompanying Form of Proxy unless the context requires otherwise:

"Act"	Companies Act 2006, as amended
"Annual General Meeting" or "AGM"	the Annual General Meeting of the Company convened for 10.00 a.m. (London time) on 5 October 2020 to approve the Resolutions, or any adjournment of that meeting
"Board" or "Directors"	the Directors of the Company, whose names are set out on page 3 of this Document
"Company"	Phimedix Plc
"Form of Proxy"	the Form of Proxy for use by Shareholders at the AGM
"Ordinary Shares"	the ordinary shares of £0.001 each in the capital of the Company
"Resolutions"	the ordinary and special resolutions of the Company set out in the Notice of Meeting on pages 5 and 6.
"Shareholders"	the holders of Ordinary Shares

PHIMEDIX PLC

LETTER FROM THE CHAIRMAN

(incorporated and registered in England and Wales with registered number 8724168)

Registered Office:

Finsgate
5-7 Cranwood Street
London EC1V 9EE
United Kingdom

Directors:

Ajay Kumar Rajpal (Non-executive Director)
Nicholas Nelson (Non-executive Director)

11 September 2020

To the Shareholders

Dear Shareholder

There is attached to this Document the Notice convening an Annual General Meeting of the Company to be held at the offices of Bracher Rawlins LLP, 77 Kingsway, London WC2B 6SR at 10.00 a.m. on 5 October 2020.

The business of the AGM is set out in the Notice of AGM. The ordinary business of the AGM is the approval of the accounts of the Company for the year ended 31 March 2020, the re-election of Nicholas Nelson as a director of the Company and the re-appointment of Jeffreys Henry LLP as auditors.

ANNUAL GENERAL MEETING

At the General Meeting, you will be asked to approve by way of ordinary resolutions:

1. the approval of the accounts of the Company for the year ended 31 March 2020;
2. the re-election of Nicholas Nelson, who offers himself for re-election, under the Articles of Association of the Company; and
3. the re-appointment of Jeffreys Henry LLP as auditors and to authorise the Directors to fix the auditors' remuneration.

SPECIAL BUSINESS

It is proposed to grant the Directors authority to allot further Ordinary Shares in accordance with the Act. Resolutions 4 and 5 deal with the proposal.

Resolution 4 - To authorise the directors pursuant to Section 551 of the Act

The Act requires that the authority of the Directors to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company should be subject to the approval of Shareholders in General Meeting or to an authority set out in the Company's Articles of Association.

Resolution 4 will be proposed at the AGM, as an ordinary resolution to authorise the Directors to allot unissued shares of the Company up to a total nominal value of £25,680.05, such authority to expire on whichever is the earlier of the conclusion of the annual general meeting of the Company to be held in 2021 or the date falling eighteen months after the passing of this resolution.

Resolution 5 - To disapply the statutory pre-emption rights under Section 561 of the Act

The Act requires that any equity securities issued wholly or partly for cash must be offered to existing Shareholders in proportion to their existing holdings unless otherwise approved by Shareholders in general meeting or excepted under the Company's Articles of Association. Accordingly, a special resolution (resolution 5) will be proposed at the AGM, subject to the passing of resolution 4, to vary the Directors' authority to allot equity securities for cash other than on a pro rata basis. In the case of shares to be issued or for which rights might be granted for placings and other issues, the shares that may be allotted without being offered by way of rights to existing shareholders under the statutory pre-emption rights is to be up to an aggregate nominal amount of £25,680.05 which would provide for up to 25,680,048 new Ordinary Shares which represents about 74 per cent. of the present issued share capital. This authority will expire on the date falling eighteen months after the passing of this resolution or the date of the annual general meeting to be held in 2021, whichever is the earlier.

ACTION TO BE TAKEN

The Form of Proxy for use by Shareholders at the AGM is enclosed with this Document. If you are unable to be present at the AGM, please complete and sign the Form of Proxy and return it to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, United Kingdom, to be received as soon as possible, but in any event not later than 10.00 a.m. (London time) on 1 October 2020.

Following current guidance on social distancing, the Company has concluded it will not be possible for shareholders to attend the AGM in person unless both the coronavirus (COVID-19) situation and the applicable guidance have changed by the date of the meeting. The Company will provide any status update on its website a www.phimedix.com, but Shareholders should assume that they will not be permitted entry to the building at which the AGM is to take place, or the AGM itself.

You are entitled to appoint a proxy to attend and to exercise all or any of your rights to vote and to speak at the AGM instead of you. However, the completion and return of the Form of Proxy will not prevent you from attending the AGM and voting in person if you wish to do so. Your attention is drawn to the notes to the Form of Proxy.

In light of the Covid-19 pandemic situation, it is currently expected that no shareholders, proxies or corporate representatives will be permitted to attend the AGM in person. Shareholders are therefore urged to appoint the Chairman of the meeting as his or her proxy as no shareholders, proxies or corporate representatives will be permitted to attend the AGM in person.

RECOMMENDATION

The Board believes that the Resolutions being put to the Shareholders as described in this letter are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the AGM as they intend to do in respect of their own beneficial holdings.

Yours sincerely

Ajay Rajpal

Director

PHIMEDIX PLC
(the "Company")

(incorporated and registered in England and Wales with registered number 8724168)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Phimedix Plc will be held at 10.00 a.m. on 5 October 2020 at the offices of Bracher Rawlins LLP, 77 Kingsway, London WC2B 6SR (the "**Meeting**") to consider and, if thought fit, to pass the following ordinary and special resolutions of the Company as stated below.

ORDINARY BUSINESS

As ordinary resolutions

1. To receive and adopt the statement of accounts for the year ended 31 March 2020, together with the reports of the Directors and the auditors thereon.
2. That Nicholas Nelson a Director retiring by rotation who offers himself for re-election under the Articles of Association of the Company be and he is hereby re-elected as a Director of the Company.
3. To re-appoint Jeffrey Henry LLP, as auditors of the Company and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

As an ordinary resolution

4. THAT, in accordance with Section 551 of the Companies Act 2007, 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 a total nominal value of £25,680.05 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2021 or the date falling eighteen months after the passing of this Resolution save that the Company may, before such expiry, 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 such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with Section 551 of the Companies Act 2006, but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

As a special resolution

5. THAT, the Directors be and they are hereby empowered (in substitution for and to the exclusion of any other existing powers save to the extent that the same have been previously exercised) pursuant to Section 551 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) of the Company for cash pursuant to the authority conferred on them by Resolution 4 and to allot relevant securities as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that the disapplication of the statutory pre-emption rights is limited to up to an aggregate nominal amount of £25,680.05 in respect of Ordinary Shares which may be issued or in respect of which Rights may be granted otherwise than by way of rights issue in accordance with the statutory pre-emption rights.

This power shall (unless previously revoked or varied by the Company in General Meeting) expire eighteen months after the date of the passing of this Resolution or at the conclusion of the Annual General Meeting of the Company to be held in 2021 whichever first occurs save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Dated: 11 September 2020

By order of the Board

International Registrars Limited

Company Secretary

Registered office: Finsgate, 5-7 Cranwood Street, London EC1V 9EE, United Kingdom

Notes to the Notice of Annual General Meeting

The following notes explain your general rights as a shareholder and your right to attend and vote at this meeting or to appoint someone else to vote on your behalf. Your attention is particularly drawn to notes 1, 2, 21 and 25 in the current circumstances of the Covid-19 Pandemic.

Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

In light of the Covid-19 pandemic situation, unless both the COVID-19 situation and the applicable guidance have changed substantially prior the date of the meeting, no shareholders, proxies or corporate representatives will be permitted to attend the Meeting in person. The Company will notify shareholders if this position changes.

2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.

Shareholders are urged to appoint the Chair of the meeting as his or her proxy as, unless both the COVID-19 situation and the applicable guidance have changed substantially prior the date of the Meeting, no shareholders, proxies or corporate representatives will be permitted to attend the Meeting in person. The Company will notify shareholders if this position changes.

3. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
4. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution.

Appointment of a proxy using the hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
6. To appoint a proxy using the proxy form, it must be
 - (a) completed and signed;
 - (b) sent or delivered to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD; and
 - (c) received by the Company's registrars no later than 10.00 a.m. on 1 October 2020.
7. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001 (SI 2001/3755), specifies that only those ordinary shareholders registered in the register of members of the Company by close of business on 1 October 2020 or, if the meeting is adjourned, in the register of members at 10.00 a.m. on the day (not including non-working days) two days before the date of any adjourned meeting will be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to

entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

Appointment of proxies through CREST

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) 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.
11. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) 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: 7RA11) by **10.00 a.m. on 1 October 2020**. 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. 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(s), to procure that his 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. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. 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 (SI 2001/3755).

Appointment of proxy by joint members

14. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

Changing proxy instructions

15. To change your proxy instructions simply submit a new proxy appointment using the methods set out in paragraphs 6 or 11 above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
16. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrar as indicated in paragraph 3 above.
17. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

18. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
19. The revocation notice must be received by the Company no later than 10.00 a.m. on 1 October 2020.
20. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 21 below, your proxy appointment will remain valid.

21. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. **However, it should not be noted however that it is currently expected that no shareholders, proxies or corporate representatives will be permitted to attend the Meeting.**

Corporate representatives

22. A corporation, which is a member, can appoint one or more corporate representatives, who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

23. As at 6.00 p.m. on 9 September 2020 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 34,400,481 ordinary shares of £0.001 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on 9 September 2020 is 34,400,481. The Company holds no shares in treasury.

Communication

24. You may not use any electronic address provided either in this notice of meeting or any related documents (including the document within which this notice of meeting is incorporated and the proxy form) to communicate with the Company for any purposes other than those expressly stated.

Important Information on Format of the Meeting

25. At the date of the Notice of Meeting, due to the restrictions imposed by Government guidance to address the COVID-19 outbreak and to protect the health and well-being of shareholders, the Company's Directors, employees and advisers, the Directors have reluctantly decided that the Meeting cannot follow the usual format. The recently enacted Corporate Insolvency and Governance Act 2020 sets out that companies may hold closed general meetings up to 30 September 2020, however, it is the Company's understanding that it is likely that these measures will be extended for a further three month period (to be confirmed by the UK Government). On that basis, together with the continuing risk of localised restrictions the Company has taken the decision that a conventional general meeting is not practical unless both the coronavirus (COVID-19) situation and the applicable guidance have changed prior the date of the meeting. Unless Shareholders are notified otherwise by the Company prior to the date of the Meeting, the Meeting will be held with only the minimum number of shareholders present as required to form a quorum under the Company's Articles of Association and only to conduct the formal business of the meeting (facilitated by the Company). To ensure everyone's safety no other shareholders or proxies or corporate representatives will be permitted entry to the Meeting.

Shareholder participation is important to the Directors and all shareholders are encouraged to vote ahead of the Meeting by appointing a proxy to vote on the resolutions set out in the Notice of Meeting as soon as possible and in any event by 10.00 a.m. on 1 October 2020. Shareholders are strongly encouraged to appoint the Chairman of the Meeting as their proxy in order that the Chairman can vote according to the shareholder's wishes at the Meeting to ensure their votes on the resolutions are counted. Other named proxies will not be allowed to attend the Meeting and therefore votes of such proxies will not be counted at the Meeting. Shareholders can vote ahead of the Meeting by completing and returning a Proxy Form.

All resolutions for consideration at the Meeting will be voted on a poll, rather than a show of hands, and all valid proxy votes cast will count towards the poll votes. The results will be announced via a regulatory announcement and will be posted on the Company's website as soon as practicable after the Meeting.