

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. THE WHOLE TEXT OF THIS DOCUMENT SHOULD BE READ.

If you are in any doubt about the contents of this document or as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your Ordinary Shares in Verici Dx plc you should deliver this document 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 who now holds the Ordinary Shares. If you sell or otherwise transfer, or have sold or otherwise transferred, only part of your holding of Existing Shares, please retain these documents and consult the stockbroker, banker or other agent through whom the sale or transfer was made.

The issue of the New Ordinary Shares will not constitute an offer to the public requiring an approved prospectus under section 85 of the Financial Services and Markets Act 2000 (as amended) and accordingly this document does not constitute a prospectus, nor does it constitute an admission document drawn up in accordance with the AIM Rules. This document does not constitute or form part of any offer or invitation to sell or issue, or a solicitation of any offer to acquire, purchase or subscribe for, Ordinary Shares.

It is expected that Admission in respect of the Fundraising will become effective and dealings in the New Ordinary Shares will commence on 20 February 2024 (subject to the passing of the Resolutions). Subject to the passing of the Resolutions, application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. The New Ordinary Shares will, when issued, rank *pari passu* in all respects with the Existing Shares, including the right to receive all dividends or other distributions declared, made or paid on or after the date that they are issued.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the Financial Conduct Authority ("**FCA**"). Neither the FCA nor the London Stock Exchange has examined or approved the contents of this document. Neither the Existing Shares nor the New Ordinary Shares are or will be traded on any other investment exchange and no application has been or will be made for the Existing Shares or the New Ordinary Shares to be admitted to trading on any such exchange.

A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an appropriately authorised independent financial adviser.

Verici DX plc

(Incorporated in England and Wales with registered no. 12567827)

Placing of 69,111,111 Placing Shares at 9 pence per new Ordinary Share Retail Offer of up to 3,111,111 Retail Offer Shares at 9 pence per new Ordinary Share and Notice of General Meeting

This document should be read in its entirety and in conjunction with the Notice of General Meeting. Your attention is drawn to the letter from the Chairman of the Company, set out on pages 12 to 19 of this

document, and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.

Notice of a General Meeting of Verici Dx plc to be held at Shoosmiths LLP's office in London at No. 1 Bow Churchyard, London, EC4M 9DQ at 12.00 p.m. on 19 February 2024 is set out at the end of this document. You will not have received a hard copy Proxy Form for the General Meeting in the post. You can instead submit your proxy vote electronically by accessing the shareholder portal at www.signalshares.com as soon as possible and, in any event, not later than 12.00 p.m. on 15 February 2024.

Shareholders who hold their Existing Shares in uncertificated form in CREST may alternatively use the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual as explained in the Notes to the Notice of General Meeting accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Link Group by no later than 12.00 p.m. on 15 February 2024 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a business day) before the time fixed for the adjourned meeting).

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io and refer to the Notes to the Notice of General Meeting accompanying the Notice of General Meeting at the end of this document. Your proxy must be lodged by 12.00 p.m. on 15 February 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting.

You may request a hard copy Proxy Form directly from the Registrars, Link Group by emailing shareholderenquiries@linkgroup.co.uk, calling on 0371 664 0300, or by post at Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The Registrars are open between 09:00 a.m. - 17:30 p.m., Monday to Friday excluding public holidays in England and Wales. The completed Proxy Form should be returned to Link Group as soon as possible and, in any event, by not later than 12.00 p.m. on 15 February 2024.

Singer Capital Markets Securities Limited ("**Singer Capital Markets**"), which is authorised and regulated in the United Kingdom by the FCA, is acting for the Company and for no one else in connection with the Placing and the transactions and arrangements described in this document, and accordingly will not be responsible to any person other than the Company for providing the protections afforded to customers of Singer Capital Markets, or for providing advice to any other person in relation to the arrangements described in this document.

Singer Capital Markets Advisory LLP ("**SCM Advisory**"), which is authorised and regulated in the United Kingdom by the FCA, is acting as nominated adviser to the Company for the purposes of the AIM Rules and no-one else in connection with the Placing and the transactions and arrangements described in this document and will not be responsible to any other person as a client in relation to the Placing or the transactions and arrangements described in this document. SCM Advisory's responsibilities as the Company's nominated adviser under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company, any Director or to any other person.

The release, publication or distribution of this document into certain jurisdictions may be restricted by law, and any persons into whose possession this document comes should therefore inform themselves about and observe any applicable restrictions or requirements. No action has been taken by the Company or that would permit possession or distribution of this document in any jurisdiction where action for that purpose is required. Any failure to comply with any such restrictions or requirements may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell, otherwise dispose of, issue or purchase, any security (including, without limitation, the New Ordinary Shares). Copies of this document can be downloaded from the Company's website,

www.vericidx.com. However, the contents of the Company's website or any hyperlinks accessible from the Company's website do not form part of this document and Shareholders should not rely on them.

The New Ordinary Shares have not been, nor will they be, registered under the US Securities Act 1933, as amended, ("**Securities Act**") and may not be offered, sold or delivered in, into or from the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Subject to certain exemptions, this document does not constitute an offer of Ordinary Shares to any person with a registered address, or who is resident in, the United States. There will be no public offer in the United States. The New Ordinary Shares will not qualify for distribution under the relevant securities laws of Australia, Hong Kong, New Zealand, Canada, the Republic of South Africa or Japan, nor has any prospectus in relation to the New Ordinary Shares been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exemptions, the New Ordinary Shares will not be offered, sold, taken up, delivered or transferred in, into or from a Restricted Jurisdiction or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction. This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any Ordinary Shares to any person in a Restricted Jurisdiction and is not for distribution in, into or from a Restricted Jurisdiction. The New Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, or any other securities commission or regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the placing of the Placing Shares or the issue of the Retail Offer Shares nor have they approved this document or confirmed the accuracy or adequacy of any information contained in it. Any representation to the contrary is a criminal offence in the US.

This document includes statements that are, or may be deemed to be, forward-looking statements that are based on current expectations or beliefs, as well as assumptions about future events. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "anticipates", "targets", "aims", "continues", "expects", "intends", "hopes", "may", "will", "would", "could" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not facts. They appear in a number of places throughout this document and include statements regarding the Directors' intentions, beliefs or current expectations concerning, amongst other things, the Company's results of operations, financial condition, liquidity, prospects, growth and strategies. By their nature, forward-looking statements contained in this document based on past trends or activities should not be taken as a representation that such trends or activities will continue in the future. Subject to any requirement under the AIM Rules or other applicable legislation or regulation, neither the Company nor SCM Advisory or Singer Capital Markets undertakes any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Undue reliance should not be placed on forward-looking statements, which speak only as of the date of this document. There are several factors which could cause actual results to differ materially from those expressed or implied in forward-looking statements. Among the factors that could cause actual results to differ materially from those described in the forward-looking statements are changes in expectations and assumptions used and changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or dispositions.

Where third party information has been used in this document, the source of such information has been identified. The Company takes responsibility for compiling and extracting, but has not independently verified, market data provided by third parties or industry or general publications and takes no further responsibility for such data.

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DIRECTORS & ADVISERS

Directors

Sara Barrington (*Chief Executive Officer*)
Julian Baines (*Non-Executive Chairman*)
James McCullough (*Non-Executive Director*)
Dr. Erik Lium (*Non-Executive Director*)
Sir Ian Carruthers, OBE
(*Senior Independent Non-Executive Director*)
Dr. Lorenzo Gallon, MD
(*Independent Non-Executive Director*)

Company Secretary

Salim Hamir

Company's Nominated Adviser

Singer Capital Markets Advisory LLP
1 Bartholomew Lane
London
EC2N 2AX

Company's Broker

Singer Capital Markets Securities Limited
1 Bartholomew Lane
London
EC2N 2AX

Legal Advisers to the Company

Shoosmiths LLP
No 1 Bow Churchyard
London
EC4M 9DQ

Legal Advisers to the Nominated Adviser & Broker

Brown Rudnick LLP
8 Clifford Street
London
W1S 2LQ

Registrars

Link Group
Central Square
29 Wellington Street
Leeds
LS1 4DL

FUNDRAISING STATISTICS

Number of Existing Shares as at the date of this document	170,319,245
Number of Placing Shares to be issued	69,111,111
Issued share capital as enlarged by the Placing Shares	239,430,356
Maximum number of Retail Offer Shares	3,111,111
Maximum number of New Ordinary Shares to be issued pursuant to the Fundraising	72,222,222
Maximum Enlarged Issued Share Capital	242,541,467
Issue Price	9 pence
Maximum aggregate gross proceeds of the Fundraising	Up to £6.5 million
Number of Placing Shares as a percentage of the Existing Shares	40.58%
Maximum number of New Ordinary Shares to be issued pursuant to the Fundraising as a percentage of Existing Shares	42.40%
Maximum number of New Ordinary Shares to be issued pursuant to the Fundraising as a percentage of the maximum Enlarged Issued Share Capital	29.78%

The statistics above assume that all of the Retail Offer Shares are subscribed for in the Retail Offer and the passing of the Resolutions at the General Meeting and therefore the Admission of all New Ordinary Shares pursuant to the Fundraising.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Placing Launch Announcement	7 a.m. on 24 January 2024
Result of Placing Announcement	24 January 2024
Retail Offer opens via BookBuild Platform	25 January 2024
Publication of this document	26 January 2024
Retail Offer closes via BookBuild Platform	1.00 p.m. on 13 February 2024
Announcement of the result of the Retail Offer	13 February 2024
Latest time and date for receipt of proxy votes for the General Meeting	12.00 p.m. on 15 February 2024
General Meeting	12.00 p.m. on 19 February 2024
Announcement of Result of General Meeting	19 February 2024
Admission and commencement of dealings in the New Ordinary Shares	8.00 a.m. on 20 February 2024
Expected date for CREST accounts to be credited in respect of the New Ordinary Shares	As soon as possible after Admission on 20 February 2024
Where applicable, expected date for dispatch of share certificates in respect of the New Ordinary Shares	As soon as possible after Admission on 20 February 2024

Notes

1. Some 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 released by the Company through a Regulatory Information Service.
2. All of the above times refer to London time unless otherwise stated.
3. Events listed in the above timetable following the General Meeting are conditional on the passing of the Resolutions at the General Meeting.

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

Act:	Companies Act 2006 (as amended);
Admission:	the admission of the New Ordinary Shares to trading on AIM in accordance with Rule 6 of the AIM Rules;
AIM:	the market of that name operated by the London Stock Exchange;
AIM Rules:	the AIM Rules for Companies published and amended by the London Stock Exchange from time to time;
AIM Rules for Nominated Advisers:	the AIM Rules for Nominated Advisers published by the London Stock Exchange as amended from time to time;
board	the board of directors of the Company, or any duly authorised committee thereof;
Bookbuild Platform	means the online capital markets platform developed by BB Technology Limited;
business day:	a day (excluding Saturdays, Sundays and public holidays) on which banks are generally open for business in the City of London;
certificated or in certificated form:	where a share or other security is not in uncertificated form (that is, not in CREST);
Circular:	this circular to Shareholders giving (amongst other things) details of the Fundraising and incorporating the Notice of General Meeting;
CREST:	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
CREST Manual:	the CREST Manual referred to in agreements entered into by Euroclear and available at www.euroclear.com ;
CREST member:	a person who has been admitted to CREST as a system-member (as defined in the CREST Regulations);
CREST Regulations:	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force;
CREST sponsor:	a CREST participant admitted to CREST as a CREST sponsor;
Director:	any member of the Company's board of directors;
EEA:	the European Economic Area;
EIS/VCT Placing:	means the placing of the EIS/VCT Placing Shares by Singer Capital Markets pursuant to the Placing Agreement;

EIS/VCT Placing Shares:	means 60,038,866 new Ordinary Shares to be issued by the Company pursuant to the EIS/VCT Placing;
EIS relief:	relief from United Kingdom tax under Part 5 of the Income Tax Act 2007 and any provisions of United Kingdom or European law referred to therein;
Enlarged Issued Share Capital:	242,541,467 Ordinary Shares which shall be in issue immediately following Admission of the New Ordinary Shares (assuming all Retail Offer Shares are subscribed for in the Retail Offer and the passing of the Resolutions at the General Meeting);
Euroclear:	Euroclear UK & International Limited, a company incorporated under the laws of England and Wales;
Existing Shares:	the 170,391,245 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM;
FCA:	the UK Financial Conduct Authority;
Fundraising:	means the Placing and the Retail Offer;
General Meeting:	the general meeting of the Company convened for 12:00 p.m. on 19 February 2024 (or any adjournment thereof) at which the Resolutions will be proposed, notice of which is set out at the end of this Circular;
Group:	the Company and its subsidiaries and subsidiary undertakings (each as defined in the Act);
Intermediaries:	any financial intermediary that is appointed by Singer Capital Markets in connection with the Retail Offer after the date of the Placing Agreement and " Intermediary " shall mean any one of them;
Issue Price:	9 pence per New Ordinary Share;
London Stock Exchange:	London Stock Exchange plc;
New Ordinary Shares:	means the Placing Shares and the Retail Offer Shares and any one of them a " New Ordinary Share ";
nominated adviser:	has the meaning given to the expression "nominated adviser" in the AIM Rules;
Non-EIS/VCT Placing:	the placing of the Non-EIS/VCT Placing Shares by Singer Capital Markets pursuant to the Placing Agreement;
Non-EIS/VCT Placing Shares:	means 9,072,245 new Ordinary Shares to be issued by the Company pursuant to the Non-EIS/VCT Placing that are not EIS/VCT Placing Shares;
Notice of General Meeting:	the notice of General Meeting set out at the end of this Circular;
Ordinary Share:	ordinary share of £0.001 each in the capital of the Company;
Placees:	persons who agree to subscribe for Placing Shares at the Issue Price;

Placing:	the conditional placing by Singer Capital Markets as agent of the Company of the Placing Shares at the Issue Price in accordance with the Placing Agreement comprising the EIS/VCT Placing and the Non-EIS/VCT Placing;
Placing Agreement:	the placing agreement entered into on 24 January 2024 between the Company, SCM Advisory and Singer Capital Markets;
Placing Shares:	together, the EIS/VCT Placing Shares and the Non-EIS/VCT Placing Shares expected to be issued pursuant to the Placing;
£, GBP, pounds, pound sterling or sterling, p, penny or pence:	the lawful currency of the United Kingdom;
Proxy Form:	the form of proxy for use by Shareholders in connection with the General Meeting, which may be requested from Link Group;
Registrars:	Link Group;
Regulatory Information Service:	the meaning given to it in the AIM Rules;
Resolutions:	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting;
Restricted Jurisdiction:	the United States (including its territories and possessions, any state of the United States and the District of Columbia), Australia, Canada, Japan, New Zealand, the Republic of South Africa or any other jurisdiction in which publication of this Circular and/or the offer of the New Ordinary Shares would be unlawful;
Retail Investors:	existing Shareholders of the Company who are resident in the United Kingdom and are a customer of an Intermediary who agrees conditionally to subscribe for Retail Offer Shares;
Retail Offer:	the offer of the Retail Offer Shares via the BookBuild Platform, through Intermediaries, to Retail Investors;
Retail Offer Shares:	means up to 3,111,111 new Ordinary Shares to be issued by the Company pursuant to the Retail Offer;
SCM Advisory:	means Singer Capital Markets Advisory LLP, the Company's nominated adviser;
Securities Act:	the United States Securities Act of 1933, as amended;
Singer Capital Markets:	Singer Capital Markets Securities Limited;
Shareholders:	holders of Ordinary Shares;
Substantial Shareholder:	a person who holds any legal or beneficial interest directly or indirectly in 10 per cent. or more of the ordinary shares of a company admitted to trading on AIM as more fully defined in the AIM Rules;
UK or United Kingdom:	the United Kingdom of Great Britain and Northern Ireland;

uncertificated or in **uncertificated form**:

in respect of a share or other security, where that share or other security is recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which may be transferred by means of CREST;

US or United States:

United States of America;

VCT relief:

relief from United Kingdom tax under Part 6 of the Income Tax Act 2007 and any provisions of UK or European law referred to therein; and

Verici, Verici Dx or the Company:

Verici Dx plc, a company incorporated in England and Wales with registered number 12567827 and whose registered office is at Avon House, 19 Stanwell Road, Penarth, Cardiff, United Kingdom, CF64 2EZ.

LETTER FROM THE CHAIRMAN

Verici Dx plc

(Incorporated in England and Wales under the Companies Act 2006 with registered no. 12567827)

Directors:

Sara Barrington (*Chief Executive Officer*)
Julian Baines (*Non- Executive Chairman*)
James McCullough (*Non-Executive Director*)
Dr. Erik Lium (*Non-Executive Director*)
Sir Ian Carruthers, OBE (*Senior Independent Non-Executive Director*)
Dr. Lorenzo Gallon, MD (*Independent Non-Executive Director*)

Registered Address:

Avon House
19 Stanwell Road
Penarth
Cardiff, CF64 2EZ

26 January 2024

To Shareholders and, for information only, to holders of options over Ordinary Shares

Dear Shareholder,

Placing of 69,111,111 Placing Shares at 9 pence per new Ordinary Share

Retail Offer of up to 3,111,111 Retail Offer Shares at 9 pence per new Ordinary Share

and

Notice of General Meeting

FX rate USD 1.268: GBP 1

Introduction

The Company announced on 24 January 2024 that it had conditionally raised approximately £6.22 million through the placing of 69,111,111 Placing Shares with existing and new investors at the Issue Price. 86.87 per cent. of the Placing Shares are intended to be EIS/VCT qualifying and the 69,111,111 Placing Shares represent approximately 40.58 per cent. of the existing issued share capital of the Company.

In addition to the Placing, there is a separate conditional retail offer to existing retail Shareholders via the BookBuild Platform (the “**Retail Offer**”) to raise further proceeds of up to £0.28 million (before expenses) at the Issue Price via the issue of up to 3,111,111 further new Ordinary Shares (the “**Retail Offer Shares**”).

The Directors were granted authorities to allot Ordinary Shares for cash and to disapply pre-emption rights under section 551 and section 571 of the Act at the Annual General Meeting of the Company held on 29 June 2023 (“**Existing Authorities**”). Pursuant to the Existing Authorities, the Directors currently have authority to issue and allot new Ordinary Shares for cash up to an aggregate nominal amount of £34,063.85 (that is 34,063,850 new Ordinary Shares).

The Existing Authorities are therefore insufficient to allow the total number of New Ordinary Shares to be issued and Admission to proceed. Accordingly, the Fundraising is subject to sufficient further authority to issue and allot new Ordinary Shares on a non-pre-emptive basis being granted by Shareholders at a general meeting of the Company and is therefore conditional, *inter alia*, on the passing of the Resolutions by the Shareholders at the General Meeting, which has been convened for 19 February 2024, notice of which is set out at the end of this document. The further authority to issue and allot new Ordinary Shares to be obtained at the General Meeting is in addition to the Existing Authorities. The Existing Authorities will not be used by the Company for the purposes of issuing the New Ordinary Shares pursuant to the

Fundraising and consequently, the Company will retain those Existing Authorities until its next annual general meeting when they are due to expire.

The Resolutions will be held on a poll. If the Resolutions are passed, Admission of the New Ordinary Shares is expected to occur at 8.00 a.m. on 20 February 2024.

The purpose of this document is to explain the background to and reasons for and why the Directors believe it to be in the best interests of the Company and its Shareholders as a whole that you vote in favour of the Resolutions at the General Meeting, which has been convened for 12.00 p.m. on 19 February 2024, at Shoosmiths LLP's office in London at No. 1 Bow Churchyard, London, EC4M 9DQ. The Notice of General Meeting is set out at the end of this document.

Please see the paragraph heading '*IMPORTANT NOTICE REGARDING THE GENERAL MEETING*' set out toward the end of this letter.

Background, to and reasons for, the Fundraising

The global licensing and commercialisation agreement with Thermo Fisher Scientific (the "**License Partner**") announced on 15 November 2023 (the "**License Deal**") has increased the cash resources and runway of the Company, by partially monetising value from one of the products in its portfolio, the pre-transplant test, Clarava™, for use with transplant patients receiving a kidney from a deceased donor. The License Deal also included payment for a non-exclusive license by the License Partner to access part of the Company's biorepository of urine samples from transplant patients.

The Company remains focused on rigorous cost control and current product development activities are necessarily managed within funds available from cash resources and future income.

Management intends to deploy more resources in product development and commercialization (including, but not limited to, through distribution deals, out-licensing or the creation of strategic value), in order to accelerate and amplify potential returns.

As of 31 December 2023, the Company had unaudited net cash of c.£2.08 million (\$2.64 million) which included c.£1.18 million (\$1.50 million) from initial receipts under the previously announced License Deal. This, in combination with additional further cash inflows from the License Deal of c.£2.76 million (\$3.50m) in 2024 and anticipated Tutivia™ and other revenue in FY24 of c.£2.84 million (c.\$3.60m), provides a cash runway into January 2025 (before the effects of any additional fundraising).

The Company recognises the risks associated with the launch of a new test (including the time to obtain the initial local coverage determination) and, taking into account the potential timing effects of this for the build-up of Tutivia™ sales in 2024, is reducing its expectations for Tutivia™ revenue for 2024. The effect of this reduction is expected to be at least partially offset by revenue from other sources including research collaborations.

There are two additional sources of cash inflows from the License Deal which the Company has assumed will be received in FY25, being a further commercial milestone payment in addition to ongoing royalties on tests sold.

Management believes that the Placing provides certainty of funds to capitalise on a number of growth initiatives in parallel with existing activities, diversify risk and reach outcomes sooner than if the Company were to fund its corporate development by other means. Following the Placing, the Company's cash runway will be extended into 2026.

Use of Proceeds

The License Deal has extended the Company's cash runway and allowed some re-allocation of resources previously committed to the further development and commercialisation of Clarava™ and has also prompted a fresh evaluation of growth opportunities.

The net proceeds of the Fundraising will be used, together with the Company's existing available resources, to:

- fund additional headcount in bioinformatics to support increased analysis, further validation or utility data and potentially strengthen the positioning of the existing unlicensed portfolio products, Tutivia™ and Protega™, as well as support the creation of potential value in the Company's research asset (comprising samples and data) over the longer term;
- increase the market development budget to accelerate product awareness and adoption for existing products, in particular the commercial stage post-transplant test, Tutivia™;
- develop and validate existing product initiatives, e.g. the Living Donor version of the pre-transplant test, Clarava™, and the longer-term outcome test, Protega™, by analysing current and additional data from an extended study and/or externally sourced samples; and
- identify prospective new tests complementary to the Company's current portfolio from its biorepository and undertake further product development work.

Overall, the Directors consider that the investment of the net proceeds of the Fundraising has the potential to amplify the clinical adoption of all of the Company's products through the generation of a greater number of, and/or stronger, claims with regard to their application and utility.

Additional funds raised over the requirements for these areas will be used to provide additional working capital and/or to invest in a suite of value-enhancing initiatives for Verici, which may include in-licensing of complementary technologies and evaluating the application of the Company's technology and approach to other areas of interest.

Given the anticipated developments in the transplant industry, the Directors consider that it is a compelling time to invest in a suite of value-enhancing initiatives for Verici Dx. The planned investments are expected to generate further newsflow and to enhance the strategic value of the Company overall.

The Fundraising

Placing

The Placing comprises the placing of the EIS/VCT Placing Shares intended to qualify for the purpose of EIS or VCT (such terms as defined below) and the placing of Non-EIS/VCT Placing Shares.

As part of the Placing, the Company has conditionally raised funds by the issue of EIS/VCT Placing Shares to Venture Capital Trusts ("**VCTs**") and investors seeking tax relief under the Enterprise Investment Scheme ("**EIS**"). The EIS/VCT Placing Shares to be issued pursuant to the Placing are intended to rank as "*eligible shares*" for the purposes of EIS and VCT investors and a "*qualifying holding*" for the purposes of an investment by VCTs, each pursuant to the relevant respective sections of the Income Tax Act 2007 ("**ITA 2007**").

The Company has not made an advanced assurance application to HM Revenue & Customs ("**HMRC**") in respect of EIS qualification of this Placing, but the Company has obtained a written opinion from specialist tax advisers confirming that the Company would, subject to the relevant limits on such issuances, be able to issue the EIS/VCT Placing Shares in respect of VCT investors as "*eligible shares*" under the relevant sections of the ITA 2007.

Neither the Company nor the Directors have given any warranties or undertakings that EIS reliefs or VCT reliefs will be granted in respect of the EIS/VCT Placing Shares. Neither the Company nor the Directors have given any warranties or undertakings that EIS reliefs or VCT reliefs, if granted, will not be withdrawn. If the Company carries on activities beyond those disclosed to HMRC in a prior advance clearance obtained in connection with a previous placing, then shareholders may cease to qualify for the tax benefits. Placees must take their own advice and rely on it.

The allotment and issue of the EIS/VCT Placing Shares and the Placing Shares as a whole are conditional upon Admission and, once made, such allotments under the EIS/VCT Placing will remain valid regardless of whether Admission occurs and the Non-EIS/VCT Placing completes.

Retail Offer

The Company values its existing retail shareholder base and believes that it is appropriate to provide its eligible existing retail Shareholders in the United Kingdom the opportunity to participate in the Fundraising through the Retail Offer.

Singer Capital Markets are acting as retail offer coordinator in relation to the Retail Offer (the “**Retail Offer Coordinator**”).

The Retail Offer is open to eligible investors in the United Kingdom and was launched on 25 January 2024 via the BookBuild Platform and will be open for applications up to 1.00 p.m. on 13 February 2024. The Retail Offer may close early if it is oversubscribed.

An announcement was made by the Company regarding the Retail Offer and its terms on 25 January 2024 (“**Retail Offer Announcement**”). Those retail investors who subscribe for Retail Offer Shares pursuant to the Retail Offer will do so pursuant to the terms and conditions of the Retail Offer contained in that Retail Offer Announcement.

The result of the Retail Offer is expected to be announced by the Company on or around 13 February 2024. For the avoidance of doubt, the Retail Offer is in addition to the Placing and not part of the Placing. The Placing is not conditional upon the Retail Offer.

Existing retail Shareholders can contact their broker or wealth manager (“**Intermediary**”) to participate in the Retail Offer. In order to participate in the Retail Offer, each Intermediary must be on-boarded onto the BookBuild Platform and agree to the final terms and the retail offer terms and conditions, which regulate, *inter alia*, the conduct of the Retail Offer on market standard terms and provide for the payment of commission to any Intermediary that elects to receive a commission and/or fee (to the extent permitted by the Handbook Rules of the FCA) from the Retail Offer Coordinator (on behalf of the Company). Once an application for Retail Offer Shares has been made and accepted via an Intermediary, it cannot be withdrawn.

Eligible retail Shareholders seeking to invest in Retail Offer Shares may be eligible for relief under EIS. Further information in relation to the potential eligibility of the Retail Offer Shares under the EIS is provided in the Retail Offer Announcement.

The Company has reserved the right to scale back any order under the Retail Offer at its discretion and to reject any application for subscription under the Retail Offer without giving any reason for such rejection.

The Retail Offer Shares will, when issued, be credited as fully paid and will rank *pari passu* in all respects with existing Ordinary Shares including the right to receive all dividends and other distributions declared, made or paid after their date of issue.

The Fundraising is conditional (amongst other things) on the Placing Agreement not having been terminated, the passing of the Resolutions at the General Meeting and Admission of the New Ordinary Shares occurring on or before 8.00 a.m. on 20 February 2024 (or such later date and/or time as Singer Capital Markets and the Company may agree, being no later than 8.00 a.m. on 5 March 2024).

SCM Advisory, which is authorised and regulated in the United Kingdom by the FCA, is acting as nominated adviser to the Company in connection with the Fundraising for the purposes of the AIM Rules.

Placing Agreement

Pursuant to the Placing Agreement, Singer Capital Markets, as agent for the Company, has conditionally agreed to use reasonable endeavours to procure Placees for the Placing Shares at the Issue Price.

The Placing is conditional upon (amongst other things):

- (i) the Company having fully complied with its obligations and undertakings under the Placing Agreement which fall to be performed or satisfied prior to Admission;
- (ii) warranties contained or referred to in the Placing Agreement ("**Warranties**") being true, accurate and not misleading as at such times and on each of the dates that they are given pursuant to the terms of the Placing Agreement, in each case, as though they had been given and made at such times and on such dates by reference to the facts and circumstances from time-to-time subsisting;
- (iii) the Resolutions being passed at the General Meeting; and
- (iv) Admission of the New Ordinary Shares taking place not later than 8.00 a.m. on 20 February 2024 or such later date as the Company and Singer Capital Markets may agree, but in any event not later than 8.00 a.m. on 5 March 2024.

The Placing Agreement contains customary warranties from the Company in favour of Singer Capital Markets and SCM Advisory in relation to, *inter alia*, the accuracy of the information in the documentation published in connection with the Fundraising and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify Singer Capital Markets and SCM Advisory in relation to certain liabilities that they may incur in respect of the Placing and the implementation of the Retail Offer.

Singer Capital Markets (acting in good faith) has the right to terminate the Placing Agreement in certain circumstances prior to Admission, including (but not limited to):

- (i) in the event that there has been a breach by the Company of any of the Warranties or any of the Warranties is not, or has ceased to be, true, accurate and not misleading;
- (ii) in the opinion of the Singer Capital Markets (acting in good faith) there has been a material adverse change (arising prior to Admission) in or affecting, or any development reasonably likely to result in a material adverse change in or affecting, the condition (financial, operational, legal, or otherwise) or the earnings, management, results of operations, business affairs, solvency or prospects of the Company or the Group (taken as a whole), whether or not arising in the ordinary course of business and whether or not foreseeable at the date of the Placing Agreement; or
- (iii) where there has occurred, or in the opinion of the Singer Capital Markets (acting in good faith) it is reasonably likely that there will occur:
 - (a) any material adverse change in the financial markets in the United Kingdom, any member state of the EEA, the United States or the international financial markets, any outbreak or escalation of hostilities or war, act of terrorism, declaration of emergency or martial law or other calamity or crisis or event or any change or development involving a prospective change in national or international political, financial, economic, monetary or market conditions or currency exchange rates or controls; or
 - (b) notice having been given by SCM Advisory to terminate the nominated adviser agreement between the Company and SCM Advisory dated 10 September 2020 or any matter arises which SCM Advisory considers (acting in good faith) may adversely affect its ability to perform its functions under the AIM Rules or the AIM Rules for Nominated Advisers or fulfil the obligations of a nominated adviser to the Company; or
 - (c) the application for Admission being withdrawn or refused by the London Stock Exchange or, in the opinion of Singer Capital Markets (acting in good faith), will not be granted.

The Placing Agreement also provides for the Company to pay all agreed costs, charges and expenses of, or incidental to, the Fundraising and Admission including all legal and other professional fees and expenses stipulated in the Placing Agreement.

Related Party Transactions

Christopher Mills/Harwood Capital LLP¹ ("**Harwood Capital**"), a Substantial Shareholder in the Company, has confirmed its conditional participation in the Placing and will invest in 3,333,333 Placing Shares for the consideration of £300,000 at the Issue Price. Immediately prior to this announcement, Harwood Capital owned 30,437,500 Ordinary Shares, representing approximately 17.87 per cent. of the Existing Shares. As a Substantial Shareholder, the participation of Harwood Capital in the Placing constitutes a related party transaction pursuant to Rule 13 of the AIM Rules.

Additionally, the Chairman of the Company, Julian Baines, has conditionally participated in the Placing for, 277,777 Ordinary Shares at the Issue Price, raising gross proceeds of approximately £25,000.

Director	Number of Ordinary Shares held as at the date of this Announcement	Number of Placing Shares subscribed for in the Placing	Number of Ordinary Shares held on Admission	Percentage of issued ordinary share capital as enlarged by the Placing ²
Julian Baines	1,351,713	277,777	1,629,490	0.68%

The independent Directors, (being the Directors other than Julian Baines), having consulted with SCM Advisory, consider that the participations by Harwood Capital and Julian Baines in the Placing are each fair and reasonable in so far as Shareholders are concerned.

Notes:

1. Christopher Mills is the controlling shareholder and CEO of Harwood Capital LLP and its associate Harwood Capital Management (Gibraltar) Ltd, which act as administrator or investment manager to two investment trusts on whose boards Christopher Mills serves. The interests of these investment trusts are therefore aggregated with those of Christopher Mills (which include those of his immediate family).
2. This assumes the issue of the 69,111,111 Placing Shares only and does take into account any new issuance under the Retail Offer.

Principal Risks and Material Uncertainties

The principal risks and uncertainties of the Group are detailed on pages 15 to 18 of the 2022 Annual Report and Accounts (published on 6 June 2023). The Company cannot guarantee that the relevant third parties will be able to carry out their obligations under the relevant arrangements. Additionally, the Company's strategy of seeking out-licensing and/or distribution partners will, in particular, make it more reliant on third parties for the commercialisation of its product assets. Although the License Deal provides some reassurance that commercial terms can be reached with such partners and doing so may increase the ability to generate income from out-licensed product(s) being commercialised by such partners, there can be no certainty that the Company will be able to consummate similar deals with third parties in the future, or as to the commercial terms on which such deals can be agreed. Once out-licensing or distribution deals are concluded, the Company will be reliant on the actions of its partners to make progress against commercial milestones and to achieve sales of products on which the Company would expect to earn royalties. Any inability to generate such further out-licensing income on a satisfactory basis could negatively impact the business and its ability to attain its strategic goals.

New Ordinary Shares

The New Ordinary Shares, when issued, will be fully paid and will rank *pari passu* in all respects with the existing Ordinary Shares in issue, including the right to receive all dividends and other distributions declared, made or paid after the date of issue.

Application will be made to the London Stock Exchange for admission of the New Ordinary Shares to trading on AIM.

It is expected that Admission of the New Ordinary Shares will take place at 8.00 a.m. on 20 February 2024 and that dealings in the New Ordinary Shares on AIM will commence at the same time.

General Meeting

The General Meeting will be held at 12.00 p.m. on 19 February 2024 at Shoosmiths LLP's office in London at No. 1 Bow Churchyard, London, EC4M 9DQ as set out at the end of this document. The Resolutions will address the matters set out below:

- (i) **Resolution 1** – an ordinary resolution seeking general authority for the Directors to allot and issue up to 72,222,222 new Ordinary Shares pursuant to the Fundraising.
- (ii) **Resolution 2** – a special resolution to disapply the statutory pre-emption rights in connection with the issue of up to 72,222,222 new Ordinary Shares pursuant to the Fundraising.

IMPORTANT NOTICE REGARDING THE GENERAL MEETING

Action to be taken

The General Meeting will be held on 19 February 2024 at 12.00 p.m. as a physical meeting with Shareholders invited to attend in person.

Shareholders appointing a proxy to vote on their behalf are recommended to appoint the Chairman of the General Meeting as their proxy. The Chairman will vote all proxy votes at the General Meeting in accordance with shareholder instructions which will have been provided beforehand.

Shareholders can appoint a proxy by following the Notes to the Notice of General Meeting set out in this document.

All proposed Resolutions will be put to a vote on a poll. This will result in a more accurate reflection of the views of Shareholders by ensuring that every vote is recognised. On a poll, each Shareholder has one vote for every Ordinary Share held. If you have any questions on the business of the meeting, you can send them in advance of the General Meeting to investors@vericidx.com and the Company shall respond directly.

You will not have received a hard copy Proxy Form for the General Meeting in the post. You can instead submit your proxy vote electronically by accessing the shareholder portal at www.signalshares.com as soon as possible and, in any event, not later than 12.00 p.m. on 15 February 2024.

If you hold your Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the Notes to the Notice of General Meeting set out at the end of this document. Proxies submitted via CREST must be received by Link Group by no later than 12.00 p.m. on 15 February 2024 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a business day) before the time fixed for the adjourned meeting).

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io and refer to the Notes to the Notice of General Meeting accompanying the Notice of General Meeting at the end of this document. Your proxy must be lodged by 12.00 p.m. on 15 February 2024, in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting.

You may request a hard copy Proxy Form directly from the Registrars, Link Group by emailing shareholderenquiries@linkgroup.co.uk, calling on 0371 664 0300, or by post at Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. The completed Form of Proxy should be returned to Link Group as soon as possible and, in any event, by not later than 12.00 p.m. on 15 February 2024.

Recommendation

The Directors consider the Resolutions to be proposed at the General Meeting to be in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Directors recommend that you vote in favour of the Resolutions, as they intend to do in respect of their own holdings of Ordinary Shares, representing 2.54 per cent. of the current issued share capital of the Company.

The Directors accept responsibility for the information set out in this document. To the best of their knowledge and belief, the Directors (who have taken all reasonable care to ensure that such is the case), such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

Yours faithfully,

Julian Baines
Chairman

Verici Dx plc

(the “Company”)

(Incorporated in England and Wales under the Companies Act 2006 with registered no. 12567827)

Notice of General Meeting

NOTICE IS HEREBY GIVEN that a general meeting of the Company (“**Meeting**”) will be held at 12.00 p.m. on 19 February 2024 at Shoosmiths LLP’s office in London at No. 1 Bow Churchyard, London, EC4M 9DQ, to consider, and if thought fit, pass the following resolutions, of which resolution numbered 1 will be proposed as an ordinary resolution and resolution numbered 2 will be proposed as a special resolution.

In each of the resolutions below, terms defined in the circular to shareholders published by the Company dated 26 January 2024 (“**Circular**”), of which this notice forms part, shall have the same meanings:

Ordinary Resolution

- 1 **THAT**, in accordance with the requirements of section 551 of the Companies Act 2006 (the “**Act**”), and in addition to any existing like authority (and without prejudice to any allotment of shares or grant of rights to subscribe for, or to convert any security into, shares in the Company already made, offered or agreed to be made pursuant to such authority), the directors of the Company (the “**Directors**”) be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company **PROVIDED** that such authority to be limited to a maximum aggregate nominal amount of £72,222.222 (representing 72,222,222 new ordinary shares of £0.001 each in the capital of the Company) **PROVIDED ALSO** that such authority shall expire on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2024; and (ii) the date falling 18 months from the date of the passing of this Resolution unless any such authority is renewed, varied or revoked by the Company prior to or on that date and **PROVIDED ALSO** that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company or rights to subscribe for, or to convert any security into, shares in the Company to be allotted or granted after such expiry and the Directors of the Company may allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company pursuant to any such offer or agreement as if the authority conferred by this Resolution had not expired.

Special Resolution

- 2 **THAT**, subject to Resolution 1 being passed, in accordance with section 570(1) of the Act, and in addition to any existing authority and without prejudice to any subsisting like authority, the Directors be and they are hereby empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities conferred by Resolution 1 as if section 561 of the Act did not apply to such allotment, **PROVIDED** that this power shall be limited to the allotment of equity securities with a maximum aggregate nominal amount of up to £72,222.222 (representing 72,222,222 new ordinary shares of £0.001 each in the capital of the Company) and **PROVIDED ALSO** that such power shall (unless renewed, revoked or varied by special resolution of the Company) expire on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2024; and (ii) the date falling 18 months from the date of the passing of this Resolution, 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 pursuant to any such offer or agreement as if such powers had not expired.

By order of the Board

Salim Hamir
Company Secretary
26 January 2024

Registered office:

Avon House, 19 Stanwell Road
Penarth, Cardiff, United Kingdom
CF64 2EZ

Notes to the Notice of General Meeting:

- 1 Pursuant to Regulation 41 of CREST Regulations, the Company specifies that only those shareholders registered in the register of members of the Company as at:
 - (a) close of business on 15 February 2024; or
 - (b) if the Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting shall be entitled to attend and vote at the Meeting.

Appointment of proxies

- 2 A member is entitled to attend, speak and vote at the Meeting and is entitled to appoint one or more proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company. You can only appoint a proxy using the procedures set out in these notes. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 3 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, each different proxy appointment form (if requested from Link Group) must be received by Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL not less than 48 hours before the time appointed for the Meeting or any adjourned meeting.
- 4 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.
- 5 You will not have received a hard copy proxy form for the General Meeting in the post. You can instead submit your proxy vote electronically by accessing the shareholder portal at www.signalshares.com. 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 or dividend notification. Proxy votes should be submitted not less than 48 hours before the time appointed for the Meeting or any adjourned meeting. Alternatively, you may request a hard copy proxy form directly from the Registrars, Link Group by emailing shareholderenquiries@linkgroup.co.uk, calling on 0371 664 0300, or by post at Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. To be valid any form of proxy and power of attorney or other authority under which it is signed or a notarially certified or office copy of such power of authority must be lodged with the Company's Registrars Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to be received not less than 48 hours before the time appointed for the Meeting or any adjourned meeting. The return of a proxy appointment will not preclude a member from attending and voting at the Meeting in person should he subsequently decide to do so.
- 6 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) thereof by utilising 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.
- 7 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 & International 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, Link Group (ID: RA10) not less than 48 hours before the time appointed for the Meeting or any adjourned meeting. 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.

- 8 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 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 9 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
- 10 Proxymity Voting - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged not less than 48 hours before the time appointed for the Meeting or any adjourned meeting in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
- 11 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).

Changing proxy instructions

- 12 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

