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If you sell or have sold or otherwise transferred all of your Existing Ordinary Shares, please send this document and the accompanying Form of Proxy as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer is or was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Existing Ordinary Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale was effected.

This document does not constitute an offer to purchase, acquire or subscribe for, or the solicitation of an offer to purchase, acquire or subscribe for Existing Ordinary Shares nor is it an invitation to purchase, acquire or subscribe for Existing Ordinary Shares.

This document is not a prospectus for the purposes of the Prospectus Rules. Accordingly, this document has not been, and will not be, reviewed or approved by the Financial Conduct Authority of the United Kingdom (in its capacity as UK Listing Authority or otherwise) pursuant to sections 85 and 87 of FSMA, the London Stock Exchange or any other authority or regulatory body and has not been approved for the purposes of Section 21 of FSMA.

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NetScientific PLC

(a public limited company incorporated in England and Wales with registered number 08026888)

Proposed acquisition of EMV Capital Ltd

Proposed £2.3 million placing

Approval of waiver of obligations under Rule 9 of the Takeover Code

Capital reorganisation

Related party transactions

Notice of General Meeting

Application will be made for the New Ordinary Shares to be admitted to trading on the AIM market of the London Stock Exchange (“AIM”). 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. 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 independent financial adviser. **This document does not comprise an admission document under the AIM Rules and the London Stock Exchange has not itself examined or approved the contents of this document. The rules applicable to AIM are less demanding than those applicable to the Official List. It is emphasised that no application is being made for admission of the New Ordinary Shares to the Official List. The New Ordinary Shares will not be dealt on any other recognised investment exchange and no other such application will be made.**

Subject to, inter alia, the passing of the Resolutions at the General Meeting, it is expected that admission of the New Ordinary Shares will become effective and dealings in the New Ordinary Shares will commence on AIM at 8.00 a.m. on 25 August 2020. The Placing and Consideration Shares, when issued and fully paid, will rank pari passu in all respects with the other New

Ordinary Shares, including as regards the right to receive all dividends or other distributions declared, made or paid after Admission.

You are recommended to read the whole of this document, but your attention is drawn, in particular, to the letter from the Chairman of the Company which is set out on pages 12 to 35 of this document and contains a recommendation from the Independent Directors that you vote in favour of the Resolutions.

A notice convening a General Meeting of the Company, to be held at 10.00 a.m. on 24 August 2020 at the offices of EMV Capital Level 39, One Canada Square, London E14 5AB, is set out at the end of this document. Due to the ongoing COVID-19 pandemic, the Directors strongly encourage all Shareholders to vote on the Resolutions by proxy, appointing the chairman of the meeting as their proxy. Any Shareholders seeking to attend the General Meeting in person will be refused entry.

The action to be taken by Shareholders in respect of the General Meeting is set out on pages 33 to 34 of this document. If you hold your Existing Ordinary Shares in certificated form, you are encouraged to complete the accompanying Form of Proxy and return it in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received by post or, during normal business hours only, by hand, to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD by no later than 10.00 a.m. on 20 August 2020 (or, in the case of an adjournment of the General Meeting, no later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the adjourned meeting).

If you hold your Existing Ordinary Shares in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting services in accordance with the procedures set out in the Crest Manual (please also refer to the accompanying notes to the Notice of the General Meeting set out at the end of this document). Proxies submitted via CREST must be received by the Company's agents (Neville Registrars Limited) by no later than 10.00 a.m. on 20 August 2020 (or, in the case of an adjournment, not later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the adjourned meeting). The completion and return of the Form of Proxy will not prevent you from attending and voting in person at the General Meeting, or any adjournment thereof, should you wish to do so.

The distribution of this document in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of any such jurisdiction. The Existing Ordinary Shares have not been, and the New Ordinary Shares will not be, registered under the US Securities Act of 1933

Copies of this document are available, free of charge, at the office of NetScientific Plc at C/O Wilkins Kennedy LLP Anglo House, Bell Lane Office Village, Bell Lane, Amersham, Buckinghamshire, HP6 6FA and on the Company's website <https://netscientific.net>. The contents of the Company's website do not form part of this document.

WH Ireland Limited ("WH Ireland") is authorised and regulated by the Financial Conduct Authority and is acting exclusively for the Company and no-one else in connection with the Acquisition and Placing and is not, and will not be, responsible to anyone other than the Company for providing protections afforded to its clients or for providing advice in relation to the Acquisition and Placing or the contents of this document or any other matter referred to herein. No representation or warranty, express or implied, is made by WH Ireland as to any of the contents of this document, and WH Ireland has not authorised the contents of any part of this document and accepts no liability whatsoever for the accuracy of any information or opinions contained in this document or for the omission of any material information from this document for which the Company and the Directors are solely responsible. Nothing in this paragraph shall serve to or limit any responsibilities which WH Ireland may have under FSMA or the regulatory regime established thereunder.

WH Ireland is also acting as nominated adviser to the Company. Its responsibilities as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of their decision to acquire shares in the Company in reliance on any part of this document.

No person has been authorised to give any information or make any representation other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as of any subsequent time.

Cautionary note regarding forward-looking statements

This document contains statements about the Company that are or may be deemed to be "forward-looking statements".

All statements, other than statements of historical facts, including in this document may be forward-looking statements. Without limitation any statements preceded or followed by, or that include, the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "should", "anticipates", "estimates", "projects", or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements include, without limitation, statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies,

economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; and (ii) business and management strategies and the expansion and growth of the operations of the Company.

These forward-looking statements are not guarantees of future performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry results, to be materially different from any results, performance or achievements express or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place over reliance on such forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules, the Takeover Code, the Prospectus Regulation Rules and/or FSMA), the Company does not undertake any obligations to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to the Company or any persons acting on their behalf are expressly qualified in the entirety by the cautionary statement above. All forward-looking statements contained in this document are based on information available to the Directors of the Company at the date of this document, unless some other time is specified in relation to them, and the posting or receipt of this document shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

Rounding

Certain figures in this document have been subject to rounding adjustments. Accordingly, any apparent discrepancies in tables between the totals and the sums of the relevant amounts are due to rounding.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document and Form of Proxy	6 August 2020
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 20 August 2020
General Meeting	10.00 a.m. on 24 August 2020
Announcement of result of General Meeting	24 August 2020
Record date for Capital Reorganisation	6.00p.m. on 24 August 2020
Admission and commencement of dealings in the New Ordinary Shares on AIM	8.00 a.m. on 25 August 2020
Completion of the Acquisition	25 August 2020
CREST accounts credited with Placing Shares in uncertified form	25 August 2020
Dispatch of share certificates in respect of the Placing Shares and the New Ordinary Shares to be issued in certified form	within 10 business days of Admission

Notes:

1. Each of the times and dates above are indicative only and are subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified by the Company to the Shareholders by announcement through a regulatory information service.
2. All of the above times refer to London time unless otherwise stated.

KEY STATISTICS

Number of Existing Ordinary Shares in issue as at the date of this document	78,561,866
Number of New Ordinary Shares of £0.05 upon the Capital Reorganisation becoming effective*	7,856,187
Nominal Value of the New Ordinary Shares	£0.05
Number of Consideration Shares to be issued pursuant to the Acquisition (on the basis that the Capital Reorganisation has become effective)*	3,521,480
Number of Placing Shares to be issued pursuant to the Placing (on the basis that the Capital Reorganisation has become effective)*	3,538,455
Placing Price (on the basis that the Capital Reorganisation has become effective)	65p
Proceeds of the Placing (before expenses)	£2.3 million
Enlarged Share Capital immediately following Admission at the Placing Price million	£9.69
Percentage of Enlarged Share Capital represented by the Placing Shares	23.72%
Percentage of Enlarged Share Capital represented by the Consideration Shares	23.61%
ISIN code for the New Ordinary Shares	GB00BN4R5Q82
SEDOL code for the New Ordinary Shares	BN4R5Q8

*Assuming the relevant Resolutions are passed at the General Meeting

DIRECTORS AND ADVISERS

Directors	John Eric Clarkson (Non-Executive Chairman) Dr Ilian Petkov Iliev (Interim Chief Executive Officer) Professor Stephen Kevin Smith (Non-Executive Director)
Registered Office	C/O Wilkins Kennedy LLP Anglo House Bell Lane Office Village Bell Lane Amersham Buckinghamshire HP6 6FA
Company Secretary	Mr Stephen Daniel Crowe
Nominated Adviser and Broker	WH Ireland Limited 24 Martin Lane London EC4R 0DR
Legal Advisers to the Company	Stephenson Harwood LLP 1 Finsbury Circus London EC2M 7SH
Legal Advisers to the Nominated Adviser and Broker	Keystone Law 48 Chancery Lane Holborn London WC2A 1JF
Registrars	Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD
EMV Capital Limited	Level 39 One Canada Square London E14 5AB
Legal Advisers to the Concert Party	Trowers & Hamblins LLP 3 Bunhill Row London EC1Y 8YZ

DEFINITIONS

The following definitions apply throughout this document (including the Notice of General Meeting and Form of Proxy) unless the context requires otherwise:

A Beckman SSAS	A Beckman PLC SSAS Retirement Benefit Scheme (registered with HMRC registration number 00303816RB)
AB Group	AB Group Limited, a company incorporated in England and Wales with company number 03100123 whose registered office is situated at Quadrant House, Floor 6, 4 Thomas More Square, London E1W 1YW
Acquisition	the proposed acquisition by NetScientific of the entire issued share capital of EMV Capital, in accordance with the terms and conditions of the Acquisition Agreement
Acquisition Agreement	the conditional agreement entered into between NetScientific, Futura Messis, and Dr Iliev in relation to the Acquisition dated 5 August 2020, further details of which are set out in paragraph 5 of Part I of this document
Act	the Companies Act 2006
Admission	admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules
AIM	AIM, a market of that name operated by the LSE
AIM Rules	the AIM Rules for Companies published by the LSE, as amended from time to time
Board or Directors	the directors of the Company whose names are set out on page 12 of this document
Business Day	any day on which banks are usually open in England and Wales for the transaction of sterling business, other than a Saturday, Sunday or public holiday
Capital Reorganisation	the Sub-Division and the Consolidation
certificated or in certificated form	a share or other security not held in uncertificated form (that is, not in CREST)
Circular	this circular to Shareholders
Company or NetScientific	NetScientific PLC, a company incorporated in England and Wales with registration number 08026888 whose registered office is situated at C/O Wilkins Kennedy LLP, Anglo House, Bell Lane Office Village, Bell Lane, Amersham, Buckinghamshire HP6 6FA
Concert Party	Dr Iliev, Futura Messis, Melvin Lawson, AB Group, A Beckman SSAS and the Lawson Beckman Charitable Trust
Consideration Shares	3,521,480 New Ordinary Shares proposed to be issued to the Seller pursuant to the Acquisition
Consolidation	the proposed consolidation of the Company's share capital pursuant to which every 10 Interim Ordinary Shares will be consolidated into 1 New Ordinary Share as further described in paragraph 6 of Part I of this document

CREST	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the holding and transfer of title to shares in uncertificated form
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001/3755)
Deferred Shares	the deferred shares of £0.045 each in the capital of the Company immediately following the Sub-Division, having the rights set out in the New Articles
EMV Capital	EMV Capital Limited, a company incorporated in England and Wales with company number 11412783 whose registered office address is One Canada Square Level 39, One Canada Square, London E14 5AB
Enlarged Share Capital	the issued share capital of the Company as enlarged by the issue of the Consideration Shares and the Placing Shares
Existing Ordinary Shares	the 78,561,866 ordinary shares of £0.05 each in issue at the date of this document
Financial Conduct Authority	the Financial Conduct Authority in its capacity as the competent authority for the purposes of Part IV of FSMA
Form of Proxy	the enclosed form of proxy for use by Shareholders in connection with the General Meeting
FSMA	the Financial Services and Markets Act 2000 (as amended)
Futura Messis	Futura Messis Group Ltd, a company incorporated in England and Wales with company number 11830545 whose registered office is situated at 10 Jesus Lane, Cambridge CB5 8BA and which is owned by Dr Iliev
General Meeting	the General Meeting of NetScientific to be held at 10.00 a.m. on 24 August 2020 (or any reconvened meeting following any adjournment of the general meeting) at the offices of EMV Capital, Level 39, One Canada Square, London E14 5AB, notice of which is set out at the end of this document
Group	the Company and its subsidiaries
Independent Directors	John Clarkson and Professor Smith
Independent Shareholders	shareholders who are independent of a person who would otherwise be required to make a Rule 9 Offer and any person acting in concert with him or her (as defined by the Takeover Code) which, for the purposes of the Panel Waiver, does not include members of the Concert Party or Placing Participants
Interim Ordinary Shares	the interim ordinary shares of £0.005 each in the capital of the Company arising pursuant to the Sub-Division
Lawson Beckman Charitable Trust	the Lawson Beckman Charitable Trust (charity number 261378)
LSE or London Stock Exchange	London Stock Exchange plc
NetScientific Share Option Scheme	means the NetScientific Share Option Scheme adopted by the Company by a board resolution on 9 May 2013, as amended on 13 August 2013 and 15 June 2016
New Articles	the articles of association of the Company to be adopted by the

	Company at the General Meeting
New Ordinary Shares	the new ordinary shares of £0.05 each following the Consolidation of the Interim Ordinary Shares, including, where the context so requires, the Placing Shares and the Consideration Shares
Notice or Notice of General Meeting	the notice of the General Meeting set out at the end of this document
Option Grant	the proposed grant of options to Dr Iliev as described in paragraph 12 of Part I of this document
Panel	The Panel on Takeovers and Mergers
Panel Waiver	the waiver granted by the Panel (conditional on the approval of the Waiver Resolution by the Independent Shareholders) of the obligation that would otherwise arise for the Concert Party to make a Rule 9 Offer under the Takeover Code as a consequence of the allotment and issue to it (or members of it) of the Consideration Shares, the Placing Shares or the New Ordinary Shares issued upon exercise of the option the subject of the Option Grant
Placing	the conditional placing of the Placing Shares pursuant to the Placing Agreement
Placing Agreement	the conditional agreement dated 5 August 2020 between the Company and WH Ireland in connection with the Placing, further details of which are set out in paragraph 7 of Part I of this document
Placing Participants	existing Shareholders who participate in the Placing
Placing Price	65p (on the basis that the Capital Reorganisation has become effective)
Placing Shares	the 3,538,455 New Ordinary Shares to be issued pursuant to the Placing
Proposals	the Acquisition, the Placing, the Capital Reorganisation and the Option Grant
Record Date	6.00pm on the Date of the General Meeting.
Registrar	Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD
Related Party Transactions	has the meaning given to it in paragraph 14 of Part 1 of this document
Relationship and Lock-in Agreement	the conditional agreement between the Company, WH Ireland and the Concert Parties, further details of which are set out in paragraph 8(i) of Part II of this document
Resolutions	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting
Rule 9 Offer	a general offer under Rule 9 of the Takeover Code
Seller	Futura Messis
Shareholders	the holders of Existing Ordinary Shares and, after the Capital

	Reorganisation, the holders of New Ordinary Shares
Sub-Division	the sub-division of each Existing Ordinary Share into one Interim Ordinary Share and One Deferred Share as further described in paragraph 6 of Part I of this document
Takeover Code	the City Code on Takeovers and Mergers
uncertificated or in uncertificated form	recorded on the register of members of NetScientific as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland
Waiver Resolution	the ordinary resolution of the Independent Shareholders to approve the Panel Waiver, to be proposed on a poll at the General Meeting and set out as Resolution 4 in the Notice
WH Ireland	WH Ireland Limited, a company incorporated in England and Wales with company number 02002044 whose registered office is situated at 24 Martin Lane, London EC4R 0DR
£, pounds sterling, penny or pence	UK pound sterling, the lawful currency of the United Kingdom

PART I

LETTER FROM THE CHAIRMAN

NetScientific Plc

(a public limited company incorporated in England and Wales with registered number 08026888)

Directors:

John Eric Clarkson (Non-Executive Chairman)
Dr Ilian Petkov Iliev (Interim Chief Executive Officer)
Professor Stephen Kevin Smith (Non-Executive Director)

Registered Office:

C/O Wilkins Kennedy LLP
Anglo House
Bell Lane Office Village
Bell Lane
Amersham
Buckinghamshire
HP6 6FA

6 August 2020

To holders of Existing Ordinary Shares and for information purposes to the holders of options over Existing Ordinary Shares

Dear Shareholder,

Proposed acquisition of EMV Capital Ltd

Proposed £2.3 million placing

Approval of waiver of obligations under Rule 9 of the Takeover Code

Related party transactions

Capital reorganisation

Notice of General Meeting

1. INTRODUCTION

The Company announced yesterday that it has (i) entered into an agreement to conditionally acquire EMV Capital, an investment services company which has interests in the industrial high-tech, energy, circular economy, smart city, transportation and healthcare sectors; and (ii) undertaken a Placing to raise gross proceeds of up to approximately £2.3 million. The Directors are also proposing a Capital Reorganisation in order to increase the market value of the Company's shares in relative to their the nominal value of the Company's shares.

Under the Acquisition Agreement, the Company has conditionally agreed to acquire from Futura Messis, a company owned and managed by Dr Iliev (the interim CEO of NetScientific), 100 per cent. of the issued share capital of EMV Capital in consideration for the issue to Futura Messis of 3,521,480 New Ordinary Shares representing in aggregate 30.0 per cent. of the Company's fully diluted share capital as enlarged only by the Acquisition, i.e. before taking into account the Placing or any shares issued pursuant to the Option Grant. Based on the mid-market closing price of an

Existing Ordinary Share on 4 August 2020 (being the latest practical date prior to the announcement of the Proposals on 5 August 2020), this values EMV Capital at approximately £3.4 million.

Under the Placing Agreement, the Company has agreed to issue 3,538,455 Placing Shares, at 65p each (on the basis that the Capital Reorganisation has become effective), to raise gross proceeds of £2.3 million. Futura Messis has agreed to subscribe £50,000 for 76,923 Placing Shares at the Placing Price, and entities associated with Melvin Lawson have agreed to subscribe £600,000 for 923,076 Placing Shares at the Placing Price.

The Board is also proposing that the Company undertakes the Capital Reorganisation in order to achieve a greater disparity between the market value and the nominal value of the Company's shares and to increase the trading price of the Company's shares by reducing the number of shares in issue. This has the effect of consolidating each ten Existing Ordinary Shares into one New Ordinary Share. Further details of the Capital Reorganisation are set out at paragraph 6 of this letter.

The Independent Directors have also agreed that the Company will, following Admission, grant options to senior managers of the Enlarged Group. It is intended that, as part of these arrangements, Dr Iliev will be granted options over 2.5 per cent. of the Enlarged Share Capital under the NetScientific Share Option Scheme. The option exercise price will be determined by the remuneration committee of the Company's board of directors and will not be less than the average of the closing or middle (as appropriate) market quotations for New Ordinary Shares over the five dealing days prior to the date on which the option is granted.

The Acquisition Agreement and the participation of entities associated with Melvin Lawson and Futura Messis in the Placing constitute related party transactions in accordance with Rule 13 of the AIM Rules.

In addition Dr Iliev and Melvin Lawson, together with certain persons connected with them, are presumed to be acting in concert, as defined by the Takeover Code. Melvin Lawson is the sole shareholder and a director of AB Group, is a trustee and beneficiary of A Beckman SSAS and is a trustee of Lawson Beckman Charitable Trust, which collectively hold 29.98 per cent. of the Existing Ordinary Shares.

Immediately following Admission, the Concert Party will be interested in 46.10 per cent. of the Enlarged Share Capital, excluding for the avoidance of doubt Dr Iliev's interest in the Option Grant. Further details of the Concert Party's maximum potential holding following implementation of the Proposals, and the underlying assumptions, are set out in paragraph 15.1 of this letter.

Under Rule 9 of the Takeover Code, the issue of the Consideration Shares, the participation of the Concert Party in the Placing, the issue of the New Ordinary Shares the subject of the Option Grant and the resultant increase in the Concert Party's percentage holding of New Ordinary Shares, would normally result in the Concert Party being obliged to make a Rule 9 Offer to the Company's other Shareholders. However, the Panel has agreed to waive this obligation subject to the approval of the Waiver Resolution, on a poll, of the Independent Shareholders of NetScientific at the General Meeting. Your attention is drawn to the section on the Takeover Code contained in paragraph 15 of this letter.

Furthermore, the issue of the New Ordinary Shares in connection with the Acquisition, the Placing and the Capital Reorganisation require Shareholder approval pursuant to the Act.

A General Meeting is therefore being convened at 10.00 a.m. on 24 August 2020 at the offices of EMV Capital, Level 39, One Canada Square, London E14 5AB for the purposes of seeking approval of considering the Resolutions.

Due to ongoing circumstances surrounding COVID-19, Shareholders wishing to participate are requested not to attend the General Meeting in person and instead vote in advance by using the Form of Proxy or, if you hold your Existing Ordinary Shares in uncertificated form (that is, in CREST), you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Please refer to paragraph 17 of this Part I and the Notice of General Meeting for further information.

The formal Notice of General Meeting is set out at the end of this document.

The purpose of this letter is to explain why the Independent Directors recommend that Independent Shareholders vote in favour of the Waiver Resolution and Shareholders vote in favour of the other Resolutions to be proposed at the General Meeting.

2. BACKGROUND

Following the various changes to the directors of the Company announced over the past fifteen months, the current Directors of the Company have undertaken this year a strategic review of the Group and its portfolio.

This review included, in respect of each portfolio company, an analysis of its current position, target market, commercial development options, intellectual property, risk profile, core funding needs, grants and other “soft” finance available, investment opportunities, value inflection points, exit and liquidity potential, and the actions and resources likely to be needed to achieve these.

The Directors concluded that there is a strong underlying asset value, with significant potential to enhance Shareholder value in each of the portfolio companies by changing from the current more passive approach to a more proactive management of the portfolio. This should involve a greater focus on execution, improved controls and more efficient procedures, combined with judicious investment by the Company, leveraged where possible by third party equity whether by equity, debt or grants, as well as corporate collaborations.

This revised strategy, in the opinion of the Directors, protects the Company and shareholder value, mitigates risks and allows the portfolio companies to work through the current impact on markets and in certain cases take advantage of the new opportunities arising from COVID-19.

The Board believes that the revised strategy has the potential over the next several years to transform the business and create shareholder value through increasing the value of the Company’s holdings in portfolio companies, adding new revenue streams, and securing appropriate exits and/or liquidity events of the portfolio, prior to positioning the Company for further growth in due course.

The Directors believe that the Group would benefit from a larger portfolio with varying time horizons and stages of development and a wider focus than the current healthcare portfolio. In addition, following NetScientific’s earlier focus on minimising costs and overheads, the Company does not have sufficient expertise and resource, below Board/ CFO level, to fully implement the strategy.

The Independent Directors have therefore further concluded that, consistent with the Company’s original objectives and revised strategy, it is in the interests of Shareholders for it to acquire EMV Capital.

EMV Capital is an investment services company, which has interests in the industrial high-tech, energy, circular economy, smart city, transportation and healthcare sectors. The company’s model is

to syndicate investments between financial and corporate investors, and for its management team to take a strong hands-on role post-investment. Monetisation is through a mixture of corporate finance fees, management and incubation services, and carried interest in the investments it has syndicated.

The Directors (and the Concert Party) believe that strong synergies would result from the Acquisition, enabling a commercial and investment strategy with increased revenues and capital gain. This includes:

- **Balanced portfolio:** The combined portfolio would provide a broader balance, across more sectors and stages of development, with a range of follow-on investment opportunities;
- **Exit opportunities:** A structured exit programme, with flexibility to exit at the right time to maximise shareholder value;
- **Executive capacity:** Dr Iliev would be able to devote all of his expertise and time to the operations and portfolio of the Enlarged Group;
- **Expanded team:** Enhanced team capabilities through the addition of EMV Capital's existing team of investment professionals, providing the Enlarged Group with the capacity to originate, execute and manage a greater portfolio;
- **Additional revenues:** An additional source of recurring revenues and capital gain, through EMV Capital's existing business lines;
- **Co-investment syndication capability:** EMV Capital has access to third-party investment funding, including a network of private and institutional sources;
- **International network of corporate partners:** Providing additional channels for growth, support and sources of co-investment;
- **Combined footprint:** The combination of NetScientific's brand with full execution capability, and the combined market recognition of the two companies in a broader range of sectors and different stages of development; and
- **Specialist IP skills:** The EMV Capital team has greater experience than the Group in the commercialisation of IP, including patent evaluation and licensing strategy.

The Acquisition has been structured as a share for share exchange, thereby aligning the interests of all of the Shareholders of the Enlarged Group, as well as ensuring consistency of objectives, both immediately and longer term. Following completion of the Acquisition, it is the intention of the Directors and the Concert Party that the operations and headquarters of NetScientific will relocate to the offices of EMV Capital at Level 39, One Canada Square, London E14 5AB.

Alternative scenario in case resolutions are not approved:

In the event that the Resolutions are not approved by Shareholders, the Directors would be unable to implement the revised strategy described above, would have limited resources and therefore may have to liquidate the Company's portfolio in the very near future.

NetScientific has tried in the past to dispose of its assets in a passive way, but has been unable to secure good offers for the portfolio or the individual assets, and it is in the Board's opinion even less likely to succeed now. The development timelines and illiquidity of the underlying assets make it unlikely that asset values will be maximized.

The Directors believe that the time required for NetScientific's portfolio companies to generate significant Shareholder value is beyond NetScientific's current cash runway, as the companies are still in early stages of development. Furthermore, NetScientific's small team alone would not have

the resources and capabilities to execute a high-return liquidation strategy. The Board therefore believes that such a scenario would be to the detriment of Shareholders.

3. INFORMATION ON NETSCIENTIFIC

Information on NetScientific's portfolio companies:

Portfolio company	Sector and description (further detail set out below)	Fully diluted Group interest	Fair Value of stake
ProAxis UK Ltd	Medical diagnostics – early stage commercialisation	51.5% equity	N/D ¹
Glycotest, Inc.	Liver cancer diagnostics – late stage clinical	54.0% equity	£10.4m ²
PDS Biotechnology Corporation	Immuno-oncology (NASDAQ quoted) – early stage clinical	7.2% equity	£3.5m ³
CytoVale, Inc.	Medical biomarker diagnostics – late stage clinical	1.0% equity	£380,000 ²
EpiBone, Inc.	Regenerative medicine – late stage clinical	0.8% equity	£324,000 ²
G-Tech, Inc.	Wearable medical diagnostics – early stage clinical	3.8% equity	£430,000 ²
Longevity Biotech, Inc.	Therapeutics – early stage clinical	\$250k convertible loan note	N/A
QuantalX Neuroscience	Medical diagnostics of the brain – late stage clinical	Negligible	

Note 1: N/D = not disclosed

Note 2: Valuation based on observable input (price of recent investment by third parties)

Note 3: Valuation based on observable input (share price as at 20 July, publicly listed on NASDAQ: PDSB)

The fair value quoted for any particular portfolio company are indicative only and are subject to change without notice, and in certain circumstances may not be realised.

Core portfolio companies

ProAxis UK Ltd, (<https://proaxis.com>) is commercialising a range of products for the capture, detection and measurement of active protease biomarkers of disease, including: NEATstik®, a rapid test for measuring active neutrophil elastase at point-of-care, which was registered with a CE Mark in September 2017; and ProteaseTag® an active neutrophil elastase immunoassay launched in 2016. ProAxis has recently expanded production capacity for its clinical trial support services, and received three grants, in particular to progress a number of interesting COVID-19 opportunities.

Glycotest Inc, New York, US (<https://www.glycotest.com>) is a private liver disease diagnostics company commercialising novel clinical laboratory testing services for patients with serious liver disease. It employs unique non-invasive blood tests based on proprietary serum biomarkers, biomarker panels and assay technology that exploit novel sugar-based disease signal chemistry. Its pipeline includes tests for liver cancers as well as liver fibrosis–cirrhosis. Fosun Pharmaceutical Co.

Ltd of China committed a US\$10 million to the company in 2019 to accelerate the development program.

PDS Biotechnology Corporation, New Jersey, US (<https://www.pdsbiotech.com>) is a clinical-stage immunotherapy company with a growing pipeline of cancer immunotherapies and infectious disease vaccines (including focus on COVID-19) based on the company's proprietary Versamune® T-cell activating technology platform. Versamune® effectively delivers disease-specific antigens for in vivo uptake and processing, while also activating the type 1 interferon immunological pathway, resulting in production of potent disease-specific killer T-cells as well as neutralizing antibodies. PDS has engineered multiple therapies, based on combinations of Versamune® and disease-specific antigens, designed to train the immune system to better recognise disease cells and effectively attack and destroy them. PDS has partnered with some of the leading institutions in cancer research and vaccine development to advance clinical testing of its products in multiple therapeutic areas.

Venture portfolio

CytoVale, Inc., San Francisco, US (<http://cytovale.com>) is developing mechanical biomarkers to improve human health through probing individual cells to quantify the mechanical signatures of disease. The first target is sepsis, a condition whose early detection dramatically improves patient outcomes and reduces treatment cost, where CytoVale has enrolled a multi-hundred patient clinical study, which has the potential to significantly reduce morbidity and mortality, decrease healthcare costs, and satisfy a \$1B+ diagnostic market. CytoVale completed a preferred Series B funding round in December 2019 of \$15m.

Epibone, Inc., New York, US (<https://www.epibone.com>) is looking to transform skeletal repair using innovative tissue engineering, which is intended to replace surgery and long recovery with the body's power to provide easier healing. Epibone completed a Series A funding round in January 2020 raising \$8 million.

G-Tech, Inc. California, US (www.gtechmedical.com) is developing a wearable medical technology that will be used to measure gastrointestinal motility. The G-Tech system consists of a wireless, wearable electrode patch that reads electrical signals at the skin surface, a smartphone app that collects the raw data from the patches via Bluetooth LE and sends it to a cloud server, and data analysis algorithms that process and quantify the motor activity of the digestive organs. In May 2020, G-Tech announced completion of \$6.7m Series A financing round led by DigiTx Partners.

Longevity Biotech, Inc. Philadelphia, US (www.longevitybiotech.com) is developing a new class of therapeutic candidates, called Hybridtides®, to tackle the most challenging aspects of medicine today, by providing critical enhancements over previous peptide development efforts. To date, it has applied the Hybridtide® scaffold primarily to the class B-GPCR family of drug targets, which are in preclinical development.

QuantalX Neuroscience, Israel (<https://www.quantalx.com>) is developing DELPHI™, a simple, precise and objective evaluation of functional brain status to enable early prevention of brain degeneration. Modern medicine lacks the ability to successfully cope with brain disorders, yet 35% of all disease burden is attributed to brain disorders. DELPHI™ is the first patient-independent active cerebral function imaging system that delivers a visual map of brain network health.

4. INFORMATION ON EMV CAPITAL

EMV Capital (www.emvcapital.com) is a London-based investment advisory business, owned and managed by Dr Iliev, the Interim CEO of NetScientific, which advises and has interests in B2B

companies in a range of sectors including industrial high-tech, energy, circular economy, smart city, transportation and healthcare.

It has interests in the UK, Israel and the US, all of which are in the form of carried interests in companies involved in technologies including robotics and AI, machine learning, industrial chemistry, Internet of Things, advanced engineering and Health-Tech.

EMV Capital’s model is to syndicate investments between financial and corporate investors in seed, pre-Series A and Series A stages of investment, and to take a hands-on role post-investment in these portfolio companies with a focus on venture capital-type returns. It also operates a growing EIS investment practice. Investments to date are sourced from its network of investors from family offices, wealth managers and institutional and corporate venture capital funds. Included amongst these investors is Deeptech Disruptive Growth Investments Limited (“Deeptech”), a company with which the Company entered into a share purchase agreement in March 2019 pursuant to which the Company sold to Deeptech all shares of stock owned in Vortex Biosciences, Inc. and Wanda, Inc. A summary of such agreement is contained in paragraph 8 of Part II.

As is common in the venture capital industry, EMV Capital has a carried interest arrangement with investors it has introduced into its portfolio companies. Under these arrangements, EMV Capital is entitled, on realisation of the investments, to a share of profits (or carried interest) for capital amounts under advisory. The carried interests range between 10 per cent. and 20 per cent. of profits above a minimum return hurdle rate of up to 10 per cent. EMV Capital’s carried interest entitlements, as well as the capital amounts under advisory which those carried interest arrangements pertain to, are set out in the table below. It is noted that six of the portfolio companies are already generating revenues. Where EMV does not have a carried interest arrangement with investors it is entitled to a share of excess profits for capital amounts under advisory pursuant to a management services agreement with the relevant investor.

Portfolio company	Sector and description (further detail set out below)	Carried interest arrangements (CIA) or profits share (PS) with investors	Capital Under Advisory
Sofant Technologies Ltd	Semiconductors—Satellite and 5G wireless communications	17-20% (CIA)	£2.3m
Q-Bot Limited	Building automation—Robotics & artificial intelligence (“AI”)	10-20% (CIA)	£2.0m
SageTech Medical Equipment Limited	Chemistry & medical technology—Halocarbon capture	20% (CIA)	Confidential
Nanotech Industrial Solutions, Inc.	Material science and chemistry	15% (CIA)	\$1.0m
PointGrab, Inc.	Building automation—Robotics & AI	15% (CIA)	£3.3m
Wanda Health, Inc.	AI & medical technology—Digital health platform	20% (PS)	\$1.4m
Vortex Biosciences, Inc.	Medical technology—Oncology diagnostics	20% (PS)	\$3.4m
Insight Photonic Solutions, Inc.	Semiconductors—Akinetic Swept Source Laser	20% (PS)	Warrants for \$1.25m

EMV Capital generates revenue from:

1. the provision of corporate finance advice to current portfolio companies and companies seeking investments;

2. incubation and growth consultancy support for portfolio companies; and
3. a share of investors' profit on realisation, as a carried interest or profits share on investments into its portfolio companies by its investor network.

EMV Capital notes key strengths of its strategy include:

- **International network of private and financial investors:** EMV Capital has arranged co-investment/syndication of larger deals through its UK and international network of investors from family offices, wealth managers, and institutional and corporate venture capital funds;
- **Corporate co-investment model:** EMV Capital has originated and executed several transactions with corporate venture capital involvement, and has advised on collaborations with corporate partners internationally. This capability and the network of corporate contacts provides a unique source of deal flow, validation partners, and routes to market for portfolio companies;
- **Longstanding experience in the sector:** EMV Capital has a team of seven investment professionals, and works with venture partners and advisors with substantial experience in industrial high-tech, clean technology, and healthcare in the UK and internationally;
- **Thought leadership:** EMV Capital's employees and consultants regularly engage with leading research institutions to identify emerging technology trends, and investment opportunities;
- **Incubation capability:** EMV Capital has considerable experience in providing incubation support to innovative technology companies, via for example board participation and access to venture partners; and
- **Deal flow sourcing and valuation framework:** EMV Capital's deal flow framework provides a consistent source of investment opportunities, reviewed periodically by EMV Capital's analysts.

In the year ended 31 December 2019, EMV Capital made a profit for the year of £163,685 on revenue of £570,801. Its net assets at that date amounted to £116,477.

Against the background of the COVID-19 pandemic and lockdown, EMV Capital has this year experienced a decline in activity with several transactions being postponed. However market conditions are now improving with several transactions expected to complete this year and continuing work on portfolio companies.

Information on EMV Capital's portfolio companies and stages of development

EMV Capital's portfolio companies span different levels of development. The majority are already generating commercial revenues, with several attracting corporate co-investment and corporate collaborations.

Sofant Technologies, Edinburgh (<http://www.sofant.com/>): Sofant's technology enables the passive steering of radio signals in future wireless systems, using RF MEMS technology. Innovative, novel, patented technology enables the next generation of wireless networks to operate with increased efficiency at a decreased cost, generating potential power consumption reductions of over 70 per cent. Sofant's technology has dual market applicability within satellite communications and 5G network infrastructure.

Stage of development: Pre-revenue, negotiating advanced purchase commitments.

Q-Bot, London (<https://q-bot.co/>) has the potential to disrupt the construction industry by providing a robotic service and digitisation platform technology. Q-Bot's first application is a semi-automated under-floor insulation service using robotic devices to enter void spaces, analyse the underfloor dimensions through machine vision, and spray expanding insulation foam to the calculated required thickness. This reduces the duration of such a project undertaken manually from over 2 weeks to up

to 2 days, and reduces the disruption to homeowners. In 2019, French construction industry giant St.Gobain invested in Q-Bot, building on a Joint Development Agreement.

Stage of development: Commercial sales in UK and France, Series A completed, looking at growth

SageTech Medical, Paignton, Devon (<http://www.sagetechnical.com/>) uses patented platform technology that captures, extracts, and purifies halocarbon based gases. As a first entry market, SageTech is disrupting the anaesthesia industry by processing waste volatile anaesthetic agents from patient exhalation. These anaesthetics are significant greenhouse gases, which SageTech can prevent from ever reaching the atmosphere, whilst providing cost savings for hospitals through a new circular economy. SageTech's technology is being piloted at NHS trusts. Its use cases include the rapid scale-up of ICUs needed to address the COVID-19 crisis.

Stage of development: Advanced pilots with NHS, targeting commercial deployment in 2021

Nanotech Industrial Solutions, New Jersey, US (<https://nitusacorp.com/>) is a developer and manufacturer of nanomaterials for the petrochemical and applied materials industry. Its award-winning technology enables the commercial production of nanoparticles made of tungsten disulphide. When added to lubricants, the particles significantly reduce both friction and wear under conditions of extreme pressure and temperature. The company has JDA partnerships with major corporations, including an investment by leading global chemicals specialist Evonik Industries.

Stage of development: Commercial sales directly to market and co-developing new product lines with corporate partners.

PointGrab, Israel (<https://www.pointgrab.com/>) provides a smart sensing solution for the smart buildings and commercial real estate technology ("CRE-Tech") industries with its CogniPoint platform. It applies its superior deep-learning technology to the smart buildings and CRE-Tech ecosystems where opportunities to gather data are abundant, yet efficient, real-time analytics of occupants are lacking. The company applies a joint development and market approach with global and leading application providers and building service providers. The company is backed by ABB Ventures and Signify (formerly Philips Lighting), and has deployments globally with many global companies such as Deloitte and leading banks. PointGrab's offering enables the transformation of the workplace to adapt to COVID-19, such as through monitoring workplace density and social distancing.

Stage of development: Commercial sales in core market, focus on growth of SaaS offering + entry in other markets in collaboration with corporate partners.

Wanda Health, Seattle, US (<https://www.wandahealth.com/>) is a UCLA-spin-out remote monitoring healthcare analytics and management company for primary care patients with chronic diseases. Wanda's platform enables the control and reduce hospitalisation rates through a Remote Monitoring System that collects data from patients' homes and provides it to clinicians, highlighting the high risks and implementing any procedures to prevent those risks. This life-personalised medicine combined with secure computing and revolutionary data mining and analytics improves the quality of life for people with chronic conditions, initially focused on congestive heart failure. Wanda has recently adapted its platform to enable hospitals and healthcare practitioners to monitor thousands of patients for COVID-19 infection rates and compliance.

Stage of development: Early commercial sales, looking at scale-up on back of COVID-19 offering; targeting Series A investment in 2020/21

Vortex Biosciences, San Francisco, US (<https://vortexbiosciences.com/>) is an oncology diagnostic company, that has developed and is selling novel liquid biopsy automated instrument (VTX-1) and microfluidic cartridge for the isolation of circulating tumour cells (CTCs) from whole blood without the need for any pre-treatment. Vortex Biosciences' innovation in CTC capture technology aims to deliver diagnostic tests that improve therapeutic decisions and saves lives. The key potential is to

revolutionize cancer diagnosis leading to better therapeutic outcomes. Its technology integrates cancer biology, microfluidic engineering, clinical research and the identification of cancer therapies and drug targets.

Stage of development: Growing commercial sales and equipment leases in the RUO market; targeting collaborations to scale-up offering through to FDA clearance toward 2023-4. Targeting Series A+ in 2020/21

Insight Photonics, Colorado, US (<https://www.sweptlaser.com/>) has developed an Akinetic, all semiconductor laser: a platform technology with a step-change in performance for multiple applications including industrial maintenance and process monitoring for resource efficiency, Light Detection and Ranging (LiDAR), and Medical Imaging. Insight's first market application is within Ophthalmological imaging using Optical Coherence Tomography to scan the retina at higher resolution than currently available. It has attracted in the past investments from Zeiss.

Stage of development: Early sales of core product. Scaling up through corporate partnerships

5. THE ACQUISITION AGREEMENT

On 5 August 2020 the Company entered into a share purchase agreement with Futura Messis and Dr Iliev pursuant to which it conditionally agreed to acquire the entire issued share capital of EMV Capital.

The consideration payable for the Acquisition is the issue to the Seller of the Consideration Shares. The Consideration Shares represent 30.0 per cent. of the Company's fully diluted share capital as enlarged only by the Acquisition, i.e. before taking into account the Placing or shares issued pursuant to the Option Grant. Based on the mid-market closing price of an Existing Ordinary Share on 4 August 2020 (being the latest practical date prior to the announcement of the Proposals on 5 August 2020), this values EMV Capital at approximately £3.4 million.

Completion of the Acquisition Agreement is subject to various conditions including the passing of the Resolutions 4, 5 and 7 and Admission. The Seller has agreed to certain customary undertakings in relation to the actions of EMV Capital pending completion of the agreement.

The Acquisition Agreement contains customary warranties from the Seller, subject to customary limitations, and Dr Iliev has guaranteed the obligations of the Seller.

Should the Acquisition Agreement be terminated due to the conditions not being satisfied, and provided that (i) the Independent Directors have not changed their recommendation to vote in favour of the Resolutions, (ii) a third party offer for the Company has not become wholly unconditional and (iii) the break fee is not otherwise deemed invalid by Rule 21.2 of the Takeover Code, the Company will pay the Seller £26,400.

6. CAPITAL REORGANISATION

The Directors are also proposing a Capital Reorganisation in order to increase the market value of the Company's shares in relative to their the nominal value of the Company's shares.

Furthermore, a consequence of having a large number of shares in issue, with a low market share price, is that small share trades can result in large percentage movements in the market share price which results in considerable share price volatility.

The Directors propose therefore that the Company effects the Capital Reorganisation on the basis that:

1. the Existing Ordinary Shares of £0.05 will each be sub-divided into:
 - a. one Interim Ordinary Share, being an ordinary share in the capital of the Company with a nominal value of £0.005; and
 - b. one Deferred Share being a deferred share in the capital of the Company with a nominal value of £0.045 each, and
2. the resulting Interim Ordinary Shares will be consolidated into New Ordinary Shares of £0.05 each (the "New Ordinary Shares") on the basis of one New Ordinary Share for every 10 Interim Ordinary Shares.

To ensure that the number of Interim Ordinary Shares is exactly divisible by 10, it is proposed that Neville Registrars is issued with 4 Existing Ordinary Shares after the General Meeting and before the Record Date, at which point the 4 Existing Ordinary Shares will be consolidated off the register immediately.

The Sub-Division of the issued Existing Ordinary Shares will not, of itself, affect the value of any shareholding, as the number of Interim Ordinary Shares held by each Shareholder will be equal to the number of Existing Ordinary Shares held by each Shareholder immediately prior to the Sub-Division.

Where the Capital Reorganisation results in any Shareholder being entitled to a fraction of a New Ordinary Share, in accordance with the Company's articles of association, such fractions shall be aggregated and the Directors intend to sell (or appoint another person to sell) such aggregated fractions in the market and retain the net proceeds for the benefit of the Company. The costs (including the associated professional fees and expenses) that would be incurred in distributing such proceeds in relation to such fractions are likely to exceed the total net proceeds distributable to such fractional Shareholders. In the Board's view, any such costs would therefore be disproportionate in the circumstances.

The Deferred Shares will not be transferable. The holders of the Deferred Shares shall not, by virtue of or in respect of their holdings of Deferred Shares, have the right to receive notice of any general meeting of the Company or the right to attend, speak or vote at any such general meeting.

The rights attaching to the Deferred Shares will be minimal and such shares will not carry any dividend rights and will only be entitled to a payment on a return of capital (whether by winding up or otherwise) after an amount of £10,000,000 has been paid in respect of each New Ordinary Share (an extremely remote possibility). The Deferred Shares will not be listed or admitted to trading on AIM (nor any other stock market) and will not be transferable without the prior written consent of the Company.

The holders of the Deferred Shares shall be deemed to have conferred the irrevocable authority on the Company at any time to: (i) appoint any person, for and on behalf of such holder, to, inter alia, transfer some or all of the Deferred Shares (without making any payment therefor) to such person(s) as the Company may determine (including without limitation the Company itself); and (ii) repurchase or cancel such Deferred Shares without obtaining the consent of the holders thereof. In addition, the Company may repurchase all of the Deferred Shares, at a price not exceeding one pence in aggregate.

The Articles have been amended to reflect the creation of the Deferred Shares and to set out the rights attaching to them and, accordingly, Resolution 1 seeks approval to adopt the New Articles. The changes in respect of the Deferred Shares are the only changes being made to the Articles.

A copy of the New Articles will be available on request from the Company at Wilkins Kennedy LLP Anglo House, Bell Lane Office Village, Bell Lane, Amersham, Buckinghamshire, HP6 6FA from the date of this Document until the time of the General Meeting and at the place of the General Meeting for at least 15 minutes prior to and during the General Meeting.

No share certificates will be issued in respect of the Interim Ordinary Shares or the Deferred Shares. If you hold a share certificate in respect of your Existing Ordinary Shares in the Company, your certificate will no longer be valid from the time that the proposed Capital Reorganisation becomes effective. If you hold more than nine Existing Ordinary Shares on the Record Date, you will be sent a new share certificate evidencing the New Ordinary Shares to which you are entitled under the Capital Reorganisation. Such certificates are expected to be despatched by not later than 8 September 2020. Upon receipt of the new certificate, you should destroy any old Ordinary Share certificates.

The New Ordinary Shares will be freely transferable, and application will be made for the New Ordinary Shares to be admitted to trading on AIM. The record date for the Capital Reorganisation is 6.00 p.m. on 24 August 2020, unless otherwise agreed by the Board.

The rights attaching to the New Ordinary Shares will be identical in all respects to those of the Existing Ordinary Shares.

A consequence of the Capital Reorganisation is that Shareholders holding fewer than 10 Existing Ordinary Shares will receive no New Ordinary Shares, they will, however, receive Deferred Shares.

It is proposed that subsisting options granted under the NetScientific Share Option Scheme be adjusted in accordance with their terms for the Capital Reorganisation.

7. THE PLACING

The purpose of the Placing is to provide the Group as enlarged by the Acquisition with sufficient funds to implement its refined strategy outlined above. The net proceeds will therefore be used to:

- protect and enhance the position in portfolio companies;
- invest in expanded opportunities;
- leverage NetScientific's funding to anchor investment syndication;
- expand revenue streams, market and value; and
- position the Group for further growth and working capital purposes.

The Company has conditionally raised gross proceeds of £2.3 million before expenses through the conditional issue of 3,538,455 Placing Shares at 65 pence per share (on the basis that the Capital Reorganisation has become effective).

WH Ireland has conditionally placed the Placing Shares with new and existing investors. The Placing is not being underwritten.

The Placing Agreement and the issue of the Placing Shares are conditional, *inter alia*, upon:

- (i) the passing of all the Resolutions (other than the Waiver Resolution) by Shareholders at the General Meeting;
- (ii) the passing of the Waiver Resolution by Independent Shareholders;

- (iii) the compliance by the Company with all of its obligations under the Placing Agreement to the extent that they are required to be performed on or prior to Admission;
- (iv) the application and all other documents required to be submitted with the application being delivered to the London Stock Exchange not later than 5.00 p.m. on 20 August 2020;
- (v) the Placing Agreement not having been terminated prior to Admission;
- (vi) the Acquisition Agreement not having been terminated and becoming unconditional save for Admission; and
- (vii) Admission occurring by no later than 8.00 a.m. on 25 August 2020 (or such later time and/or date as the Company and WH Ireland may agree, being not later than 5.00 p.m. on 30 November 2020).

Accordingly, if any of such conditions are not satisfied, or, if applicable, waived, the Placing will not proceed.

The Placing Agreement contains customary warranties given by the Company to WH Ireland as to matters relating to the Company and its business and a customary indemnity given by the Company to WH Ireland in respect of liabilities arising out of or in connection with the Placing.

WH Ireland may terminate the Placing Agreement prior to Admission in certain circumstances, including, amongst other things, if the Company is in material breach of any of its obligations under the Placing Agreement (including the warranties contained in the Placing Agreement); if there is a material adverse change in the financial position or prospects of the Group; or if there is a material adverse change in national or international financial, monetary, economic, political, environmental, or stock market conditions, which (in the reasonable opinion of WH Ireland acting in good faith) makes it impracticable or inadvisable to proceed with the Placing or Admission of the Placing Shares.

The Placing Shares will represent approximately 23.72 per cent. of the Enlarged Share Capital.

The Placing Shares are not being made available to the public and are not being offered or sold in any jurisdiction where it would be unlawful to do so.

8. INDEPENDENT DIRECTOR'S IRREVOCABLE UNDERTAKING

Professor Smith has entered into an irrevocable undertaking in favour of the Company dated 4 August 2020 to vote in favour of the Resolutions in respect of all of the Existing Ordinary Shares held by him, being 28,571 Existing Ordinary Shares representing 0.02 per cent. of the Existing Ordinary Shares.

9. ADMISSION OF THE NEW ORDINARY SHARES

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission of the New Ordinary Shares will become effective on 25 August 2020 and that dealings for normal settlement in the New Ordinary Shares will commence at 8.00 a.m. on 25 August 2020. The Consideration Shares and Placing Shares, when issued and fully

paid, will rank pari passu in all respects with the other New Ordinary Shares and will rank for all dividends or other distributions declared, made or paid after the date of issue.

10. INFORMATION ON CURRENT TRADING

The Company's recent financial performance was set out in the Company's preliminary results announcement on 27 April 2020. In the year ended 31 December 2019, the Company reported a consolidated loss after taxation of £4.9 million and had at 31 December 2019 net assets of £5.1 million, including cash and cash equivalents of £3.5 million.

11. NETSCIENTIFIC STRATEGY FOLLOWING COMPLETION OF THE PROPOSALS

Following completion of the Proposals, the Directors intend to pursue a more active management of the enlarged portfolio.

In the opinion of the Directors, the combination of NetScientific and EMV Capital has the potential to deliver shareholder value, firstly, by maximising returns from existing portfolio companies through focused execution and thereafter through further targeted investments in existing and new opportunities.

In this revised approach, the Directors intend that NetScientific will:

- concentrate its investment strategy on life sciences and technology opportunities;
- implement a balanced way of growth, combining new and recurring revenue sources from the ongoing activities of the Enlarged Group, capital gains from balance sheet investments, and capturing 'upside' from the carried interest arrangements as investments are realised;
- combine its professional organisation with EMV Capital's tight cost base and enhanced team capabilities, creating a highly efficient operation appropriate for the stage of development of the Enlarged Group;
- obtain greater leverage and impact from a combination of NetScientific's investments and status, with EMV Capital's syndication capabilities;
- achieve more efficient execution and delivery, with the core team managing a greater number of portfolios and transactions;
- leverage the trans-Atlantic relationships and resources, helping US companies access UK and European markets, corporate linkages, and talents; and conversely helping UK companies access US markets, venture capital ecosystem and corporate linkages;
- utilise international growth opportunities for the portfolio companies, relating to investment, corporate linkages, market access, access to talent, and exits; and
- participate selectively in superior investments opportunities arising from the combined footprint and networks.

The Directors have drawn up plans for a smooth integration of the two businesses as part of the implementation of the strategic plan.

12. PROPOSED SENIOR MANAGEMENT

Following completion of the Proposals, it is proposed that the appointment of Dr Iliev as Chief Executive Officer will progress from interim and part-time to permanent and full-time Chief Executive Officer. It is further proposed that Stephen Crowe's role becomes full-time Group Chief Financial Officer, with oversight over reporting and controls of the portfolio companies.

In addition, the Company has agreed with John Clarkson, in the event that the Proposals are implemented, to extend his consultancy agreement until EMV Capital has been integrated with the Group and any related projects falling within his expertise are concluded. The consultancy agreement is with Mr Clarkson's consultancy company, Development, Financial and Management Services Ltd. Under the agreement Mr Clarkson is expected to provide a minimum of 5 days per month of consultancy services at a rate of £2,000 per day, up to 10 days per month. If Mr Clarkson works in excess of 5 days per month, he can elect to receive his daily fee in New Ordinary Shares instead of cash. The parties may terminate the agreement inter alia on 30 days' notice.

The Company intends to appoint an additional non-executive director as Chair of the Audit Committee, and in due course a further non-executive director with suitable industry experience. It is expected that some of the NetScientific Board members will take non-executive director, or observer seats in portfolio companies, and will contribute to critical NetScientific projects where their expertise is appropriate.

The Independent Directors consider it is appropriate to review the current remuneration arrangements for senior management, including the NetScientific Share Option Scheme, following the Acquisition to better align their incentives with the interests of all of the Shareholders of the Enlarged Group and support the strategy and business objectives of the Enlarged Group.

13. OPTION GRANT

It is currently proposed that the Company will, following Admission, award options over New Ordinary Shares to its senior management under the NetScientific Share Option Scheme. The option exercise price will be determined by the remuneration committee of the Company's board of directors and will not be less than the average of the closing or middle (as appropriate) market quotations for New Ordinary Shares over the five dealing days prior to the date on which the option is granted.

The remuneration committee intends that, as part of this award, Dr Iliev will be awarded options over 2.5% of the Enlarged Share Capital (the "Option Grant").

14. RELATED PARTY TRANSACTIONS

Each of the following represents a related party transaction under Rule 13 of the AIM Rules (together the "Related Party Transactions"):

- the acquisition of EMV Capital from the Seller, a company controlled by Dr Ilian Iliev who is a director of the Company;
- the participation in the Placing of parties connected with Dr Iliev and Melvin Lawson. Melvin Lawson is the sole shareholder, and a director, of AB Group, is a trustee and beneficiary of A Beckman SSAS and is a trustee of Lawson Beckman Charitable Trust, each parties connected with him which collectively hold 29.98 per cent. of the Existing Ordinary Shares;

- the Option Grant; and
- the extension to the consultancy agreement with John Clarkson’s consultancy company, Development, Financial and Management Services Ltd, referred to in paragraph 12 above.

The Independent Directors consider, having consulted with WH Ireland, the Company’s nominated adviser, that the terms of each of the Related Party Transactions are fair and reasonable insofar as the Shareholders are concerned.

15. CITY CODE ON TAKEOVERS AND MERGERS

The issue of the Consideration Shares, those Placing Shares proposed to be issued to the Concert Party and the issue of the New Ordinary Shares the subject of the Option Grant gives rise to certain considerations under the Takeover Code. Brief details of the Panel, the Takeover Code and the protections they afford are set out below.

The Takeover Code is issued and administered by the Panel. The Company is a public limited company whose Existing Ordinary Shares are admitted to trading on AIM and its Shareholders are therefore entitled to the protections afforded by the Takeover Code.

For the purposes of the Takeover Code, the members of the Concert Party are presumed to be acting in concert, as defined by the Takeover Code, with regard to their holdings of Existing Ordinary Shares. Further details of the Concert Party are set out below.

Under Rule 9 of the Takeover Code, where any person acquires, whether by a series of transactions over a period of time or by one specific transaction, an interest (as defined in the Takeover Code) in shares which (taken together with shares in which persons acting in concert with him are interested) carry 30 per cent, or more of the voting rights of a company that is subject to the Takeover Code, that person is normally required by the Panel to make a Rule 9 Offer to the remaining shareholders to acquire their shares.

Similarly, Rule 9 of the Takeover Code also provides, among other things, that where any person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent. of the voting rights of a company which is subject to the Takeover Code, but does not hold shares carrying more than 50 per cent. of the voting rights of that company and such person or any such person acting in concert with him acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which he is interested, then such person or persons acting in concert with him will normally be required by the Panel to make a Rule 9 Offer to the remaining shareholders to acquire their shares.

An offer under Rule 9 of the Takeover Code must be in cash (or with a cash alternative) and at the highest price paid within the preceding 12 months for any interest in shares in the company by the person required to make the offer or any person acting in concert with him.

For the purposes of the Takeover Code, persons acting in concert include persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control of a company or frustrate the successful outcome of an offer for a company subject to the Takeover Code. For the purposes of the Takeover Code, “control” means an interest or interests in shares carrying in aggregate 30 per cent. or more of the voting rights of a company, irrespective of whether such interest or interests give de facto control. Under the Takeover Code, shareholders in a private company who sell their shares in that company in consideration for the issue of new shares

in a company to which the Takeover Code applies are also presumed to be acting in concert in respect of that company unless the contrary is established.

15.1 Concert Party

Upon implementation of the Proposals, the Concert Party will be interested in 7,258,881 New Ordinary Shares representing approximately 47.45 per cent. of the voting rights of the Company (on the basis that only the options proposed to be granted to Dr Iliev under the Option Grant are exercised in full at the earliest opportunity being the third anniversary of the date of grant and that no other New Ordinary Shares are issued prior to such exercise), which, without a waiver of the obligations under Rule 9 of the Takeover Code, would require the Concert Party to make a Rule 9 Offer to the Company's remaining Shareholders. However, the Panel has agreed, subject to the Waiver Resolution being passed on a poll by the Independent Shareholders at the General Meeting, to waive the requirement under Rule 9 of the City Code for the Concert Party to make a Rule 9 Offer that would otherwise apply. Those members of the Concert Party and any Placing Participant will not be able to vote on the Waiver Resolution as they are not independent. Those persons have undertaken to the Company that they will not vote on the Waiver Resolution. Further information on the waiver of the obligation to make such a Rule 9 Offer is set out in paragraph 15.3 below.

The interests of the persons presumed to be acting in concert with each other in Existing Ordinary Shares upon implementation of the Proposals, and the underlying assumptions are set out in the table below in paragraph 15.2.

15.2 Information on the Concert Party

For the purposes of the Takeover Code, the members of the Concert Party are regarded as acting in concert by the Panel with regard to their holdings of Existing Ordinary Shares.

Implementation of the Proposals will result in Dr Iliev, Futura Mesis, Melvin Lawson and Melvin Lawson's connected entities being presumed to be acting in concert for the purposes of the Takeover Code.

Melvin Lawson's interest in the Existing Ordinary Shares arises through his association with the following entities, which in aggregate hold 29.98 per cent. of the Existing Ordinary Shares:

- AB Group Limited, an English private limited company wholly owned by Melvin Lawson, of which he is one of three directors;
- A Beckman plc SSAS Retirement Benefit Scheme, a small self-administered pension scheme registered with HMRC of which Melvin Lawson is one of three trustees and interested in the trust's assets (together with his wife, who is also a trustee); and
- the Lawson Beckman Charitable Trust, an English registered charity and an unincorporated body constituted under a trust deed dated 30 May 1970 of which Melvin Lawson is one of three trustees (and neither a settlor nor a beneficiary).

The interests of the Concert Party (both number and percentage) in the Existing Ordinary Shares and their interests in the issued share capital ("ISC") of the Company upon implementation of each of the Proposals (including the exercise of the New Ordinary Shares the subject of the Option Grant) are set out below.

	Existing ISC	Effect of completion of the Acquisition	Effect of completion of the Acquisition and Placing	Effect of completion of the Acquisition and Placing and exercise of options under the Option Grant
Futura Messis	-	3,521,480	3,598,403	3,598,403
Dr Iliev	-	30.95%	24.12%	23.52%
Dr Iliev total	-	3,521,480	3,598,403	3,980,868
		30.95%	24.12%	26.02%
Melvin Lawson				
AB Group	1,056,763 13.45%	1,056,763 9.29%	1,518,301 10.18%	1,518,301 9.92%
A Beckman SSAS	980,987 12.49%	980,987 8.62%	1,442,525 9.67%	1,442,525 9.43%
Lawson Beckman Charitable Trust	317,187 4.04%	317,187 2.79%	317,187 2.13%	317,187 2.07%
Melvin Lawson total	2,354,937	2,354,937	3,278,013	3,278,013
	29.98%	20.70%	21.98%	21.43%
Concert Party's Total	2,354,937 29.98%	5,876,417 51.65%	6,876,416 46.10%	7,258,881 47.45%
Resultant share capital at each stage	7,856,187	11,377,667	14,916,122	15,298,587

Note: the above figures are based on the assumption the capital reorganisation has taken place pursuant to Resolutions 2 and 3.

The above interests have been calculated on the basis:

- of completion of the Acquisition and Placing;
- that the Concert Party subscribe to the Placing as disclosed; and
- that options over New Ordinary Shares the subject of the Option Grant to Dr Iliev are exercised in full at the earliest possible date (being the third anniversary of the date of grant), and that no other options or conversion rights are exercised by other persons.

Other than as disclosed in the table above, as at 5 August 2020, being the latest practical date prior to publication of this document, no member of the Concert Party, their immediate families or person connected with any of them (within the meaning of Part 22 of the Act and related regulations) nor any persons acting in concert with any of them, had any interests, rights to subscribe or short positions (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery in any relevant securities of the Company.

There are no relationships (personal, financial and commercial), arrangements and understandings between the Concert Party members and any of the Shareholders or any person who is, or is presumed to be, acting in concert with any Shareholder to disclose.

15.3 Waiver of Rule 9 obligation

Under Note 1 on the Notes on the Dispensations from Rule 9 of the Takeover Code, the Panel will normally waive the requirement for a Rule 9 Offer if, inter alia, those shareholders of the company who are independent of the persons who would otherwise be required to make a Rule 9 Offer pass an ordinary resolution on a poll at a general meeting approving such a waiver.

The Company has applied to the Panel for a waiver of the obligation of the Concert Party under Rule 9 of the Takeover Code that would otherwise arise and require it to make a Rule 9 Offer to the Company's other Shareholders as a result of the issue of the Placing Shares, the Consideration Shares and any New Ordinary Shares subsequently issued pursuant to the Option Grant to the Concert Party in connection with the implementation of the Proposals. Subject to the approval of the Independent Shareholders of the Waiver Resolution, to be taken on a poll at the General Meeting, the Panel has agreed to waive such obligation to make a Rule 9 Offer. To be passed, the Waiver Resolution will require a simple majority of the votes cast on a poll by the Independent Shareholders voting at the General Meeting. Members of the Concert Party and Placing Participants will not be permitted to vote on the Waiver Resolution and have undertaken to the Company that they will not vote on the Waiver Resolution.

The Notice of the General Meeting, at which the Resolutions will be proposed, is set out at the end of this document. Should Shareholder approval not be obtained for the Waiver Resolution, neither the Acquisition nor the Placing will proceed.

Following implementation of the Proposals, the members of the Concert Party will hold between them an interest in New Ordinary Shares carrying 30 per cent. or more of the Company's voting share capital but will not hold New Ordinary Shares carrying in excess of 50 per cent. of such voting rights and (for so long as they continue to be treated as acting in concert) any further increase in that aggregate interest in New Ordinary Shares will be subject to the provisions of Rule 9 of the Takeover Code.

The Concert Party will not be restricted from making a subsequent offer in the future for the Company in the event that the Waiver Resolution is approved by the Independent Shareholders. For the avoidance of doubt, the waiver from the obligation that the Concert Party would otherwise have to make a Rule 9 Offer to the Company's other shareholders granted pursuant to the Waiver Resolution applies only in respect of increases in shareholdings of the Concert Party resulting from the implementation of the Proposals and not in respect of other increases in its holdings.

15.4 Disqualifying Transactions

The waiver to which the Panel has agreed under the Takeover Code will be invalidated if any purchases are made by any member of the Concert Party, or any person acting in concert with it, in the period between the date of this Circular and the General Meeting. No member of the Concert Party, nor any person acting in concert with it, has purchased or acquired an interest in Existing Ordinary Shares in the 12 months preceding the date of this Circular.

15.5 Intentions of the Concert Party

The Concert Party intends that the Enlarged Group will, as more fully described in paragraph 2 of this Part I, adopt a more proactive management of a larger portfolio with varying time horizons and stages of development, and a wider technological focus than healthcare, in order to grow shareholder value. The Concert Party has no intention of making any changes in relation to any research and development functions of the Company.

Otherwise than as set out in paragraph 12 of this Part I, (of which the Concert Party is supportive), the Concert Party has no intention of making any changes to the continued employment of the employees and management of the Company or of its subsidiaries, including any material change in the conditions of employment or in the balance of the skills and functions of the employees and management.

Following the Acquisition, the headquarters and headquarters functions of the Enlarged Group will be relocated to the offices of EMV Capital at Level 39, One Canada Square, London E14 5AB. Other than that relocation, the Concert Party does not believe its strategic plans for the Enlarged Group (as set out above) will have any repercussions on employment or on the locations of the Company's places of business. The Concert Party has no intention of making any changes to employer contributions into the Company's pension scheme(s) (including with regards to current arrangements for the funding of any scheme deficits), the accrual of benefits for existing members, or the admission of new members.

The Concert Party has no intention to redeploy the Company's fixed assets (other than relocating the headquarters are mentioned above).

The Concert Party has no intention of making any changes to the maintenance of the existing trading facilities for the New Ordinary Shares.

The Independent Directors fully agree with the Concert Party's intentions and strategic plans, in particular, in relation to their likely repercussions on employment and the locations of the Company's place of business.

16. RELATIONSHIP AGREEMENT AND LOCK-IN AGREEMENT

The Company, WH Ireland and the Concert Parties have entered into the Relationship and Lock-in Agreement. This agreement will ensure that the Company is capable of carrying out its business independently of the Concert Parties and their associates. It also contains undertakings from each member of the Concert Party (i) not, for a period of 12 months from Admission, to sell, charge or grant any interest over any Consideration Shares held by it and (ii) at the end of that 12 month period, to only dispose of such Consideration Shares through WH Ireland for a further 12 months, in each case subject to certain exceptions including:

- an acceptance of an offer for the Company's shares at any stage; or
- agreeing to accept any offer for the Company's shares either before or after its announcement.

Pursuant to the Relationship and Lock-In Agreement, for so long as Dr Iliev and Futura Messis and their connected persons hold at least 10 per cent. of the voting rights on issue in the Company, they are entitled to nominate one director to the Board, which, following admission, will be Ilian Iliev.

Further details of the Relationship and Lock-in Agreement are set out in paragraph 8(i) of Part II to this document.

17. GENERAL MEETING

For the reasons set out above, completion of the Acquisition and of the Placing is conditional upon, *inter alia*, the approval by the Shareholders of the Resolutions at the General Meeting.

Only Independent Shareholders may vote on the Waiver Resolution, that is to say no members of the Concert Party nor any Placing Participant.

Set out at the end of this document is a notice convening the General Meeting which is to be held at the offices of EMV Capital, Level 39, One Canada Square, London E14 5AB at 10.00 a.m. on 24 August 2020, for the purpose of considering, and if thought fit, passing the Resolutions which are described below.

As Shareholders will be aware, the UK Government's restrictive measures in connection with COVID-19 and, in particular, the restrictions on non-essential travel and on gatherings, will restrict the ability of Shareholders to attend the General Meeting in person. Although the situation is fast changing and constantly evolving, it appears that the measures will continue beyond the date of the General Meeting and as such the Board strongly advises and recommends that all Shareholders refrain from attending the General Meeting in person and, instead, submit a Form of Proxy. In order to ensure that Shareholders votes count, the Board recommends that Shareholders appoint the Chairman of the General Meeting as their proxy for the General Meeting.

Shareholders attempting to attend the General Meeting will be refused entry.

The Board will continue to assess the situation in the UK, and in particular any new or existing measures that the UK Government takes or extends and will duly notify Shareholders as appropriate and what further action, if any, they should take in respect of the General Meeting.

Resolution 1

Resolution 1 is a special resolution to approve the adoption of the New Articles.

Resolutions 2 and 3

Resolutions 2 and 3 are ordinary resolutions, to approve the Sub-Division and the Consolidation as described above.

Resolution 4

Resolution 4 is an ordinary resolution, which is conditional on the passing of Resolution 5, to be taken on a poll by the Independent Shareholders to waive the obligation on the Concert Party which would otherwise arise under Rule 9 as a result of the issue of the Consideration Shares, the participation of certain members of the Concert Party in the Placing and the issue of the New Ordinary Shares the subject of the Option Grant.

Each Placing Participant and member of the Concert Party has undertaken not to vote on this Resolution 4.

Resolution 5

Resolution 5 is an ordinary resolution, which is conditional on the passing of Resolution 4, to grant authority to the Directors under section 551 of the Act, to allot New Ordinary Shares up to a maximum aggregate nominal amount of £352,997.00 as follows:

- £176,074.00 being the amount required for the purposes of issuing the Consideration Shares; and
- £176,923.00 being the amount required for the purposes of issuing the Placing Shares.

Resolution 6

Resolution 6 is an ordinary resolution, which is conditional on the passing of Resolutions 4 and 5, to grant ongoing authority to the Directors under section 551 of the Act, to allot New Ordinary Shares up to a maximum aggregate nominal amount of £246,116.00 (being 33 per cent. of the Enlarged Share Capital) in any other case and £246,116.00 (being a 33 per cent. of the Enlarged Share Capital) in the case of a rights issue or other pre-emptive offer or issue.

Resolution 7

Resolution 7 is a special resolution, which is conditional on the passing of Resolution 5, to empower the Directors, pursuant to section 570 of the Act, to allot the Placing Shares on a non-pre-emptive basis.

Resolution 8

Resolution 8 is a special resolution, which is conditional on the passing of Resolution 6, to empower the Directors, pursuant to section 570 of the Act, to allot further New Ordinary Shares in any other case up to a maximum aggregate nominal amount of £149,161.00 (being 20 per cent. of the Enlarged Share Capital) on a non-pre-emptive basis.

18. ACTIONS TO BE TAKEN

Due to the UK Government's restrictive measures in relation to COVID-19, the Board strongly encourages all Shareholders to vote on the Resolutions by proxy, appointing the chairman of the meeting as their proxy, before the deadline of 10.00 a.m. on 20 August 2020. The Company's view, which is supported by the Chartered Governance Institute, is that attendance at a general meeting by a shareholder, other than one specifically required to form the quorum for that meeting, is not essential. The Company has arranged for a quorum to be present in person at the General Meeting. Accordingly, we hereby notify Shareholders that anyone seeking to attend the General Meeting in person will be refused entry and there are no facilities currently available to allow Shareholders to dial-in or participate online.

Please check that you have received the following with this document:

- a Form of Proxy for use in respect of the General Meeting.

The form of proxy should be returned as soon as possible, but in any event so as to be received by post or, during normal business hours only, by hand, to Neville Registrars Limited of Neville House, Steelpark Road, Halesowen, B62 8HD by no later than 10.00 a.m. a.m. on 20 August 2020 2020 (or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the adjourned meeting).

If you hold your shares in the Company in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of the General Meeting set out at the end of this document). Proxies submitted via CREST must be received by the Company's agent (ID 7RA11) by no later than 10.00 a.m. on 20 August 2020 (or, in the case of an adjournment, not later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the adjourned meeting).

In the event that the Resolutions are not approved by Shareholders, the Directors would be unable to implement the revised strategy described in this Circular, would have limited resources, and therefore may have to liquidate the Company's portfolio in the very near future.

NetScientific has tried in the past to dispose of its assets in a passive way, but has been unable to secure good offers for the portfolio or the individual assets, and it is in the Board's opinion even less likely to succeed now. The development timelines and illiquidity of the underlying assets make it unlikely that asset values will be maximized.

The Directors believe that the potential of NetScientific's portfolio companies to generate significant Shareholder value is beyond NetScientific's current runway, as the companies are still in early stages of development. Furthermore, NetScientific's small team would not have the resources and capabilities to execute a high-return liquidation strategy. The Board therefore believes that such a scenario would be to the detriment of Shareholders.

19. INDEPENDENT ADVICE PROVIDED TO THE INDEPENDENT DIRECTORS

WH Ireland has provided formal advice to the Independent Directors, in accordance with the requirements of paragraph 4(a) of Appendix 1 of the Takeover Code, in relation to the Proposals. Such advice was provided by WH Ireland to the Independent Directors only and, in providing such advice, WH Ireland has taken into account the Independent Directors' commercial assessments. The advice must regard the merits of the Proposals, the controlling position they will create, and the effect which they will have on the Shareholders generally. **Accordingly, the Independent Directors (excluding Dr Iliev, given he is a member of the Concert Party), who have been so advised by WH Ireland, consider the terms of the Proposals to be fair and reasonable and in the best interests of the Shareholders and the Company as a whole.**

WH Ireland confirms that it, and any person who is or is presumed to be acting in concert with it, is independent of the Concert Party and has no personal, financial or commercial relationship or arrangements or understandings with the Concert Party, save for (i) as Nominated Adviser having advised Dr Iliev in his capacity as a Director of the Company and (ii) Melvin Lawson being interested in 3.08% of the issued share capital of WH Ireland.

20. RECOMMENDATIONS AND UNDERTAKINGS

Shareholders should be aware that if the Resolutions are not passed at the General Meeting, the Proposals will not proceed.

Accordingly, the Independent Directors recommend that (i) the Independent Shareholders vote in favour of the Waiver Resolution and (ii) the Shareholders vote in favour of the other Resolutions in each case at the General Meeting. Professor Smith, the only Independent Director with an interest in the Existing Share Capital, has undertaken to vote in favour of the Resolutions in respect of his holding of Existing Ordinary Shares, being 28,571 Existing Ordinary Shares in aggregate and representing approximately 0.02 per cent. of the Existing Ordinary Shares.

Yours sincerely

John Clarkson

Non-Executive Chairman

PART II

ADDITIONAL INFORMATION

1. Responsibility

- 1.1. The Directors, whose names appear in paragraph 2 below, accept responsibility for the information contained in this Circular and opinions expressed herein other than (i) the information relating to the members of the Concert Party and its intentions for which such members accept responsibility (as set out in paragraph 1.2 below) and (ii) the recommendation of the Independent Directors set out in paragraph 20 of Part I of this Circular for which the Independent Directors accept responsibility (as set out in paragraph 1.3 below). To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Circular for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 1.2. The members of the Concert Party, whose names appear in paragraph 3 below, accept responsibility for the information contained in this Circular, and opinions expressed herein relating to themselves, including their intentions. To the best of the knowledge and belief of the members of the Concert Party (who have taken all reasonable care to ensure that such is the case) the information contained in this Circular for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 1.3. The Independent Directors (excluding, with the consent of the Panel, Dr Iliev by reason of his involvement in the Concert Party), whose names appear in paragraph 2 below, accept responsibility for the recommendation of the Independent Directors set out in paragraph 20 of Part I of this Circular. To the best of the knowledge and belief of the Independent Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Circular for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Directors

The Directors of the Company are:

- John Eric Clarkson (Non-Executive Chairman)
- Dr Ilian Petkov Iliev (Interim Chief Executive Officer)
- Professor Stephen Kevin Smith (Non-Executive Director)

John Clarkson and Professor Smith are Independent Directors.

3. Information on the Concert Party

- 3.1. The names and addresses of the members of the Concert Party are set out below.

a. Dr. Iliev

Dr Iliev is Chief Executive Officer of the Company and Managing Director of EMV Capital. Dr Iliev is the sole director and the legal owner of the entire issued share capital of Futura Messis (the Seller of EMV Capital).

Dr Iliev's business address is One Canada Square Level 39, One Canada Square, London E14 5AB.

Dr Iliev has previously (in his capacity as a director of EMV Capital Limited) advised Melvin Lawson (and entities in which he is interested) on various investments, including PointGrab, Nanotech Industrial Solutions, Vortex Biosciences, Wanda Health and Insight Photonic Solutions.

It is currently proposed that the Company will following Admission grant Dr Iliev options over 2.5% of the Enlarged Share Capital under the NetScientific Share Option Scheme. The option exercise price will be determined by the remuneration committee of the Company's board of directors and will not be less than the average of the closing or middle (as appropriate) market quotations for Existing Ordinary Shares over the five dealing days prior to the date on which the option is granted.

Dr Iliev spun-out EMV Capital out of EcoMachines Ventures Limited, which he founded in 2013. Prior to that he co-founded and was CEO of Cambridge Intellectual Property Ltd (2006-2012), which he built into an IP strategy and patent-based technology business intelligence provider in the UK. Dr Iliev is a Board member at a number of EMV Capital portfolio companies, including Sofant Technologies, PointGrab, Q-Bot, Vortex Biosciences and Wanda Health, as well as NetScientific portfolio companies PDS Biotechnology and Glycotest, Inc.

Dr Iliev holds a PhD from Cambridge University's Judge Business School, focused on Venture Capital business models in emerging economies; MCom in Economics, and BA in Politics, Economics and International Relations from the University of Witwatersrand. He has published widely on entrepreneurship, venture capital, and market trends in energy and healthcare. He is an Associate Fellow at Chatham House.

b. Futura Messis Group Ltd

Futura Messis Group Ltd is a company incorporated on 15 February 2019 in England and Wales with company number 11830545 whose registered office is situated at 10 Jesus Lane, Cambridge CB5 8BA. The sole director and shareholder of Futura Messis is Dr Iliev.

Futura Messis was incorporated by Dr Iliev as holding company for a number of private family investments. Such investments include the entire issued share capital of EMV Capital and as such Futura Messis is the Seller of EMV Capital. Futura Messis is entitled to receive 3,521,480 Consideration Shares in connection with the Acquisition. Futura Messis has subscribed for 76,923 Placing shares.

The accounting reference date of Futura Messis is 31 December, and it has currently not finalised its first accounts for the year to 31 December 2019 (due to be filed with Companies House by 30 September 2020).

c. Melvin Lawson

Mr Lawson is managing director and the legal owner of the entire issued share capital of AB Group (which is the sole owner of A Beckman Limited, a company formerly listed on the London Stock Exchange). Mr Lawson is a trustee and beneficiary of A Beckman SSAS, and a trustee of the Lawson Beckman Charitable Trust. AB Group, A Beckman SSAS and the Lawson Beckman Charitable Trust collectively hold 29.98 per cent. of the Existing Ordinary Shares.

Mr Lawson's business address is 25 Old Burlington Street, Second Floor, London W1S 3AN.

Mr Lawson has previously engaged EMV Capital to advise him (and entities in which he is interested) on various investments, including PointGrab, Nanotech Industrial Solutions, Vortex Biosciences, Wanda Health and Insight Photonic Solutions.

Mr Lawson is a director of and investor in a number of other public and private companies, primarily involved in the real estate and technology sectors, including a non-executive director of Catalyst Media Group Plc.

d. AB Group

AB Group Limited is a company incorporated on 8 September 1995 in England and Wales with company number 03100123 whose registered office is situated at Quadrant House, Floor 6, 4 Thomas More Square, London, E1W 1YW. AB Group is one of a number of holding companies controlled by Melvin Lawson which actively manages his investments, primarily focused on real estate and technology assets.

The sole owner of the entire issued share capital of AB Group is Melvin Lawson, and its directors are Melvin Lawson, Jacqueline Lawson and Bharat Thakrar.

AB Group has subscribed for 461,538 Placing Shares.

The accounting reference date of AB Group is 31 December.

AB Group is interested in 10,567,639 Existing Ordinary Shares, representing 13.45 per cent. of the Existing Ordinary Shares.

e. A Beckman SSAS

A Beckman plc SSAS Retirement Benefit Scheme is a small self-administered pension scheme registered with HMRC registration number 00303816RB. Its business address is 25 Old Burlington Street, Second Floor, London W1S 3AN.

The trustees of A Beckman SSAS are Melvin Lawson, Jacqueline Lawson and Lynton Stock.

The beneficiaries of A Beckman SSAS are Melvin Lawson and Jacqueline Lawson.

A Beckman SSAS is interested in 9,809,872 Existing Ordinary Shares, representing 12.49 per cent. of the Existing Ordinary Shares. A Beckman SSAS has subscribed for 461,538 Placing Shares.

f. Lawson Beckman Charitable Trust

The Lawson Beckman Charitable Trust is an unincorporated body, constituted under a trust deed dated 30 May 1970. It is a charitable trust registered in England and Wales with charity number 261378.

The trustees of the Lawson Beckman Charitable Trust are Melvin Lawson, Francis Katz and Lynton Stock. The trust deed provides for a minimum of two trustees. The power of appointing new or additional trustees is exercisable by the trustees. The trustees meet at such intervals as they consider appropriate. The charity has no full time or part time employees or volunteers to assist in the running of the charity.

The business address of the Lawson Beckman Charitable Trust is c/o AB Group Limited, 25 Old Burlington Street, Second Floor, London W1S 3AN.

The trust does not actively fundraise and maintains a careful stewardship of its existing resources.

The object of the trust is to apply the capital and income of the trust fund for the relief of poverty, support of the arts and other general charitable purposes as the trustees in their absolute discretion think fit. The policies adopted by the trustees in achieving these aims are to make grants to suitable organisations themselves charitable in nature. The trustees' long -term aim for the trust is to achieve underlying income growth for the charity into the future.

The accounting reference date of the Lawson Beckman Charitable Trust is 31 March.

The Lawson Beckman Charitable Trust is interested in 3,171,875 Existing Ordinary Shares, representing 4.04 per cent. of the Existing Ordinary Shares.

4. Interests and Dealings

4.1. For the purposes of this paragraph 4:

- a. references to persons "acting in concert" comprise persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control (as defined below) of a company or to frustrate the successful outcome of an offer for a company. A person and each of its affiliated persons will be deemed to be acting in concert with each other. Without prejudice to the general application of this definition, the following persons will be presumed to be persons acting in concert with other persons in the same category unless the contrary is established:
 - i. a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies, and companies of which such companies are associated companies, all with each other (for this purpose ownership or control of 20 per cent. or more of the equity share capital of a company is regarded as the test of associated company status);

- ii. a company with any of its directors (together with their close relatives and the related trusts of any of them);
 - iii. a company with any of its pension schemes and the pension schemes of any company covered in (i);
 - iv. a fund manager (including an exempt fund manager) with any investment company, unit trust or other person whose investments such fund manager manages on a discretionary basis, in respect of the relevant investment accounts;
 - v. a person, the person's close relatives, and the related trusts of any of them, all with each other;
 - vi. the close relatives of a founder of a company to which the Takeover Code applies, their close relatives, and the related trusts of any of them, all with each other;
 - vii. a connected adviser with its client and, if its client is acting in concert with an offeror or with the offeree company, with that offeror or with that offeree company respectively, in each case in respect of the interests in shares of that adviser and persons controlling, controlled by or under the same control as that adviser (except in the capacity of an exempt fund manager or an exempt principal trader);
 - viii. directors of a company which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent; and
 - ix. shareholders in a private company who sell their shares in that company in consideration for the issue of new shares in a company to which the Takeover Code applies, or who, following the re-registration of that company as a public company in connection with an initial public offering or otherwise, become shareholders in a company to which the Takeover Code applies.
- b. an "arrangement" includes any indemnity or option arrangements and any agreement or understanding, formal or informal, of whatever nature, relating to Relevant Securities which may be an inducement to deal or refrain from dealing;
- c. a "connected adviser" has the meaning attributed to it in the Takeover Code;
- d. "connected person" a director, those persons whose interests in Existing Ordinary Shares the director would be required to disclose pursuant to Part 22 of the Act and related regulations and includes any spouse, civil partner, infants (including step children), relevant trusts and any company in which a director holds at least 20 per cent. of its voting capital;
- e. "control" means a holding, or aggregate holdings, of shares in the capital of a company carrying 30 per cent. or more of the voting rights attributable to the share capital of a company which are currently exercisable at a general meeting, irrespective of whether the holding or aggregate holdings give de facto control;
- f. "dealing or dealt" include:

- i. acquiring or disposing of Relevant Securities, the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights allocated to Relevant Securities or general control of Relevant Securities;
 - ii. taking, granting, acquiring, disposing of, entering into, closing out, terminating, exercising (by either party) or varying an option in respect of any Relevant Securities;
 - iii. subscribing or agreeing to subscribe for Relevant Securities (whether in respect of new or existing securities);
 - iv. exercising or converting any Relevant Securities carrying conversion or subscription rights;
 - v. acquiring, disposing of, entering into, closing out, exercising (by either party) of any rights under, or varying of, a derivative referenced directly or indirectly, to Relevant Securities;
 - vi. entering into, terminating or varying the terms of any agreement to purchase or sell Relevant Securities; and
 - vii. any other action resulting, or which may result, in an increase or decrease in the number of Relevant Securities in which a person is interested or in respect of which he has a short position;

- g. “derivative” includes any financial product whose value in whole or in part is determined, directly or indirectly, by reference to the price of an underlying security;

- h. “disclosure date” means 5 August 2020, being the latest practicable date prior to the publication of this document;

- i. “disclosure period” means the period of 12 months ending on the disclosure date;

- j. an “exempt fund manager” means a person who manages investment accounts on a discretionary basis and is recognised by the Panel as an exempt fund manager for the purposes of the Takeover Code;

- k. an “exempt principal trader” means a person who is recognised by the Panel as an exempt principal trader for the purposes of the Takeover Code;

- l. being “interested” in Relevant Securities includes where a person:
 - i. owns Relevant Securities; or

 - ii. has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to Relevant Securities or has general control of them; or

 - iii. by virtue of any agreement to purchase, option or derivative, has the right or option to acquire Relevant Securities or to call for their delivery or is under an obligation to take delivery of them, whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise; or

- iv. is party to any derivative whose value is determined by reference to their price and which results, or may result, in his having a long position in them;
- m. “Relevant Securities” means securities which comprise equity share capital (or derivatives referenced thereto) and securities convertible into rights to subscribe for and options (including traded options) in respect of any such securities; and
- n. “short position” means any short position (whether conditional or absolute and whether in the money or otherwise) including any short position under a derivative, any agreement to sell or any delivery obligation or right to require any other person to purchase or take delivery.

4.2. The interests of the Directors (including persons connected with the Directors within the meaning of section 252 of the Act and any member of the Director’s family (as defined in the AIM Rules)) in relevant securities as at the disclosure date are set out below.

Director	Number of relevant securities held at disclosure date	Percentage of relevant securities at disclosure date
John Clarkson	-	-
Dr Iliev	-	-
Professor Smith	28,571 Existing Ordinary Shares	0.02%

Note: the above figures are based on pre-Capital Reorganisation.

4.3. As at the disclosure date, details of share options granted to Directors (and any persons connected with them (within the meaning of section 252 of the Act)) were as set out below:

Director	Interest in share options	Grant Date	Exercise Price (pence)	Earliest Exercise Date	Expiry Date
John Clarkson	0				
Dr Iliev	0				
Professor Smith	30,000	24 June 2016	£0.797	17 February 2019	23 June 2026

Note: the above figures are based on pre-Capital Reorganisation.

4.4. There have been no dealings in relevant securities by the Directors (or members of their immediate families) during the disclosure period.

4.5. The interests of the members of the Concert Party (and the interests of persons connected with any of them (within the meaning of section 252 of the Act)) or any persons acting in concert with any of them in Relevant Securities of the Company as at the disclosure date are set out below.

Member of Concert Party	Number of Relevant Securities held at disclosure date	Percentage of Relevant Securities at disclosure date
Dr Iliev	0	0
Futura Messis	0	0
Melvin Lawson	0	0
AB Group	10,567,639 Existing Ordinary Shares	13.45%
A Beckman SSAS	9,809,872 Existing Ordinary Shares	12.49%
Lawson Beckman Charitable Trust	3,171,875 Existing Ordinary Shares	4.04%

Note: the above figures are based on pre-Capital Reorganisation.

- 4.6.** There have been no dealings in Relevant Securities of the Company by members of the Concert Party or any person acting in concert with any member of the Concert Party in the disclosure period.
- 4.7.** Save as disclosed in paragraphs 4.2, 4.3 and 4.5, as at the disclosure date, none of the Directors, no member of the Concert Party, their immediate families or person connected with them (within the meaning of Part 22 of the Act and related regulations) nor any persons acting in concert with them or with the Company, had any interests, rights to subscribe or short positions (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery in any relevant securities of the Company.
- 4.8.** There were no arrangements of the kind referred to in Note 11 of the definition of acting in concert in the Takeover Code which existed between the Company nor any of the Directors nor any member of the Concert Party (including any members of such Directors' or Concert Party member's respective immediate families, related trusts or connected persons) or any associate of the Company and any other person, nor have any dealings in relevant securities of the Company taken place by such parties during the disclosure period.
- 4.9.** Save that Dr Iliev is interested in 100% of the issued share capital of Futura Messis, neither the Company nor any of the Directors (including any members of such Directors' respective immediate families, related trusts or connected persons) had any interest in or right to subscribe for, or had any short position in relation to, any relevant securities of any member of the Concert Party (or derivatives referenced thereto) or securities convertible into, rights to subscribe for or options (including traded options), any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery, in respect thereof.

5. Major Shareholders

As at 5 August 2020 (being the latest practicable date prior to publication of this Circular), in so far as known to the Company, the following persons had an interest in the Company's issued Existing Ordinary Share capital which is notifiable under Chapter 5 of the FCA's Disclosure and Transparency Rules:

Shareholder	Number of Existing Ordinary Shares held	Percentage of voting rights
Lawson M A	23,549,386	29.98%
Schroder Investment Management Limited	13,153,333	16.74%
Azima Family Trust	9,910,453	12.61%
Acacia Research Corporation	8,134,240	10.35%
Jupiter Asset Management Limited	3,920,237	4.99%

Note: the above figures are as at 5 August 2020, being the most practical date prior to the publication of this document. Therefore, these numbers are before the capital reorganisation having taken place pursuant to Resolutions 2 and 3

6. Directors' service agreements

Director	Position	Date of agreement and term	Current annual remuneration (including other benefits)	Compensation on early termination	Notice period
John Clarkson	Non-executive Chairman	2 Dec 2019 and amended on 1 April 2020 and 27 July 2020. Term is indefinite subject to the retirement provisions under the Articles.	£36,000.00 p.a.	N/A	30 days' notice by either the Company or Mr Clarkson
Dr Iliev	CEO	1 May 2020 Term is indefinite subject to the retirement provisions under the Articles.	From Admission - £228,000.00 p.a. (full time) + benefits of £20,796.00 p.a., consisting of travelling costs, home office costs,	N/A	From Admission – either the Company or Dr Iliev may terminate with three months' notice for the first six months and thereafter 12

			entertainment and other out of pocket expenses. At the date of this Circular - £150,000.00 (part time) + benefits of £14,946.00 p.a., consisting of travelling costs, home office costs, entertainment and other out of pocket expenses.		months' notice. As at the date of this circular (when part time) - either the Company or Dr Iliev may terminate with 3 months' notice.
Professor Smith	NED	28 Jan 2016 as amended on 27 July 2020 Term is indefinite subject to the retirement provisions under the Articles.	£24,000.00 p.a.	N/A	30 days' notice by either the Company or Professor Smith

John Clarkson controls Development, Financial and Management Services Ltd, which has received £2,000 per day, capped at no more than 10 days per month, pursuant to a consultancy agreement with the Company since 1 January 2020.

For the period 1 January 2020 to 30 April 2020 (prior to Dr Iliev's appointment as CEO), London Innovation Partners Ltd, a company owned by Dr Iliev received £2,000 per day, capped at no more than 10 days per month, pursuant to a consultancy agreement between it and the Company.

There are no other service contracts between the Directors and the Company or any of its subsidiaries and no service contracts have been entered into nor have existing service contracts been replaced or amended during the period of six months prior to the date of this Circular.

7. Middle market quotations

The following table sets out the middle market quotations for an Existing Ordinary Share, as derived from the Daily Official List of London Stock Exchange, for the first Business Day of each of the six months immediately preceding the date of this document and on 5 August 2020 (being the latest practicable date prior to the publication of this document):

Date	Price per Existing Ordinary Share
2 March 2020	2.7p
1 April 2020	1.95p
1 May 2020	6.75p
1 June 2020	6.5p
1 July 2020	5.875p
3 August 2020	7.75p
5 August 2020	8.00p

8. Material Contracts

The following are the only material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Company or any of its subsidiaries within the two years immediately preceding the date of this Circular (other than the Acquisition Agreement and the Placing Agreement which are summarised in paragraphs 5 and 7 of Part I of this document).

i. Relationship and Lock-in Agreement

On 5 August 2020, the Company, WH Ireland and each of Dr Iliev, Futura Messis, Melvin Lawson, AB Group, A Beckman SSAS and Lawson Beckman Charitable Trust entered into a Relationship and Lock-in Agreement, which is conditional upon Admission, and will be in effect at all times from time to time when the Concert Parties together hold the legal and/or beneficial title to, or the voting rights attaching to New Ordinary Shares which constitute, in aggregate, not less than 20 per cent. of the number of New Ordinary Shares in issue. In the event that the Concert Parties and/or their connected persons together hold the legal and/or beneficial title to, or the voting rights attaching to New Ordinary Shares which constitute, in aggregate, less than 20 per cent., the provisions of the agreement cease to apply, provided that if at any time within one year of the agreement ceasing to apply such holdings reach, or exceed 20 per cent., the provisions of the agreement immediately and automatically apply without the need for further action by any party. The agreement is subject to English law.

Pursuant to the agreement the Concert Parties, in their capacity as substantial shareholders, have given various undertakings to the Company regarding the relationship between each of them, their connected persons and the Company. In particular, the Concert Parties have each agreed not to take any action that would result in the Company not being able to carry on its business independently of the Concert Parties or their connected persons. The agreement will automatically terminate upon the New Ordinary Shares ceasing to be traded on AIM or another recognised stock exchange.

The agreement also sets out certain restrictions on the Concert Parties and their connected persons regarding the disposal of their Consideration Shares following Admission.

Each of the Concert Parties has undertaken to the Company and WH Ireland that they will retain their entire interest in and not dispose of any interest in the Consideration Shares during the period of twelve months from the date of Admission.

The agreement also contains undertakings from each member of the Concert Party (i) not, for a period of 12 months from Admission, to sell, charge or grant any interest over the Consideration Shares held by it and (ii) at the end of that 12 month period referred to above (such period being the Orderly Market Period), except with the prior written consent of WHI or its successors.

These restrictions are subject to certain limited exceptions including: (i) the acceptance of an offer for the Company's shares pursuant to the Takeover Code; and agreeing to accept any offer for the Company's shares either before or after its announcement pursuant to the Takeover Code and (ii) disposals of any interest in Consideration Shares to one or more members of the Concert Party. In addition, the restrictions shall not apply in respect of any disposal during the period of 12 to 24 months from the date of Admission where WH Ireland (or its successors) have failed to sell the interest in Consideration Shares within ten business days of first marketing them or have failed to agree to a sale within ten business days of being notified.

Pursuant to the Relationship and Lock-In Agreement, for so long as Dr Iliev and Futura Messis and their connected persons hold at least 10 per cent. of the voting rights on issue in the Company, they are entitled to nominate one director to the Board, which, following admission, will be Dr Iliev.

ii. Facility agreement between the Company and AB Group Limited and related security

A term loan facility (the "Facility") made available to the Company by AB Group Limited ("AB group") (an entity controlled by Melvin Lawson) pursuant to a secured loan facility agreement dated 9 April 2020 in an amount of £500,000 with the ability to increase the facility by £200,000, at an interest rate of 10 per cent. per annum on drawn amounts and 3 per cent. per annum on undrawn amounts. Each drawdown of the facility must be in a minimum amount of £100,000. Repayment is to be by way of a single payment on 9 October 2021, unless extended or prepaid in accordance with the Facility. The Facility is subject to customary early repayment events and confers certain rights to AB Group as are customary for a facility of this nature. Amounts outstanding under the Facility are secured by a first-ranking fixed charge over all of the shares owned by the Company in the share capital of PDS Biotechnology Corporation both at the date of the agreement and in the future. The Facility contains a negative pledge over the assets subject to the fixed charge. Under the Facility, a change in control of the Company constitutes an event of default. The governing law and jurisdiction of the Facility is the law and courts of England and Wales.

iii. Glycotest Inc. amended and restated stockholders' agreement

An agreement dated 28 January 2019 between Glycotest Inc., the Company, Fosun Industrial Co. Limited-Drexel University, the Institute for Hepatitis and Virus Research, Anand Mehta, Tim Block, Larry Cohen, and Charles Swindell, in relation to Glycotest Inc. The stockholders' agreement contains certain rights and obligations as are customary for a shareholders'

agreement including pre-emption rights and rights of information for the stockholders. The Company is also entitled to appoint a board member (subject to certain conditions). The agreement is governed in accordance with the laws of the State of Delaware, US.

iv. Glycotest Inc. share purchase agreement

An agreement dated 22 October 2018 between Glycotest Inc. (“Glycotest”), the Company and Fosun Industrial Co. Limited in relation to the subscription for Series A preferred shares of Glycotest. The Series A preferred shares were issued to the Company in consideration for the cancellation of all outstanding convertible indebtedness owed by Glycotest to the Company such that 20,109,155 Series A preferred shares were issued to the Company in consideration for the cancellation of \$5,000,668 of outstanding indebtedness. The Glycotest share purchase agreement contains certain rights and obligations as are customary for such an agreement including warranties from Glycotest to the Company. The Company also has the right to purchase additional future preferred stock in Glycotest, at a purchase price to be determined in accordance with the agreement, until the initial closing of Glycotest’s next preferred stock financing. The agreement is governed in accordance with the laws of the State of Delaware, US.

v. Stock Purchase Agreement between the Company and Deeptech Disruptive Growth Investments Ltd

A stock purchase agreement dated 22 March 2019 between the Company and Deeptech Disruptive Growth Investments Ltd (“Deeptech”), pursuant to which the Company sold all shares of stock owned by the Company in Vortex Biosciences, Inc. (“Vortex”) and Wanda, Inc. (“Wanda”) to Deeptech. The Company also assigned to Deeptech all rights and benefits in respect of loans and facilities that the Company had provided to Vortex, and promissory notes issued by Vortex to the Company which were outstanding at the time of sale. The Company received £150,000 as consideration for its securities in Vortex and Wanda, Inc and the transfer of the Vortex debt facility. The Company gave certain customary warranties subject to customary limitations. The governing law and jurisdiction of the agreement is the law and courts of England and Wales.

vi. ProAxis grants from Invest Northern Ireland

ProAxis Ltd, a subsidiary of the Company, has received two grants from Invest Northern Ireland (“Invest NI”) as follows:

1. a grant of up to £65,018 for research and development in relation to the innovative tools for biomarker identification and drug discovery in oncology (dated 21 May 2020); and
2. a grant of up to £99,576 for research and development in relation to chronic respiratory disease (dated 26 May 2020).

If the projects are abandoned, or other customary events of default occur, then ProAxis shall repay the aggregate sum of all payments of the grant in the preceding five years. The agreement is to last for five years from the date of the last payment of the grant. The agreement can be terminated if there is an event of default, or ProAxis breaches an

obligation or there has been a material and adverse change in its business, assets or other circumstances.

9. Additional disclosures required by the Takeover Code

As at the disclosure date:

- a. neither the Company nor any person acting in concert with the Company nor any member of the Concert Party had borrowed or lent any Relevant Securities of the Company, save for any borrowed shares which have either been on-lent or sold;
- b. no member of the Concert Party, nor any person acting in concert with them has entered into an agreement, arrangement or understanding (including any compensation arrangement) with any of the Directors, recent directors, Shareholders, recent Shareholders or any other person interested or recently interested in Existing Ordinary Shares which are connected with or dependent upon the outcome of the Proposals or Admission;
- c. no member of the Concert Party has entered into any agreement, arrangement or understanding to transfer any interest acquired in the Company, pursuant to the Proposals or Admission;
- d. there are no relationships (personal, financial or commercial), arrangements or understandings between any member of the Concert Party and WH Ireland or any person who is, or is presumed to be, acting in concert with WH Ireland, save that (i) WH Ireland acts as Nominated Adviser to the Company, of whom Dr Iliev has been a director since 14 October 2019 and (ii) Melvin Lawson is interested in 3.08% of the issued share capital of WH Ireland; and
- e. WH Ireland Limited, registered office at 24 Martin Lane London EC4R 0DR, as NOMAD to the Company, and the Independent Directors are presumed to be acting in concert with the Company.

10. Financial information on the Company

The information listed below is being provided as a part of the required disclosures under the Takeover Code and is not information required by the AIM Rules. The information listed below relating to the Company is hereby incorporated by reference into this document for the purposes of the Takeover Code and is not incorporated by reference for any other purpose including for the purposes of the Prospectus Rules.

The Company's consolidated accounts for the year ended 31 December 2019 (contained in pages 30-88 of the Annual Report for the year ended 31 December 2019) can be found at:

<https://netscientific.net/wp-content/uploads/2020/04/Annual-Report-2019.pdf>

The Company's consolidated accounts for the year ended 31 December 2018 (contained in pages 26-81 of the Annual Report for the year ended 31 December 2018) can be found at:

<https://netscientific.net/wp-content/uploads/2019/05/Annual-Report-2018.pdf>

If you are reading this Circular in hard copy, please enter the above web addresses in your web browser to be brought to the relevant document. If you are reading this Circular in soft copy, please click on the web addresses above to be brought to the relevant document.

Any Shareholder, person with information rights or other person to whom this Circular is sent may request in writing or verbally a hard copy of each of the documents above incorporated by reference in this Circular. Hard copies will only be sent where valid requests are received from such persons. Requests for copies of any such documents should be directed to the Registrar Neville Registrars Limited at Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD or by telephoning the Shareholder helpline on 0121 585 1131. 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 helpline is open between 9.00 a.m. – 5.00 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Neville Registrars Limited cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

11. Significant changes

There has been no significant change in the financial or trading position of the Company since the publication of the annual audited accounts of the Company for the twelve months ended 31 December 2019 (being the date to which the Company's most recent annual report has been prepared).

12. Consent

WH Ireland has given, and has not withdrawn, its written consent to the issue of this Circular with the inclusion of its name and references to it in the form and in the context in which it appears.

13. Estimated costs and expenses

The estimated costs and expenses relating to the Placing payable by the Company are estimated to amount to in aggregate approximately £0.3 million(excluding VAT).

14. Documents available for inspection

Copies of this Circular and the following documents are available, free of charge, at the office of NetScientific at c/o Wilkins Kennedy LLP Anglo House, Bell Lane Office Village, Bell Lane, Amersham, Buckinghamshire, HP6 6FA and on the Company's website: <https://netscientific.net>

- a. the memorandum and articles of association of the Company;
- b. the memorandum and articles of association of EMV;
- c. the irrevocable undertaking to vote in favour of the Resolutions described in paragraph 8 of Part I of this Circular;
- d. the acquisition agreement described in paragraph 5 of Part I of this Circular
- e. the Relationship and Lock-in Agreement;
- f. the Placing Agreement;
- g. the audited consolidated accounts for the Company for the financial years 2019 and 2018;
- h. the material contracts referred to in paragraph 8 of this Part II in so far as they were entered into in connection with the Proposals;
- i. this document; and

the written consent referred to in paragraph 12 of this Part II.

Part III

NETSCIENTIFIC PLC

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of NetScientific Plc (the “**Company**”) will be held at the offices of EMV Capital, Level 39, One Canada Square, London E14 5AB 10.00 a.m. on 24 August 2020 for the purpose of considering and, if thought fit, passing resolutions 2 to 6 as ordinary resolutions and resolutions 1, 7 and 8 as special resolutions. Defined terms used in this notice have the meanings given to them in the circular sent by the Company to its Shareholders of which this notice forms part.

Only independent shareholders may vote on Resolution 4, that is to say no members of the Concert Party (being Dr Ilian Iliev, Futura Messis Group Limited, Melvin Lawson, AB Group Limited, A Beckman PLC SSAS Retirement Benefit Scheme and the Lawson Beckman Charitable Trust) or any Placing Participant, may vote on it, and each of these persons has undertaken to the Company not to vote on Resolution 4.

In light of the UK Government’s restrictive measures in connection with COVID-19 and, in particular, the restrictions on non-essential travel and on gatherings, the Board strongly advises and recommends that all Shareholders refrain from attending the General Meeting in person and, instead, to vote in advance by submitting a Form of Proxy or if you hold your shares in the Company in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual (please refer to the notes below).

In order to ensure that Shareholders votes count, the Board recommends that Shareholders appoint the Chairman of the General Meeting as their proxy for the forthcoming General Meeting.

Shareholders attempting to attend the General Meeting will be refused entry.

The Board will continue to assess the situation in the UK, and in particular any new or existing measures that the UK Government takes or extends and will duly notify Shareholders as appropriate and what further action, if any, Shareholders should take in respect of the General Meeting.

SPECIAL RESOLUTION – ADOPTION OF NEW ARTICLES

1 THAT, the articles of association contained in the document to be produced to the meeting marked as the “New Articles” be adopted as the articles of association of the Company to the exclusion of, and in substitution for the existing articles of association of the Company and (for the avoidance of doubt) to the exclusion of, and in substitution for, the relevant provisions of the memorandum of association that would otherwise be treated as provisions of the articles under section 28 of the Companies Act 2006.

ORDINARY RESOLUTION – SUBDIVISION OF SHARE CAPITAL

2 THAT, with effect from 6:00 p.m. London time on 24 August 2020 (the “Record Date”) and conditional upon the passing of Resolution 1, each issued ordinary share of £0.05 each in the capital of the Company (the “Existing Ordinary Shares”) be sub-divided into one interim ordinary share of £0.005 each in the capital of the Company (the “Interim Ordinary Share”) and one deferred share of

£0.045 each in the capital of the Company (the "Deferred Shares") with each Interim Ordinary Share having the same rights as an existing ordinary share as set out in the New Articles (as defined in Resolution 1) and the Deferred Shares having the rights set out in the New Articles.

ORDINARY RESOLUTION – CONSOLIDATION OF SHARE CAPITAL

3 THAT, with effect from the Record Date (as defined in Resolution 2), and conditional upon the passing of Resolutions 1 and 2 and upon Resolution 2 becoming effective, every 10 Interim Ordinary Shares (as defined in Resolution 2) be consolidated into one ordinary share of £0.05 each in the capital of the Company (the "New Ordinary Shares"), each New Ordinary Share having the same rights as an existing ordinary share, as set out in the New Articles, provided that where such consolidation results in any member of the Company otherwise being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share to which other members of the Company would otherwise be entitled and the Directors be and are hereby authorised to sell (or appoint any other person to sell) to any person, for the benefit of the Company, all the New Ordinary Shares representing such fractions at the best price reasonably obtainable with the proceeds (net of expenses) of such sales of such New Ordinary Shares to be retained by the Company and not to be distributed to members of the Company. For these purposes, any Director (or any person(s) appointed by the Directors) shall be and is hereby authorised to execute an instrument of transfer in respect of all New Ordinary Shares representing such fractions on behalf of the relevant members of the Company and to do all acts and things as the Directors consider necessary or expedient to effect the transfer of such New Ordinary Shares to, or in accordance with the directions of, any buyer of such New Ordinary Shares.

ORDINARY RESOLUTION – WAIVER OF RULE 9 UNDER THE CITY CODE ON TAKEOVER AND MERGERS

4 THAT, subject to and conditional on the passing of resolution 5, the waiver granted by the Panel on Takeovers and Mergers as described in the circular issued by the Company to its shareholders on 6 August 2020 which contains this notice of meeting (the "Circular" and each defined term used in this Resolution having the meaning given to it in the Circular), of any requirement under Rule 9 of the City Code on Takeovers and Mergers on the Concert Party to make a general offer to the shareholders of the Company as a result of the issue of the Consideration Shares to the Seller, the participation of the Concert Party in the Placing and the issue of the New Ordinary Shares the subject of the Option Grant be and is hereby approved.

ORDINARY RESOLUTION – AUTHORITY TO ALLOT NEW ORDINARY SHARES

5 THAT, subject to the passing of Resolution 4, the directors of the Company be generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**");

- a. up to an aggregate nominal amount of £176,074.00, in respect of the Consideration Shares (as defined in the circular issued by the Company to its shareholders on 6 August 2020 which contains this notice of meeting (the "Circular"));

- b. up to an aggregate nominal amount of £176,923.00, in respect of the Placing Shares (as defined in the Circular); and

such authority shall expire (unless previously revoked, varied or renewed by the Company) on the earlier of 15 months after date of meeting and the conclusion of the next annual general meeting of the Company and in each case the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority has expired and the Company's directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired.

ORDINARY RESOLUTION – AUTHORITY TO ALLOT NEW ORDINARY SHARES

6 THAT, subject to the passing of Resolutions 4 and 5, the directors of the Company be generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**"):

- a. up to an aggregate nominal amount of £246,116.00; and
- b. up to a further aggregate nominal amount of £246,116.00 in connection with an offer of equity securities (as defined in section 560(1) of the Companies Act 2006) by way of a rights issue or other pre-emptive offer or issue to:
 - i. ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
 - ii. holders of other equity securities, if this is required by the rights of those securities or, if the Company's directors consider it necessary, as permitted by the rights of those securities, but subject to such exclusions and other arrangements as the Company's directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and

such authority shall expire (unless previously revoked, varied or renewed by the Company) on the earlier of 15 months after date of meeting and the conclusion of the next annual general meeting of the Company and in each case the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority has expired and the Company's directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired.

All previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.

SPECIAL RESOLUTION – DISAPPLICATION OF PRE-EMPTION RIGHTS

7 THAT, subject to and conditional upon the passing of Resolution 5, the directors of the Company shall have the power to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash under the general authority conferred on them by Resolution 5 above as if section 561 of the Companies Act 2006 did not apply to the allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £176,923.00 in

connection with the Placing Shares as described in the circular issued by the Company to its shareholders on 6 August 2020 which contains this notice of meeting. This power shall expire when the authority given by Resolution 5 is revoked or expires but the Company may before expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Company's directors may allot equity securities in pursuance of that offer or agreement notwithstanding that the power has expired.

SPECIAL RESOLUTION – DISAPPLICATION OF PRE-EMPTION RIGHTS

8 THAT, subject to and conditional upon the passing of Resolution 6, the directors of the Company shall have the power to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash under the general authority conferred on them by Resolution 6 above as if section 561 of the Companies Act 2006 did not apply to the allotment provided that this power shall be limited to:

- a. the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph (b) of Resolution 6, by way of a rights issue only) to or in favour of:
 - iii. ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
 - iv. holders of other equity securities, if this is required by the rights of those securities or, if the Company's directors consider it necessary, as permitted by the rights of those securities,but subject to such exclusions and other arrangements as the Company's directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and
- b. the allotment of equity securities (otherwise than under paragraph (a) of this Resolution 8) up to an aggregate nominal amount of £149,161.00; and

this power shall expire when the authority given by Resolution 6 is revoked or expires but the Company may before expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Company's directors may allot equity securities in pursuance of that offer or agreement notwithstanding that the power has expired.

By order of the Board

Stephen Daniel Crowe

Company Secretary

Registered Office:

C/O Wilkins Kennedy LLP

Anglo House

Bell Lane Office Village

Bell Lane

Amersham

Buckinghamshire

HP6 6FA

Registered in England and Wales No.: 08026888

Dated: 6 August 2020

Notes:

Your attention is drawn to note 15 below and the arrangements put in place by the Company set out on paragraph 18 of Part I of the Circular relating to the impact of the ongoing restrictive measures relating to COVID-19. Given that you will not be able to attend the meeting in person, it is strongly advised that you appoint the Chairman of the meeting to act as your proxy in accordance with the procedure set out in the notes below.

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting and at any adjournment of it. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a proxy appointment is submitted without indicating how the proxy should vote on any resolution, the proxy will exercise his discretion as to whether and, if so, how he votes.
2. A proxy need not be a member of the Company, although members should note the advice to appoint the Chairman of the meeting as their proxy given the restriction on attendance at the meeting due to COVID-19. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD. Members may also appoint a proxy through the CREST electronic proxy appointment service as described in note 9 below.
3. To be valid, any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the offices of Neville Registrars Limited located at Neville House, Steelpark Road, Halesowen, B62 8HD no later than 10.00 a.m. on 20 August 2020 (or, in the event of any adjournment, no later than 48 hours (excluding any part of a day that is not a working day) before the time of the adjourned meeting), together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.
4. A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.
5. The right to vote at the meeting is determined by reference to the register of members. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 (as amended) and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members 48 hours before the time of the meeting shall be entitled to attend and vote at the meeting. In calculating the period of 48 hours mentioned above no account shall be taken of any part of a day that is not a working day. Subsequent changes to entries on the register after this time shall be disregarded in determining the rights of any persons to attend or vote (and the number of votes they may cast) at the meeting.
6. Resolution 4 is an ordinary resolution which is subject to the approval of the Independent Shareholders (as defined in the Circular) on a poll and each Independent Shareholder will be entitled to one vote for each ordinary share held. Those Shareholders who are not Independent Shareholders will not vote on the resolution and each has undertaken to the Company not to vote on Resolution 4.
7. 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).
8. If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this meeting by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Please note the following:
 - a. in order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST proxy instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as

described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent Neville Registrars Limited (ID: 7RA11) by the latest time(s) for receipt of proxy appointments specified in this notice (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of 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 application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

- b. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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; and
 - c. the Company may treat as invalid a CREST proxy instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. Shareholders can submit their vote electronically at www.sharegateway.co.uk by completing the authentication requirements on the website so as to be received by 10.00 a.m. on 20 August 2020 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a working day)). Shareholders will need to use their personal proxy registration code (Activity Code), which is printed on the form of proxy, to validate the submission of their proxy online.
 11. Any corporation which is a member can appoint one or more persons to act as its representative(s) at the meeting. Each such representative may exercise on its behalf the same powers as the corporation could exercise if it were an individual member provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.
 12. As at the close of business on the date immediately preceding this notice, the Company's issued share capital comprised 78,561,866 ordinary shares. Each ordinary share carries the right to vote at the meeting and, therefore, the total number of voting rights in the Company as at close of business on the date immediately preceding this notice is 78,561,866.
 13. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrars. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice and must be received by the Company's registrars not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the meeting or any adjourned meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then your proxy appointment will remain valid.
 14. Any shareholder attending the meeting has the right to ask questions (however please note 15 below). Pursuant to section 319A of the Act, the Company must cause to be answered at the meeting any question relating to the business being dealt with at the meeting that is put by a shareholder attending the meeting, except in certain circumstances (for example if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information).
 15. Notwithstanding the information contained in notes 1 to 14 above and the rights of shareholders set out in the Act and the Company's articles of association, the Directors' strong recommendation is that members do not attend the meeting in person and, instead, submit proxy votes appointing the chairman of the meeting as your proxy as set out in this notice of general meeting. Moreover, the Directors would like to reiterate that, if any shareholder (or other proxy appointed by a shareholder other than the chairman of the meeting) does,

nonetheless, travel to attend the meeting in person, it is highly likely that they will be denied access to it based on the prevailing circumstances and, as a result, will not be able to participate in the business to be transacted at the meeting.