

DIACEUTICS PLC

(Incorporated in Northern Ireland under the Companies Act 2006 with registered number NI055207)

Notice is hereby given that an annual general meeting (the “**AGM**” or the “**Meeting**”) of Diaceutics PLC (the “**Company**”) will be held at 2 p.m. on 19 May 2021 at 55-59 Adelaide Street, Belfast, Northern Ireland BT2 8FE, for the purpose of considering and, if thought fit, passing the following resolutions which in respect of resolutions numbered 1 to 7 (inclusive) will be proposed as ordinary resolutions and which in respect of resolutions numbered 8 and 9 will be proposed as special resolutions.

Please refer to the Notes section below, in particular Notes 1 to 5, in relation to the effect of COVID-19 on the AGM. Shareholders are strongly recommended not to attend the AGM in person.

I/We (name in full).....

(BLOCK LETTERS)

of (address).....

being (a) holder(s) of shares in the Company hereby appoint

(add the name of the proxy you wish to appoint here – see note 3)

or failing him, the Chairman of the AGM, as my/our proxy to attend and, on a poll or on a show of hands, to vote for me/us and on my/our behalf at the AGM to be held at 55-59 Adelaide Street, Belfast, Northern Ireland BT2 8FE, at 2 p.m. on 19 May 2021, and at every adjournment thereof.

I/We direct the proxy to vote in respect of the resolutions to be proposed as shown below.

ORDINARY RESOLUTIONS	For	Against	Vote Withheld
1. To receive and consider the Company's financial statements for the financial year ended 31 December 2020 together with the directors' report and the auditors' report on those annual accounts			
2. To approve the directors' remuneration report			
3. To re-elect Deborah Lee Davis as a director of the Company			
4. To re-elect Ryan Gerald Keeling as a director of the Company			
5. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company			
6. To authorise the directors to determine the remuneration of the auditors			
7. To authorise the directors to allot ordinary shares			
SPECIAL RESOLUTIONS			
8. To authorise the directors to dis-apply statutory pre-emption rights pursuant to section 570 of the Companies Act 2006			
9. To authorise the Company to make market purchases of its ordinary shares			

Please indicate with an "X" in the spaces provided how you wish your votes to be cast. If no specific direction is given the proxy will vote or abstain at his discretion.

Dated:

Signature(s) or Common Seal
(See note 12)

Company name (if applicable)

By order of the Board

Registered Office
55-59 Adelaide Street, Belfast,
Northern Ireland
BT2 8FE

Sally Ann Craig
Company Secretary
21 April 2021

Notes:

Effect of COVID-19 restrictions on the AGM

1. Further to the UK Government's instructions at the time of writing, and to minimise public health risks, we strongly recommend that shareholders do not physically attend the AGM, and instead follow the voting guidelines below. Further details of the UK Government's regulations relating to COVID-19 can be found at www.gov.uk/coronavirus.
2. The AGM will be convened with the minimum necessary quorum of two shareholders (which will be facilitated by the Company) and will be held 55-59 Adelaide Street, Belfast BT2 8FE. This address is being provided solely for information purposes in order to ensure that the AGM is properly notified and shareholders are reminded that they are strongly advised not attend in person.
3. Given the uncertainty around whether shareholders will be able to attend the AGM, whether this is due to COVID-19 capacity and health and safety restrictions at the venue or due to a change in the situation with the COVID-19 pandemic, the board of directors (the "**Board**") requests that shareholders vote on the resolutions being put to the AGM by appointing the Chairman of the AGM as a proxy and giving voting instructions in advance, either through the CREST system or by using this proxy form. You may appoint a proxy at www.signalshares.com instead of using this form. This will ensure that your vote is counted even if attendance at the AGM is restricted or you or any other proxy you might appoint are unable to attend in person.
4. At the meeting itself, voting on all resolutions will be conducted by way of a poll rather than on a show of hands. The Company believes that this is the best and fairest way to ensure that the votes of all shareholders can be taken into account, whilst also preventing the Company and shareholders potentially breaching any applicable COVID-19 regulations.
5. The Board understands that the AGM also serves as a forum for shareholders to raise questions and comments. Therefore, if shareholders do have any questions or comments relating to the business of the meeting that they would like to ask the Board then they are asked to submit those questions in writing via email to investorrelations@diaceutics.com by no later than 2 p.m. on 17 May 2021. The Board will endeavour to publish answers to any frequently asked questions on the Company's website as soon as practicable after the AGM. Only questions from registered shareholders of the Company will be accepted.

AGM

6. Pursuant to Regulation 41(3) of the Uncertificated Securities Regulations 2001/3755, the Company specifies that only those members registered on the Company's register of members at close of business on 17 May 2021 shall be entitled to attend and vote at the AGM.
7. If you are a member of the Company at the time set out in note 6 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM. You can only appoint a proxy using the procedures set out in these notes and the notes to the Notice of AGM.
8. A proxy does not need to be a member of the Company but if you appoint another party, they must attend the AGM to represent you, and it may not be possible for any person who is not the chairman of the meeting to attend the meeting physically (see note 3 above). 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. We strongly suggest that you appoint the chairman of the meeting as your proxy.
9. You may appoint more than one proxy provided 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, please contact the Company's registrars, Link Group at the address set out in note 11, but please take into consideration the advice at note 3 above.
10. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. 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 discretion. 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.

11. To appoint a proxy using the proxy form, the form must be:
- completed and signed by you;
 - sent or delivered to Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL; and
 - received by them no later than 2 p.m. on 17 May 2021.

The Company advises shareholders to appoint a proxy electronically wherever possible. For further information on how to appoint a proxy electronically, please see note 18 below.

12. 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. 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.
13. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
14. 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.
15. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the Notice of AGM.
16. As at 5.00 p.m. on the business day immediately prior to the date of posting of this Notice of AGM, the Company's issued share capital comprised 84,068,923 ordinary shares of £0.002 each. Each ordinary share carries the right to one vote at a AGM of the Company and, therefore, the total number of voting rights in the Company as at 5.00 p.m. on the business day immediately prior to the date of posting of this Notice of AGM is 84,068,923.
17. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Link Asset Services, (ID:RA10), by 2 p.m. on 17 May 2021 (or, in the case of an adjournment of the AGM, not later than 48 hours before the time fixed for the holding of the adjourned meeting). See the notes to the Notice of AGM for further information on proxy appointments through CREST.
18. You can submit your proxy vote electronically by accessing the shareholder portal at www.signalshares.com, logging in and selecting the 'Vote Online Now' link. You will require your username and password in order to log in and vote. If you have forgotten your username or password you can request a reminder via the shareholder portal. If you have not previously registered to use the portal you will require your investor code ('IVC') which can be found on your share certificate.
19. If you are a person who has been nominated by a member to enjoy information rights in accordance with section 146 of the Companies Act 2006, you do not have the right to appoint a proxy (as that right can only be exercised by members of the Company) but you may have a right under an agreement between you and the member by whom you were nominated to be appointed, or to have someone else appointed, as a proxy for the meeting. If you have no such right or do not wish to exercise it, you may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
20. If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Companies Act 2006 to nominate another person to exercise the right to appoint a proxy, then that nominee shall have that right to the exclusion of the member.