

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 (the **Company**) 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.

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.

The Company's Ordinary Shares are currently admitted to trading on the AIM market (**AIM**) of the London Stock Exchange plc (**London Stock Exchange**). 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. A prospective investor should be aware of the risks of investing in an AIM company and should make the decision to invest only after careful consideration and, if appropriate, consultation with an appropriately authorised independent financial adviser.

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. Furthermore, the Ordinary Shares are not and will not be traded on any other investment exchange and no application has been or will be made for the Ordinary Shares to be admitted to trading on any such other exchange.

Verici DX plc

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

Proposed Fundraising

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 10 to 14 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 11:30 a.m. at Shoosmiths LLP's London office at 1 Bow Churchyard, London, EC4M 9DQ on 27 May 2025 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 via the Investor Centre app or web browser

at <https://uk.investorcentre.mpms.mufig.com/> as soon as possible and, in any event, not later than 11:30 a.m. on 22 May 2025.

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 MUFG Corporate Markets by no later than 11:30 a.m. on 22 May 2025 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a non-working 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 Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.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 11:30 a.m. on 22 May 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours (excluding any part of a day that is not a non-working day) before the time of the adjourned meeting.

You may request a hard copy Proxy Form directly from the Registrars, MUFG Corporate Markets, by emailing shareholderenquiries@cm.mpms.mufig.com, calling on 0371 664 0300 and +44 (0) 371 664 0300 (international), or by post at MUFG Corporate Markets, PXS 1, 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 MUFG Corporate Markets as soon as possible and, in any event, by not later than 11:30 a.m. on 22 May 2025.

Singer Capital Markets Securities Limited (**Singer Capital Markets**), which is authorised and regulated in the United Kingdom by the FCA, is acting as broker for the Company and for no one else in connection with the Fundraising 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 Fundraising 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 Fundraising 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 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 Fundraising Shares referenced in this document 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 Fundraising 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 Fundraising Shares been or will be lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exemptions, the Fundraising 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 Fundraising Shares have not been and will not be 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 any Fundraising 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

David Anderson

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 and Broker

Brown Rudnick LLP
8 Clifford Street
London
W1S 2LQ

Registrars

MUFG Corporate Markets
Central Square
29 Wellington Street
Leeds
LS1 4DL

TIMETABLE

Publication of this document	9 May 2025
Latest time and date for receipt of proxy votes for the General Meeting	11:30 a.m. on 22 May 2025
General Meeting	11:30 a.m. on 27 May 2025
Announcement of Result of General Meeting	27 May 2025

Notes

1. *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.*

DEFINITIONS

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

Act:	Companies Act 2006 (as amended);
Admission:	the admission of any Fundraising 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;
certificated or in certificated form:	where a share or other security is not in uncertificated form (that is, not in CREST);
Circular:	this document;
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;
EIS/VCT Placing:	means the proposed placing of the EIS/VCT Placing Shares by the Company's broker(s) pursuant to the Placing Agreement;
EIS/VCT Placing Shares:	means the new Ordinary Shares expected 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;
Euroclear:	Euroclear UK & International Limited, a company incorporated under the laws of England and Wales;

Existing Shares:	the 242,541,467 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:	the fundraising to be conducted by the Company, the size, structure and timing of which is yet to be determined by the board, but which is anticipated to include the Placing;
Fundraising Shares:	means the Placing Shares and any other new Ordinary Shares which might be issued by the Company pursuant to the Fundraising;
General Meeting:	the general meeting of the Company convened for 11:30 a.m. on 27 May 2025 (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);
Issue Price:	the price per Fundraising Share which is to be determined by the Company;
London Stock Exchange:	London Stock Exchange plc;
nominated adviser:	has the meaning given to the expression “nominated adviser” in the AIM Rules;
Non-EIS/VCT Placing:	the proposed placing of the Non-EIS/VCT Placing Shares by the Company’s broker(s) pursuant to the Placing Agreement;
Non-EIS/VCT Placing Shares:	means the new Ordinary Shares expected 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;
Placing:	the proposed conditional placing by the Company’s broker(s) as agent(s) 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 expected to be entered into between, amongst others, the Company and Singer Capital Markets;
Placing Shares:	together, the EIS/VCT Placing Shares and the Non-EIS/VCT Placing Shares expected to be issued by the Company 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 MUFG Corporate Markets;

Registrars:	MUFG Corporate Markets;
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 Fundraising Shares would be unlawful;
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, the Company's broker;
Shareholders:	holders of Ordinary Shares;
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;
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; and
working day:	has the meaning given in section 1173 of the Act.

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
United Kingdom

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

Dear Shareholder,

Proposed Fundraising

and

Notice of General Meeting

Introduction

The Company is proposing to carry out a Fundraising to raise funds for the Company. The size and structure of the Fundraising is yet to be determined by the board, however the Fundraising is anticipated to include a placing of the Placing Shares with institutional and other investors. The Company, in consultation with its advisers, will determine the appropriate size, structure and timing of the Fundraising in due course. The board values the Company's shareholder base and will carefully consider whether it would be appropriate to provide its retail Shareholders in the United Kingdom with the opportunity to participate in the Fundraising through a retail offer of new Ordinary Shares in the Company. Furthermore, the Company will also carefully consider whether any retail offer should be made available to new retail investors in the United Kingdom in addition to its existing retail Shareholders in the United Kingdom.

The purpose of this document is to explain the background to and reasons for calling the General Meeting and why the Directors believe it to be in the best interests of the Company and its Shareholders as a whole that the Shareholders vote in favour of the Resolutions at the General Meeting, which has been convened for 11:30 a.m. on 27 May 2025, at Shoosmiths LLP's London office at 1 Bow Churchyard, London, EC4M 9DQ. The Notice of General Meeting is set out at the end of this document.

On 7 April 2025, the Company released an announcement in which it provided an update on operations at quarter end. In this announcement, the Company provided the following update:

"In addition, the Company notes that the milestone for a payment of \$750k under the commercial contract for PTR A was achieved in Q1 2025 and has been invoiced to Thermo Fisher which we expect to receive in Q2 2025. (...) As of 31 March 2025, the Company held a cash position of \$1.63 million. Cost controls are expected to provide sufficient cash runway, assuming receipt of the \$750k milestone payment mentioned

above, through to the end of June 2025. This funding should support the Company in reaching a MoIDX insurance coverage decision before conducting an equity financing to continue its current commercial testing trajectory.”

Following the announcement on 7 April 2025, the Company is proposing to carry out the Fundraising to raise funds to enable it, *inter alia*, to continue its current commercial sales trajectory. Please see the paragraphs entitled ‘*Background, to and reasons for, the Fundraising*’ and ‘*Use of Proceeds*’ set out below which provide more information about the background to, and reasons for, the Fundraising and the how the Company intends to use any net proceeds raised through the Fundraising.

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 25 June 2024 (**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 £48,508.29 (that is up to 48,508,290 new Ordinary Shares). Unless previously renewed, revoked or varied in general meeting, the Existing Authorities are due to expire at the conclusion of the Company’s next annual general meeting to be held this year.

The Existing Authorities are anticipated to be insufficient for the proposed Fundraising and the Directors do not plan to use these Existing Authorities to issue any Fundraising Shares pursuant to the proposed Fundraising. Accordingly, the Company is proposing to obtain sufficient further authority to issue and allot new Ordinary Shares on a non-pre-emptive basis at the General Meeting, which has been convened for 27 May 2025, notice of which is set out at the end of this document, to enable the Directors to issue and allot all the Fundraising Shares to be issued pursuant to the proposed Fundraising on a non-pre-emptive basis. The further authority to issue and allot new Ordinary Shares to be obtained at the General Meeting is in addition to the Existing Authorities which will remain in place until the conclusion of the Company’s 2025 annual general meeting, unless such authorities are renewed, revoked or varied in general meeting prior to the 2025 annual general meeting.

Background, to and reasons for, the Fundraising

The Company is proposing to carry out the Fundraising and will be working with its advisers to determine the appropriate size, structure and timing of the Fundraising, however the Fundraising is currently anticipated to include a Placing comprising a placing of EIS/VCT Placing Shares and, separately, a placing of Non-EIS/VCT Placing Shares.

The Placing and the overall Fundraising will be conditional, *inter alia*, on the passing of the Resolutions by Shareholders at the General Meeting. If the Resolutions are not passed by the Shareholders at the General Meeting to be held on 27 May 2025, the Directors will not have the necessary authority to issue all the Fundraising Shares (including, for the avoidance of doubt, the Placing Shares) to be issued pursuant to the proposed Fundraising on a non-pre-emptive basis. Please see the paragraph entitled ‘*Recommendation*’ below.

As noted in the announcement of 7 April mentioned above, the Company currently has funds through to the end of June 2025. The Fundraising is required to extend that runway and enable the Company to achieve its commercial objectives having now secured Medicare Coverage for Tutivia™ as announced on 10 April 2025.

Placing

As noted above, the proposed Placing is anticipated to comprise a placing of EIS/VCT Placing Shares, intended to qualify for the purposes of the Enterprise Investment Scheme (**EIS**) or be a “qualifying holding” for a Venture Capital Trust (**VCT**), and a placing of Non-EIS/VCT Placing Shares.

The Company has applied for clearance from HM Revenue & Customs (**HMRC**) confirming that the Company satisfies the relevant EIS criteria so as to enable investors in the Company to potentially be able to benefit from EIS relief (**EIS Clearance**), although no assurance can be given that such clearance will be

granted by HMRC. It is noted that HMRC can no longer consider applications to receive advance assurance that a company is a qualifying company for the purposes of the Venture Capital Trust rules where the details of the potential qualifying holding are not given.

The status of the EIS/VCT Placing Shares (i) as a “qualifying holding” for VCT purposes and (ii) qualifying for EIS relief will in each case be conditional (amongst other things) on the qualifying conditions being satisfied throughout the period of ownership. There can be no assurance that the Company will conduct its activities in a way that will secure or retain qualifying status for VCT and/or EIS purposes (and indeed circumstances may arise where the Directors of the Company believe that the interests of the Company and the Group are not served by seeking to retain such status). Furthermore, neither the Company nor the Directors propose to give any warranties or undertakings that EIS reliefs or VCT reliefs will be granted in respect of any EIS/VCT Placing Shares issued pursuant to the Placing. Neither the Company nor the Directors propose to give any warranties or undertakings that EIS reliefs or VCT reliefs, if granted, will not be withdrawn.

The allotment and issue of any Placing Shares as a whole will be conditional, *inter alia*, upon the Resolutions being passed at the General Meeting, receipt of the EIS Clearance, the Placing Agreement, once entered into, not having been terminated and Admission becoming effective.

Application will be made to the London Stock Exchange for admission of any Placing Shares issued pursuant to the Placing to trading on AIM.

Any Placing Shares, if and 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.

Further announcements in connection with the proposed Fundraising (including, the Issue Price, its structure and size) and admission of any Fundraising Shares to trading on AIM will be released by the Company through a Regulatory Information Service in due course.

Use of Proceeds

The net proceeds from the Fundraising will be used to increase headcount, provide additional marketing and sales support to the commercialisation of Tutivia™, continue to fund product development activities, and provide additional working capital to the business.

Principal risks and material uncertainties

The principal risks and uncertainties of the Group, which the Directors believe could materially affect the Group’s ability to achieve its financial and operating objectives, are detailed on pages 15 to 18 of the 2023 Annual Report and Accounts (published on 30 May 2024 and available on the Company’s website at <https://vericidx.com/investors/annual-reports/>). Those risks and uncertainties do not purport to be an exhaustive list and do not necessarily comprise all of the risks to which the Group is exposed. In particular, the Group’s performance is likely to be affected by changes in market and/or economic conditions and in legal, accounting, regulatory and tax requirements. If any of the risks and uncertainties set out in the 2023 Annual Report and Accounts were to materialise, the Group’s business, financial condition, results, prospects and/or future operations may be materially adversely affected. Additional risks and uncertainties not presently known to the Directors, may also have an adverse effect upon the Group’s business, financial condition, results, prospects and/or future operations.

General Meeting

The General Meeting will be held at 11:30 a.m. on 27 May 2025 at Shoosmiths LLP’s London office at 1 Bow Churchyard, London, EC4M 9DQ as set out at the end of this document.

The Resolutions will address the matters set out below:

- (a) **Resolution 1** – an ordinary resolution seeking general authority for the Directors to allot and issue up to 2,000,000,000 new Ordinary Shares.
- (b) **Resolution 2** – a special resolution to disapply the statutory pre-emption rights in connection with the issue of up to 2,000,000,000 new Ordinary Shares.

The authorities to be granted by the Resolutions proposed to be passed at the General Meeting will be in addition to the Existing Authorities and any other existing similar authorities which the Directors might have.

As explained in this document, the size, structure and timing of the Fundraising is to be determined by the board after the date of this document, following consultation with the Company's advisers, and further details and information about the Fundraising will be released by the Company through a Regulatory Information Service in due course. Given the final overall size and Issue Price for the Fundraising have not yet been determined by the board, the authorities to be granted by the Resolutions have been set at a high level to ensure that the Company has sufficient authorities to complete the Fundraising and such authorities, if granted at the General Meeting, will expire on the date falling 12 months after the passing of the Resolutions at the General Meeting which is to be held at 11:30 a.m. on 27 May 2025.

The entire Fundraising is anticipated to be launched and to complete before the Company calls the next annual general meeting (**2025 AGM**). Following the usual approach taken by the Company at its annual general meetings, at the 2025 AGM the Company plans to seek allotment and disapplication of pre-emption rights authorities which are to follow the form of the allotment and disapplication of pre-emption rights authorities usually sought by the Company at its annual general meetings. However, assuming the entire Fundraising completes before the 2025 AGM is called by the Company, the Company will seek such new allotment and disapplication of pre-emption rights authorities in substitution for any authorities and powers granted by the Resolutions (assuming these Resolutions are passed at the General Meeting) which remain unexercised following completion of the entire Fundraising and the issue of all the Fundraising Shares.

As explained in the paragraph entitled 'Recommendation' set out toward the end of this letter, if the Resolutions are not approved by Shareholders at the General Meeting, the Company will not have the necessary shareholder authority to proceed with the Fundraising as proposed and the anticipated net proceeds of the Fundraising would not become available to the Company as a result, which will impact on the Group's financial position.

Important notice regarding the General Meeting

Action to be taken

The General Meeting will be held on 27 May 2025 at 11:30 a.m. at Shoosmiths LLP's London office at 1 Bow Churchyard, London, EC4M 9DQ as a physical meeting with Shareholders invited to attend in person.

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

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 may not use any electronic address provided in this document, which incorporates the Notice of General Meeting, or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.

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 via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufig.com/> as soon as possible and, in any event, not later than 11:30 a.m.

on 22 May 2025. Please refer to the Notes to the Notice of General Meeting accompanying the Notice of General Meeting at the end of this document which provide more information about the Investor Centre.

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 MUFG Corporate Markets by no later than 11:30 a.m. on 22 May 2025 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is a non-working 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 11:30 a.m. on 22 May 2025, in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours (excluding any part of a day that is a non-working day) before the time of the adjourned meeting.

You may request a hard copy Proxy Form directly from the Registrars, MUFG Corporate Markets, by emailing shareholderenquiries@cm.mpms.mufg.com, calling on 0371 664 0300 and +44 (0) 371 664 0300 (international), or by post at MUFG Corporate Markets, PXS 1, 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 Form of Proxy should be returned to MUFG Corporate Markets as soon as possible and, in any event, by not later than 11:30 a.m. on 22 May 2025.

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 1.92 per cent. of the current issued share capital of the Company.

Although the Issue Price and the structure and size of the Fundraising have not yet been determined by the board, if the Resolutions are not approved by Shareholders at the General Meeting, the Company will not have the necessary allotment authorities to proceed with the Fundraising as proposed and issue all the Fundraising Shares it currently anticipates issuing pursuant to the Fundraising. As such, the anticipated net proceeds of the Fundraising would not become available to the Company. There is no certainty that other funding would be available on suitable terms or at all. Accordingly, in light of the Group's financial position, it would be likely that the Company would be in financial difficulties in the near future and the board would need to consider alternative options for the future of the Company.

The Directors accept responsibility for the information set out in this document. To the best of their knowledge and belief of 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 11:30 a.m. on 27 May 2025 at Shoosmiths LLP's London office at 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 9 May 2025 (**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 £2,000,000 (representing 2,000,000,000 new ordinary shares of £0.001 each in the capital of the Company) **PROVIDED ALSO** that such authority shall expire on the date falling 12 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 £2,000,000 (representing 2,000,000,000 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 date falling 12 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

David Anderson
Company Secretary
9 May 2025

Registered office:

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

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 22 May 2025; or
 - (b) if the Meeting is adjourned, at close of business on the day two days (excluding any part of a day that is not a working day) 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 their behalf. 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 MUFG Corporate Markets) must be received by MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL not less than 48 hours (excluding any part of a day that is not a working day) 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 via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/>. You will require your email and password in order to log in and vote. If you have forgotten your password, you can request a reminder via the Investor Centre. If you have not previously registered to use the Investor Centre 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 (excluding non-working days) before the time appointed for the Meeting or any adjourned meeting. Alternatively, you may request a hard copy proxy form directly from the Company's registrars, MUFG Corporate Markets by emailing shareholderenquiries@cm.mpms.mufg.com, calling on 0371 664 0300 and +44 (0) 371 664 0300 (international), or by post at MUFG Corporate Markets, PXS 1, 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. Lines are open between 09:00 a.m. - 17:30 p.m., 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, MUFG Corporate Markets, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to be received not less than 48 hours (excluding non-working days) 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 Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>:



- 7 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.
- 8 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, MUFG Corporate Markets (ID: RA 10) not less than 48 hours (excluding non-working days) 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.
- 9 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.
- 10 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
- 11 Proximity Voting - if you are an institutional investor, you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Company's registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged not less than 48 hours (excluding non-working days) 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 Proximity'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 Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
- 12 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

- 13 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.

