

THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, or the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) ('FSMA') if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or transferred all of your Ordinary Shares, please send this document and 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 onward transmission to the purchaser or transferee.

This document does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), Ordinary Shares or an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), the Placing Shares. This document does not contain an offer of transferable securities within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA. Neither does it constitute an admission document drawn up in accordance with the AIM Rules for Companies. This document has not been examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that Admission of the Placing Shares will become effective and that dealings will commence on 20 May 2020 following the General Meeting. The Placing Shares will, when issued, rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares and otherwise rank *pari passu* in all respects with the Existing Ordinary Shares.

Your attention is drawn to the letter from the Chief Executive Officer of the Company which is set out on pages 8 to 13 (inclusive) of this document and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.

The Notice of General Meeting to be held at the offices of Bird & Bird LLP at 12 New Fetter Lane, London EC4A 1JP at 10.00 a.m. on 19 May 2020, is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed by Shareholders and returned as soon as possible but, in any event, so as to be received by the Registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by email to externalproxyqueries@computershare.co.uk by no later than 10.00 a.m. on 15 May 2020 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting). The completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

TekCapital plc

(Incorporated and registered in England and Wales with registered No. 08873361)

Conditional Placing of 9,250,000 Placing Shares at 10 pence per Placing Share to raise £925,000 and Notice of General Meeting

Nominated Adviser and Broker
S.P. Angel Corporate Finance LLP



S.P. Angel Corporate Finance LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company in connection with the proposed Placing. Persons receiving this document should note that S.P. Angel Corporate Finance LLP is not acting for anyone other than the Company (including a recipient of this document) and will not be responsible to anyone other than the Company for providing the protections afforded to clients of S.P. Angel Corporate Finance LLP or for advising any other person in respect of the proposed Placing or any transaction, matter or arrangement referred to in this document. S.P. Angel Corporate Finance LLP has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by S.P. Angel Corporate Finance LLP, for the accuracy of any information or opinions contained in this document or for the omission of any information. S.P. Angel Corporate Finance LLP, as nominated adviser and broker to the Company, owes certain responsibilities to the London Stock Exchange which are not owed to the Company or the Directors.

The Placing Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) (the '**Securities Act**') or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Australia, Canada, Japan, the Republic of Ireland or the Republic of South Africa. Accordingly, subject to certain exceptions, the Placing Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the Australia, Canada, Japan, the Republic of Ireland, the Republic of South Africa or the United States, or for the account or benefit of, US persons (as such term is defined in Regulation S under the Securities Act) or to any national, resident or citizen of Australia, Canada, Japan, the Republic of Ireland or the Republic of South Africa. The distribution of this document in other jurisdictions may be restricted by law and, therefore, persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Shareholders who are residents or citizens of any country other than the United Kingdom and any persons (including, without limitation, custodians nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the United Kingdom should seek appropriate advice before taking any action.

Copies of this document will be available free of charge to the public during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the offices of TekCapital plc at 12 New Fetter Lane, London, EC4A 1JP from the date of this document to the date of the General Meeting and also from the Company's website www.tekcapital.com.

FORWARD LOOKING STATEMENTS

This document includes 'forward-looking statements' which include all statements other than statements of historical facts, including, without limitation, those regarding the Group's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words 'targets', 'believes', 'expects', 'aims', 'intends', 'will', 'may', 'anticipates', 'would', 'could' or 'similar' expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. Please be aware that the Company's net asset value and financial results will fluctuate due to a wide variety of Company specific and macro-economic conditions. Further, due to the COVID-19 pandemic, Company results, and net assets may be negatively impacted. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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DEFINITIONS

The following words and expressions shall have the following meanings in this document unless the context otherwise requires:

‘Admission’	the admission to trading on AIM of the Placing Shares becoming effective in accordance with Rule 6 of the AIM Rules;
‘AIM’	the AIM market operated by the London Stock Exchange;
‘AIM Rules’	the rules for AIM companies as published by the London Stock Exchange from time to time;
‘Announcement’	the announcement of the conditional Placing on 1 May 2020 via a Regulatory Information Service;
‘Articles’	the articles of association of the Company;
‘Board’ or ‘Directors’	the directors of the Company;
‘Business Day’	any day which is not a Saturday, Sunday or public holiday on which banks are open for business in the City of London;
‘certificated’ or ‘in certificated form’	a share or other security which is not in uncertificated form (that is, not in CREST);
‘Circular’ or ‘this document’	this circular prepared in relation to the Placing;
‘Company’ or ‘TekCapital’	TekCapital plc, a company incorporated in England and Wales with company number 08873361 and having its registered office at 12 New Fetter Lane, London, United Kingdom, EC4A 1JP;
‘COVID-19’	the form of coronavirus disease named as such by the World Health Organisation on 11 February 2020;
‘CREST’	the computerised settlement system to facilitate transfer of title to or interests in securities in uncertificated form operated by Euroclear UK & Ireland Limited;
‘Enlarged Share Capital’	the entire issued ordinary share capital of the Company immediately following Admission;
‘Existing Ordinary Shares’	the 78,528,042 Ordinary Shares currently in issue at the date of this document;
‘Form of Proxy’	the form of proxy for use at the General Meeting which accompanies this document;
‘FSMA’	the UK Financial Services and Markets Act 2000, as amended;
‘General Meeting’	the general meeting of the Company, notice of which is set out at the end of this document;
‘Group’	the Company and its subsidiary undertakings;
‘London Stock Exchange’	London Stock Exchange plc;
‘Long Stop Date’	30 June 2020;
‘SP Angel’ or ‘Nominated Adviser’ or ‘Nomad’ or ‘Broker’	S.P. Angel Corporate Finance LLP, a company incorporated in England with company number OC317049 and having its registered office at Prince Frederick House 4th Floor, 35-39 Maddox Street, London, W1S 2PP, and who at the date of this document is the nominated adviser and broker to the Company;
‘Notice of General Meeting’	the notice of the General Meeting, which is set out at the end of this document;
‘Ordinary Shares’	ordinary shares of £0.004 each in the share capital of the

	Company;
‘Placing’	the conditional placing of the Placing Shares by SP Angel pursuant to the Placing Agreement;
‘Placing Agreement’	the conditional placing agreement entered into between the Company and SP Angel on 1 May 2020;
‘Placing Price’	10 pence per Placing Share;
‘Placing Shares’	the 9,250,000 new Ordinary Shares to be issued by the Company pursuant to the Placing;
‘Registrars’	Computershare Investor Services PLC of The Pavilions, Bridgwater Road, Bristol, BS99 6ZY;
‘Resolutions’	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting;
‘Securities Act’	the United States Securities Act of 1933 (as amended);
‘Shareholder(s)’	holder(s) of Ordinary Shares;
‘subsidiary undertakings’	has the meaning as set out in section 1162 of the Companies Act 2006;
‘UK’ or ‘United Kingdom’	the United Kingdom of Great Britain and Northern Ireland;
‘uncertificated’ or ‘in uncertificated form’	a share or security recorded in the Company’s register of members as being held in uncertificated form, title to which may be transferred by means of CREST; and
‘US’ or ‘United States’	the United States of America.

DIRECTORS, SECRETARY AND ADVISERS

Directors	Clifford (" <u>Cliff</u> ") Gross Malcolm Groat Lord David Willetts Robert Miller, MD Louis Castro	Chief Executive Officer Finance Director Non-Executive Director Non-Executive Director Non-Executive Director
Registered Office	12 New Fetter Lane London, EC4A 1JP	
Head Office	John Eccles House Robert Robinson Avenue Oxford Science Park Oxford, OX4 4GP	
Company website	www.TekCapital.com	
Company Secretary	Maxwell (" <u>Max</u> ") Inglis	
Nominated Adviser and Broker	S.P. Angel Corporate Finance LLP Prince Frederick House, 4th Floor 35-39 Maddox Street London, W1S 2PP	
Solicitors to the Company	Bird & Bird LLP 12 New Fetter Lane London, EC4A 1JP	
Auditor	HW Fisher & Company Acre House 11-15 William Road London, NW1 3 ER	
Registrars	Computershare Investor Services PLC Bridgwater Road Bristol, BS99 6ZY	

PLACING STATISTICS

Placing Price	10 pence
Total Number of Placing Shares	9,250,000
Number of Existing Ordinary Shares ⁽¹⁾	78,528,042
Enlarged Share Capital	87,778,042
Percentage of the Enlarged Share Capital represented by the Placing Shares	11.78 per cent.
Gross Proceeds of the Placing	Approximately £925,000 (US\$1,156,250)

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

This document posted to Shareholders	1 May 2020
Latest time and date for receipt of Form of Proxy	10.00 a.m. on 15 May 2020
General Meeting	10.00 a.m. on 19 May 2020
Admission and dealings in Placing Shares expected to commence on AIM	20 May 2020
Expected date for CREST accounts to be credited for Placing Shares to be held in uncertificated form	20 May 2020
Despatch of definitive share certificates in respect of the Placing Shares in be held in certificated form	Within 14 days of Admission

EXCHANGE RATE

The exchange rate used throughout this document, unless otherwise stated, is £1.00 = US\$1.25, being the closing rate on the last practicable date prior to publication of this document.

Notes:

1. As at 30 April 2020, the last Business Day prior to publication of this document.
2. Each of the times and dates above are indicative only and 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 an announcement through a Regulatory Information Service.
3. All of the above times refer to London time unless otherwise stated.
4. All events listed in the above timetable following the General Meeting are conditional on the passing at the General Meeting of the Resolutions.

LETTER FROM THE CHIEF EXECUTIVE OFFICER OF TEKCAPITAL PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered no. 08873361)

Directors:

Cliff Gross *Chief Executive Officer*
Malcolm Groat *Chief Financial Officer*
Lord David Willetts *Non-Executive Director*
Robert Miller *Non-Executive Director*
Louis Castro *Non-Executive Director*

Registered office:

12 New Fetter Lane
London
EC4A 1JP

1 May 2020

Dear Shareholder,

Placing of 9,250,000 Placing Shares at 10 pence per Placing Share and Notice of General Meeting

1. INTRODUCTION

The Company has today announced that it has conditionally raised a total of £0.925 million (approximately US\$1.15 million) (before expenses) by means of the conditional Placing and the issue of, in aggregate 9,250,000 Placing Shares at 10 pence per Placing Share.

The Placing is conditional upon Shareholder approval to be sought at a General Meeting to be held on 19 May 2020.

The Placing Price represents a discount of approximately 13 per cent. to the closing mid-market price of 11.5 pence on 30 April 2020, being the last trading day prior to the release of the announcement of the Placing.

This Circular sets out details of the conditional Placing, explains why the Directors consider the Placing to be in the best interests of the Company and its Shareholders and why the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as all of the Directors who hold Existing Ordinary Shares have irrevocably undertaken to do so in respect of their own beneficial holdings of Existing Ordinary Shares, representing, in aggregate, approximately 11 per cent. of the Existing Ordinary Share capital.

A notice for the General Meeting, which includes details of the Resolutions, is set out at the end of this document.

2. BACKGROUND TO AND REASONS FOR THE PLACING

The Company has interests in four portfolio companies that the Directors believe can be disruptive in their markets and improve the health, safety and quality of life of their customers. The financial objective of the Company is to generate significant growth in the Company's net assets and returns on invested capital resulting from the commercialisation of university generated Intellectual Property ("IP").

On 6 February 2020, the Company announced an equity placing of 14,800,000 Ordinary Shares at a price of 5 pence per Ordinary Share to raise £0.74 million (approximately \$0.962 million as at that time) to fund investment in key activities, to further develop and progress with the commercialisation of its portfolio of IP technologies and for working capital purposes. This equity placing utilised the

majority of the remaining share allotment authorities which were granted at the annual general meeting held on 5 April 2019.

Since the last fundraise, each of the portfolio companies has made progress and there are other near-term potential catalysts for further growth in the offering.

Belluscura plc (**'Belluscura'**), in conjunction with its research partner Separation Design Group LLC, filed a patent application in February 2020 covering novel integrated portable extracorporeal oxygenation and carbon dioxide removal systems for treating patients suffering from acute respiratory distress (**'ARDS'**), including ARDS caused by Coronavirus.

In addition, Belluscura anticipates receiving clearance from the US Food and Drug Administration (**'FDA'**) clearance for the X-PLO₂R™ portable oxygen concentrator in H1 2020 with manufacturing and sales of their device commencing in H2 2020. The device is designed for people requiring respiratory treatment for lung disease. Globally, more than 250 million people suffer from chronic obstructive pulmonary disease (**'COPD'**), the third leading cause of death. Additionally, as a result of the COVID-19 pandemic, a recent study has shown that recovered patients may suffer residual lung damage, potentially necessitating supplemental oxygen. Approximately US\$225,000 of the funds raised in this Placing will be used to invest in Belluscura (at the current valuation of approximately US\$9.0m (15p/share). The Company will receive one warrant for every two shares purchased, exercisable at 15p for a period of three years from the date of its investment. If the Company elects to exercise all these warrants, it would invest approximately a further US\$111,000 in Belluscura. The Company will also receive an additional option to invest up to £1.0m at a maximum price of 23p per share within 30 days following receipt of clearance from the FDA to launch and commence production of the X-PLO₂R™ portable oxygen concentrator.

In March 2020, Salarius Limited (**'Saliarius'**) announced that it had signed its first distribution deal with one of North America's largest natural food wholesalers to launch its new SaltMe!® natural potato crisps in North America. SaltMe! Crisps utilize Salarius' patented MicroSalt® to deliver full flavour with roughly 50% less sodium. Sodium consumption is a leading risk factor for hypertension which is linked to the development of cardiovascular disease, the leading cause of premature death in the world. Subsequently, on 22 March 2020, this distribution partner made an initial order to launch sales of the SaltMe!® natural potato crisps in 71 stores starting in May 2020. A further agreement was reached iLevel Brands Inc (**'iLevel Brands'**) as part of its launch of North American sales of its new SaltMe!® natural potato crisps, to expand market penetration and brand awareness for its new potato chip snack line. This agreement is expected to enhance market penetration and accelerate sales growth for the SaltMe!® product line in the second half of 2020. These agreements follow quickly on from agreements with two US food ingredient brokers, Hanks Brokerage Inc, and Accurate Ingredients Inc, announced in January 2020 and December 2019, respectively, to sell MicroSalt® to snack food companies which are expected to generate sales in H1 2020 or soon thereafter. With the pace of commercialisation increasing, the Company will use approximately US\$250,000 of funds raised in the Placing to support Salarius' growth and development.

In January 2020, Lucyd Limited (**'Lucyd'**) launched its Loud 3.0 Bluetooth enabled upgraded tech eyewear in two styles, with Bluetooth. These prescription compatible, audio glasses offer enhanced sound quality, comfort and style at an attractive price. In March 2020, Lucyd filed a new patent and a trademark on its forthcoming Vyrb™ app. Vyrb users will be able to activate smartphone actions with their voice beyond what is currently available with voice assistants, such as social media posting, with Vyrb's flexible and intuitive user experience. By using the app along with Lucyd Bluetooth glasses, the user will be able to spend less time looking at their phone, and keep more of their focus on the real world. This is especially pressing given the rise in pedestrian fatalities due to smartphone distraction. Every seven minutes, a pedestrian is struck by a vehicle in the U.S.. More pedestrians and cyclists were killed in 2018 than in any year since 1990. Deaths of pedestrians have jumped by 42% in the

last decade, and pedestrian and bicyclist fatalities continue to rise, with deaths of those on foot climbing 3.4% to 6,283 last year in the U.S. The number of people killed on roads while using bicycles and other non-motorized vehicles rose 6.3% to 857. The launch of the Vryb app is targeted for December 2020. The Company will use approximately US\$50,000 of funds raised in the Placing to support Lucyd in the development of the Vryb™ app.

In March 2020, Guident Limited (**'Guident'**) announced significant progress in the development of both its management team and its intellectual property portfolio. Guident appointed Harald Braun as the Company's Chairman and CEO, Daniel Grossman as the Company's Chief Revenue Officer, Michael Trank as VP Software Development and Dr. Gabriel Castaneda as Lead Architect, Artificial Intelligence Software. At the same time, it announced that it has received a Notice of Allowance from the United States Patent and Trademark Office for its patent application #16/386,530 entitled "Methods and Systems for Emergency Handoff of an Autonomous Vehicle" and has filed an additional patent entitled, "Intelligent Remote Monitoring and Control of Autonomous Vehicles." This brings Guident's IP portfolio to five intellectual properties, of which four have been allowed or granted. All of these patents are focused on improving the safety of Autonomous Vehicles and land-based delivery drones. The Directors believe that these developments will enable Guident to potentially make a meaningful contribution to the safety of Autonomous Vehicles and ground-based delivery drones. According to Allied Market Research the autonomous vehicle (**'AV'**) market is expected to reach \$556 billion by 2026 with a CAGR of 39%. The Company will use approximately US\$50,000 of funds raised in the Placing to support Guident's growth and development.

The Company therefore believes that it is the right time to raise further funds primarily to support the growth and development of its investee companies.

3. USE OF PROCEEDS

The net proceeds of the Placing, which are estimated to be £820,000 (US\$1.0m), will be used to invest in the Company's portfolio companies and for working capital purposes.

The Company intends to invest approximately US\$225,000 in Belluscura, through the purchase of 1,200,000 shares at 15p per share and it will receive a warrant to acquire 600,000 additional shares exercisable at 15p for a period of three years from the date of its investment. The Company also intends to invest US\$250,000 in Salarius to support Salarius' growth and development and US\$50,000 each in Lucyd and Guident to advance their commercialisation programs. The remaining US\$425,000 will be used to further support the Group's portfolio companies or as required for working capital purposes.

4. CURRENT PROSPECTS AND OUTLOOK

The Group expects to release its audited results for the year ended 30 November 2019 during May 2020.

5. DETAILS OF THE PLACING

The Company has conditionally raised £0.925 million (approximately US\$1.15 million), before expenses, by way of a conditional Placing to new and existing investors of 9,250,000 Placing Shares each at the Placing Price.

The Placing Price represents a discount of approximately 13 per cent. to the closing mid-market price of 11.5 pence on 30 April 2020, being the last trading day prior to the release of the announcement of the Placing.

Assuming the issue of all of the Placing Shares, the Placing Shares will represent approximately 11.78 per cent. of the Existing Ordinary Shares and will, when issued, represent approximately 10.54 per cent. of the Enlarged Share Capital.

The Placing Shares will, following Admission, rank in full for all dividends and distributions declared, made or paid in respect of the issued Ordinary Share capital of the Company and otherwise rank *pari passu* in all other respects with the Existing Ordinary Shares.

The Placing Shares are not being made available to the public and none of the Placing Shares are being offered or sold in any jurisdiction where it would be unlawful to do so, including Australia, Canada, Japan, the Republic of Ireland, the Republic of South Africa or the United States. As noted above, the Placing Shares have not been, and will not be, registered under the Securities Act or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Australia, Canada, Japan, the Republic of Ireland or the Republic of South Africa.

The Placing and the Placing Agreement

In connection with the Placing, on 1 May 2020 the Company entered into the Placing Agreement pursuant to which SP Angel have agreed to act as agents for the Company and use their reasonable endeavours to place the Placing Shares with certain new and existing investors. The Placing is conditional, among other things, upon: (i) the passing of the Resolutions; and (ii) Admission occurring as soon as practicable following the General Meeting or by such later time and/or date as SP Angel and the Company may agree but not later than 8.00 a.m. on the Long Stop Date.

The Placing Agreement contains customary warranties from the Company in favour of SP Angel in relation to (amongst other things) the accuracy of the information in this document and other matters relating to the Company and its business. In addition, the Company has agreed to indemnify SP Angel in relation to certain liabilities they may incur in undertaking the Placing. SP Angel has the right to terminate the Placing Agreement in certain circumstances prior to Admission. In particular, SP Angel may terminate in the event that there has been a breach of any of the warranties, the conditions of the agreement have become incapable of fulfilment or for force majeure. The Placing will not be underwritten.

6. GENERAL MEETING

The Directors do not currently have the authority to issue all of the Placing Shares simultaneously so the Placing will be subject to TekCapital's shareholders approving the Resolutions to, amongst other things, increase the Directors' authority to allot the Placing Shares, and to disapply statutory pre-emption rights, at the General Meeting. Application will be made for the Placing Shares to be admitted to trading on AIM as soon as practicable following the General Meeting.

The Company will also use this opportunity to refresh the general authority to allot Ordinary Shares and to disapply statutory pre-emption rights (in the same proportions as at the Annual General Meeting in 2019), as the Company has used up all of its general authority to issue Ordinary Shares. This will provide the Board with adequate headroom to raise new capital should the opportunity arise between the date of the General Meeting and the next Annual General Meeting. The Board are maintaining the same percentage authorities as per the last Annual General Meeting.

These authorities will be refreshed at the next Annual General Meeting. The Board is keeping the date of the next Annual General Meeting under consideration, in light of COVID-19 and in line with many other quoted companies, the Board is likely to delay holding the AGM until later in the summer in the hope that it can hold a meeting at which shareholders can physically attend.

THE BOARD STRONGLY ENCOURAGES ALL SHAREHOLDERS TO VOTE ON THE RESOLUTIONS BY PROXY BEFORE THE DEADLINE OF 10.00 A.M. ON 15 MAY 2020.

THE MOST RECENT “STAY AT HOME” MEASURES ADOPTED BY THE GOVERNMENT PROHIBIT, UNLESS ESSENTIAL FOR WORK PURPOSES, PUBLIC GATHERINGS OF MORE THAN TWO PEOPLE. THE COMPANY’S VIEW, WHICH IS SUPPORTED BY THE CHARTERED GOVERNANCE INSTITUTE (ICSA) IS THAT ATTENDANCE AT A GENERAL MEETING BY A SHAREHOLDER, OTHER THAN ONE SPECIFICALLY REQUIRED TO FORM THE QUORUM FOR THAT MEETING, IS NOT ESSENTIAL FOR WORK PURPOSES. THE COMPANY HAS ARRANGED FOR A QUORUM TO BE PRESENT IN PERSON AT THE MEETING. ACCORDINGLY, WE HEREBY NOTIFY SHAREHOLDERS THAT ANYONE SEEKING TO ATTEND THE MEETING IN PERSON WILL BE REFUSED ENTRY.

SHAREHOLDERS ARE ASKED INSTEAD TO VOTE BY PROXY BY COMPLETING THEIR FORM OF PROXY IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT BELOW

A notice is set out at the end of this document convening the General Meeting to be held at the offices of Bird & Bird LLP at 12 New Fetter Lane, London, EC4A 1JP on 19 May 2020 at 10.00 a.m. at which the following Resolutions will be proposed:

- (A) Resolution 1, which will be proposed as an ordinary resolution, is to authorise the Directors to allot relevant securities up to: (i) 9,250,000 Ordinary Shares (being an aggregate nominal value of £37,000) in connection with the Placing; and (ii) 43,889,021 Ordinary Shares (being an aggregate nominal value of £175,556.08 and 50 per cent. of the Enlarged Share Capital) otherwise than in connection with the Placing; and
- (B) Resolution 2, which will be proposed as a special resolution and which is subject to the passing of Resolution 1, is to disapply statutory pre-emption rights, provided that such authority shall be limited to the allotment of relevant securities up to: (i) 9,250,000 Ordinary Shares (being an aggregate nominal value of £37,000) in connection with the Placing; and (ii) 43,889,021 Ordinary Shares (being an aggregate nominal value of £175,556.08 and 50 per cent. of the Enlarged Share Capital) otherwise than in connection with the Placing.

Resolution 1 authorises the allotment of such number of Placing Shares as are necessary for the Placing, as well as providing the Directors with a standing authority to allot equity securities up to 43,889,021 Ordinary Shares (being an aggregate nominal value of £175,556.08 and 50 per cent. of the Enlarged Share Capital) otherwise than in connection with the Placing.

Similarly, Resolution 2 authorises the disapplication of statutory pre-emption rights in respect of such number of Placing Shares as are necessary for the Placing as well as providing the Directors with a standing authority to allot equity securities otherwise than in accordance with statutory pre-emption rights up to 43,889,021 Ordinary Shares (being an aggregate nominal value of £175,556.08 and 50 per cent. of the Enlarged Share Capital) otherwise than in connection with the Placing.

7. ACTION TO BE TAKEN

Please check that you have received the following with this document

- a Form of Proxy for use in relation to the General Meeting; and
- a reply-paid envelope for use in connection with the return of the Form of Proxy (in the UK only).

You are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon and forwarded to the Company's registrars, Computershare Investor Services Limited, submitted electronically through CREST, or scanned copies may be sent via email to the following address: externalproxyqueries@computershare.co.uk with 'TekCapital PLC General Meeting Vote' in the subject line as soon as possible, and in any event so as to be received by no later than 10.00 a.m. on 15 May 2020.

8. RECOMMENDATION AND IRREVOCABLE UNDERTAKINGS

The Directors consider the Placing to be in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as all of the Directors who hold Existing Ordinary Shares have irrevocably undertaken to do so in respect of their own beneficial holdings of Existing Ordinary Shares, representing, in aggregate, approximately 11 per cent. of the Existing Ordinary Share capital.

Yours faithfully

Clifford M. Gross Ph.D.

Chief Executive Officer

NOTICE OF GENERAL MEETING

TEKCAPITAL PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered no. 08873361)

NOTICE IS HEREBY GIVEN that a General Meeting of TekCapital plc (the '**Company**') will be held at the offices of Bird & Bird LLP at 12 New Fetter Lane, London, EC4A 1JP at 10.00 a.m. on 19 May 2020 for the purpose of considering and, if thought fit, passing the following Resolutions, which will be proposed, in the case of Resolution 1 as an ordinary resolution and in the case of Resolution 2 as a special resolution.

For the purposes of these Resolutions capitalised terms shall (unless the context requires otherwise) have the meaning ascribed to them in a circular from the Company to its Shareholders dated 1 May 2020 (the '**Circular**').

ORDINARY RESOLUTION

- 1 **THAT**, the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the '**2006 Act**') to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the Act):
- (a) up to 9,250,000 Ordinary Shares (being an aggregate nominal value of £37,000) in connection with the Placing; and
 - (b) otherwise than in connection with the Placing, up to 43,889,021 Ordinary Shares (being an aggregate nominal value of £175,556.08 and 50 per cent. of the Enlarged Share Capital).

These authorities shall be in substitution for and shall replace any existing authorities to the extent not utilised at the date this Resolution is passed and shall expire 15 months after the date of the passing of this Resolution or at the conclusion of the next AGM following the passing of this Resolution, whichever occurs first, (unless previously renewed, varied or revoked by the Company in a general meeting), save that the Company may before such expiry make offers or agreements which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of any such offer or agreement as if the authorities conferred hereby had not expired.

SPECIAL RESOLUTION

- 2 **THAT**, subject to the passing of Resolution 1, the directors of the Company be and they are hereby empowered pursuant to section 570(1) and section 571(1) of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authorities conferred by Resolution 1 as if section 561 of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:
- (a) the allotment of equity securities for cash in connection with or pursuant to an offer or invitation to apply for, equity securities:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury

shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- (b) the allotment of equity securities in connection with the Placing pursuant to the authority conferred by Resolution 1(a) above; and
- (c) the allotment (otherwise than pursuant to paragraphs 2(a) and 2(b) above) of equity securities up to 43,889,021 Ordinary Shares (being an aggregate nominal value of £175,556.08 and 50 per cent. of the Enlarged Share Capital).

This power shall expire 15 months after the date of the passing of this Resolution or at the conclusion of the next AGM following the passing of this Resolution, whichever occurs first, (unless previously renewed, varied or revoked by the Company in a general meeting), save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

By order of the Board

Max Inglis
Company Secretary

TekCapital plc

Registered office:

12 New Fetter Lane
London
EC4A 1JP

Date: 1 May 2020

Notes

- (1) Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the General Meeting. A proxy need not be a member of the Company. Your proxy could be the Chairman of the meeting or another person who has agreed to attend to represent you. However, given the limitations on physical participation (see COVID-19 update below) we recommend shareholders appoint the Chairman of the meeting as their proxy, as physical attendance at the meeting by others will be restricted in line with our Articles of Association and current guidance and legislation. Your proxy must vote as you instruct and must attend the meeting for your vote to be counted.
- (2) A Form of Proxy is enclosed for your use if desired. Please carefully read the instructions on how to complete the Form of Proxy. For a proxy to be effective, the instrument appointing a proxy together with the power of attorney or such other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority must reach the Company's Registrars, Computershare Investor Services Limited, of The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom or by scan and email to externalproxyqueries@computershare.co.uk not less than 48 hours before the time of holding of the General Meeting (excluding any part of a day that is not a Business Day). The Forms of Proxy should therefore be completed and deposited with the Company's Registrars by 10.00 a.m. on 15 May 2020. Alternatively, members may appoint a proxy electronically by visiting www.investorcentre.co.uk/eproxy. You will be asked to enter the Control Number, Shareholder Reference Number (SRN), and PIN shown on your Form of Proxy and agree to certain terms and conditions. To be valid, your proxy appointment and instructions should reach Computershare Investor Services PLC no later than 10.00 a.m. on 15 May 2020. Completion of a proxy does not preclude a member from subsequently attending and voting at the General Meeting in person if he or she so wishes, subject to current guidance and legislation (please see the COVID19 update below). If a member has appointed a proxy and attends the General Meeting in person, such proxy appointment will automatically be terminated.
- (3) Pursuant to Regulation 41 of Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders on the register of members 48 hours before the time of the General Meeting or adjourned General Meeting (excluding any part of a day that is not a Business Day), shall be entitled to attend or vote at the General Meeting in respect of the number of Existing Ordinary Shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the General Meeting.
- (4) Any member may insert the full name of a proxy or the full names of two alternative proxies of the member's choice in the space provided with or without deleting 'the Chairman of the meeting.' A proxy need not be a member of the Company, but must attend the meeting to represent the relevant member, subject to current guidance and legislation (please see the COVID19 update below). The person whose name appears first on the Form of Proxy and has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow. If this proxy form is signed and returned with no name inserted in the space provided for that purpose, the Chairman of the meeting will be deemed to be the appointed proxy. Where a member appoints as his/her proxy someone other than the Chairman, the relevant member is responsible for ensuring that the proxy attends the meeting and is aware of the member's voting intentions. Any alteration, deletion or correction made in the Form of Proxy must be initialled by the signatory/ies.
- (5) You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Existing Ordinary Shares. You may not appoint more than one proxy to exercise rights attached to any one Existing Ordinary Share. If you wish to appoint more than one proxy, please contact the Company's Registrars, Computershare Investor Services Limited on 0370 702 0000. Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, excluding public holidays. Alternatively you may write to Computershare Investor Services Limited, of The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom for additional proxy forms and for assistance.
- (6) Any corporation which is a member of the Company can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same Existing Ordinary Share.
- (7) As at the date of this document, the Company's issued share capital comprised 78,528,042 ordinary shares of one penny each. Each Ordinary Share carries the right to vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this document is 78,528,042.
- (8) A member's instructions to the proxy must be indicated in the appropriate space provided. To abstain from voting on a resolution, select the relevant 'Vote withheld' box. 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 the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her decision. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- (9) This Form of Proxy must be signed by the appointor or his attorney duly authorised in writing. The power of attorney or other authority (if any) under which the Form of Proxy is signed, or a notarially certified copy of the power or authority, must be received by the Company's registrar with the Form of Proxy. If the appointor is a corporation, the Form of Proxy should be signed on its behalf by an attorney or duly authorised officer or executed as a deed or executed under common seal. In the case of joint holders, the signature of any one of them will suffice, but the names of all joint holders should be stated.
- (10) CREST members who wish to appoint a proxy or proxies through the CREST Electronic Proxy Appointment Service may do so for the GM to be held on 19 May 2020 and any adjournment(s) thereof by following the procedures described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously-appointed proxy, which are to be transmitted through CREST, must be received by Computershare Investor Services Limited (ID 3RA50) no later than 10.00 a.m. on 15 May 2020, or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a Business Day).
- (11) 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 Registrars, in the case of a member which is a company, the revocation notice must be executed in accordance with note 12 below. 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 must be received by the Registrars not less than 48 hours (excluding any part of a day that is not a Business Day) before the time

fixed for the holding of the Meeting or any adjourned Meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

- (12) Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered. Please refer to the COVID-19 update below for information about questions at the meeting.
- (13) A corporation's form of proxy must be executed pursuant to the terms of section 44 of the Companies Act 2006 or under the hand of a duly authorised officer or attorney.
- (14) Any power of attorney or any other authority under which the proxy form is signed (or duly certified copy of such power of authority) must be included with the proxy form.

COVID-19 Update

In light of the Government's directive limiting gatherings to no more than two persons, it has become necessary to restrict physical participation at the General Meeting in line with our Articles of Association and current guidance and legislation.

The General Meeting will be kept as concise and efficient as possible and physical attendance will be limited to the minimum number of persons to ensure the meeting is quorate and to conduct the business of the meeting. Shareholders will still be able to ask questions by email ahead of the meeting. As such, we invite shareholders to submit any questions in advance of the General Meeting. Any specific questions on the business of the General Meeting and Resolution can be submitted ahead of the General Meeting by e-mail to minglis@tekcapital.com (marked for the attention of the General Counsel). We will publish these questions (other than any questions which the Directors consider to be frivolous or vexatious, or which cannot be addressed for legal or regulatory reasons) and answers on our website in the lead up to, and after, the meeting.

Shareholders who wish to vote are strongly encouraged to submit their votes by proxy as soon as possible and, in any event, by no later than 10.00 a.m. on 15 May 2020. Details of how to appoint a proxy are set out in the guidance notes to this document. Given the limitations on physical participation we recommend shareholders appoint the Chairman of the meeting as their proxy, as physical attendance at the meeting by others will be restricted in line with our Articles of Association and current guidance and legislation.

In the event that our General Meeting arrangements change, the Company will issue a further communication via a Regulatory Information Service. As such, we strongly recommend shareholders monitor such communications, which can also be found on our website at: <https://www.tekcapital.com>.