

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the contents of this document you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the UK, or if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold part of your holding, please consult the stockbroker, bank or other agent through whom the sale was effected.

This document contains no offer of transferable securities to the public within the meaning of section 102B of the Financial Services and Markets Act 2000, as amended, or otherwise. Accordingly, this document does not constitute an offer to sell or an invitation to subscribe for or solicitation of an offer to subscribe to buy Ordinary Shares in any jurisdiction.

The Company and the Directors, whose names are set out on page 6, accept responsibility, both collectively and individually, for the information contained in this document. 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 document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Application will be made to the London Stock Exchange for the New Ordinary Share to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the New Ordinary Share will commence at 8.00 a.m. on Thursday 24 June 2021.

RUA Life Sciences plc

(Incorporated in Scotland with registered number SC170071)

Buy Back and Cancellation of Deferred Shares

Adoption of new Articles of Association

and

Notice of General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company, which is set out at Part 1 of this document and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.

The Notice of General Meeting, to be held at the offices of Davidson Chalmers Stewart LLP, 163 Bath Street, Glasgow G2 4SQ at 11.00 a.m. on Wednesday 23 June 2021, is set out at the end of this document. For the safety of Shareholders, and as explained in the Chairman's letter and the Notice of General Meeting, we advise that Shareholders do NOT attend the General Meeting in person due to Covid-19 and the legislation and guidance in connection therewith. In light of the Covid-19 pandemic, Shareholders are urged to exercise their votes by submitting their Form of Proxy and appointing the Chairman of the General Meeting as their proxy. Please see the Notice of General Meeting for further important information regarding attendance at the General Meeting and appointment of proxies. The accompanying Form of Proxy for use in connection with the General Meeting should be completed by Shareholders and returned as soon as possible and, in any event, so as to reach the Company's Registrars, Equiniti Limited, by post at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or by email at ruaproxies@dcslegal.com, by not later than 11.00 a.m. on Monday 21 June 2021 (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 Existing Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST proxy instruction to the Company's Registrars, Equiniti Limited, so that it is received by not later than 11.00 a.m. on Monday 21 June 2021. Further details on the measures being taken in regard to the General Meeting on account of the Covid-19 pandemic are set out in paragraph 4 in Part I of this document.

Copies of this document are available free of charge to the public at the offices of the Company (on any weekday, during normal business hours) for a period of one month from the date of this document and on the Company's website: www.rualifesciences.com/investor-relations.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<i>Event</i>	<i>Date</i>
Latest time and date for receipt of Forms of Proxy	11.00 a.m. on Monday 21 June 2021
Latest time and date for receipt of CREST Proxy Instructions	11.00 a.m. on Monday 21 June 2021
General Meeting	11.00 a.m. on Wednesday 23 June 2021
Announcement of the results of the General Meeting	Wednesday 23 June 2021
Admission of the New Ordinary Share	8.00 a.m. on Thursday 24 June 2021
Completion of the Buy Back	Thursday 24 June 2021
Adoption of the New Articles becoming effective	Thursday 24 June 2021

If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.

Certain of the events in the above timetable are conditional upon, *inter alia*, the approval of the Resolutions to be proposed at the General Meeting.

All references to time and dates in this document are to time and dates in London.

DEFINITIONS

The following definitions apply throughout this Circular, the Notice of General Meeting and the Form of Proxy unless the context otherwise requires:

Admission	admission of the New Ordinary Share to trading on AIM becoming effective in accordance with the AIM Rules for Companies;
AIM	the market of that name operated by the London Stock Exchange;
Board	the board of Directors of the Company;
Business Day	a day other than a Saturday, Sunday or public holiday on which banks are open for commercial business in the City of London;
Buy Back	the purchase by the Company of its own shares, being an off market transaction and carried out in terms of the Buy Back Agreement;
Buy Back Agreement	the agreement to be entered into between the Company and the Seller (as defined therein) for the Buy Back of the Deferred Shares;
Circular	this document;
Company	RUA Life Sciences plc, incorporated and registered in Scotland with registered number SC170071;
Companies Act or Act	the UK Companies Act 2006, as amended from time to time;
CREST	the computerised settlement system to facilitate the transfer of title of shares in uncertificated form, operated by Euroclear UK & Ireland Limited (formerly CRESTCo Limited);
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended from time to time;
CREST Manual	the rules governing the operation of CREST consisting of the CREST Reference Manual, the CREST International Manual, the CREST Central Counterpart Service Manual, the CREST Rules, the CCSS Operations Manual, the Daily Timetable, the CREST Application Procedures and the CREST Glossary of Terms (as updated in November 2001);
Current Articles	the Articles of Association of the Company as at the date of this Circular;
Deferred Shares	the 4,832,778 non-voting, non-participating deferred shares of £2.45 nominal value each in the capital of the Company;
Director or Directors	a director or (as the case may be) the directors of the Company whose names are set out in this Circular;
Form of Proxy	the form of proxy which accompanies this document for use by shareholders in connection with the General Meeting;
General Meeting	the general meeting of the Company convened for 11.00 a.m. on Wednesday 23 June 2021, the notice of which is set out at the end of this document, or any adjournment of such meeting;

Group	the Company and its subsidiaries and subsidiary undertakings as defined in section 1162 of the Companies Act;
London Stock Exchange	London Stock Exchange plc;
New Articles	the articles of association of the Company to be adopted pursuant to Resolution 2 set out in the Notice of General Meeting;
New Ordinary Share	the one Ordinary Share to be issued pursuant to the Share Issue;
Notice of General Meeting	the notice of general meeting set out at the end of this Circular;
Ordinary Shares	the ordinary shares of £0.05 nominal value each in the capital of the Company;
Proposal	the proposal to Buy Back and cancel the Deferred Shares and adopt the New Articles, as detailed more fully in this Circular;
Regulatory Information Service	a Regulatory Information Service within the meaning given in the AIM Rules for Companies;
Resolutions	means the Ordinary and Special Resolutions as set out in the Notice of General Meeting;
Shareholders	the persons who are registered as holders of the Ordinary Shares from time to time;
Share Issue	the proposed issue of one Ordinary Share detailed in the Circular;
£	the legal currency of the UK;
UK or United Kingdom	the United Kingdom of Great Britain and Northern Ireland;
in uncertificated form	a share or other security title to which is recorded in the relevant register of the share or security 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.

References to the singular shall include references to the plural, where applicable and vice versa.

Save where specifically required or indicated otherwise, words importing one gender shall be treated as importing any gender and words importing the singular shall be treated as importing the plural and vice versa.

All references to legislation are to UK legislation, unless the contrary is indicated, and any reference to any provision of any legislation includes any amendment, modification, re-enactment or extension thereof.

PART 1
LETTER FROM THE CHAIRMAN

RUA Life Sciences plc

(Incorporated in Scotland with registered number SC170071)

Directors:

William Brown (*Executive Chairman*)
David Richmond (*Group Chief Executive Officer*)
Caroline Stretton (*Group Chief Operating Officer*)
John McKenna (*Director of Clinical Marketing*)
John Ely (*Non-Executive Director*)
Geoffrey Berg (*Non-Executive Director*)
Ian Ardill (*Non-Executive Director*)

Registered office:

163 Bath Street
Glasgow
G2 4SQ

Buy Back and Cancellation of Deferred Shares
Adoption of New Articles of Association
and
Notice of General Meeting

4 June 2021

Dear Shareholders

1. INTRODUCTION

As you may be aware, the Company currently has in issue Deferred Shares which resulted from a capital reorganisation carried out in 2015. The Deferred Shares are not admitted to trading on AIM (unlike the Company's Ordinary Shares) and the Deferred Shares are economically valueless. The Company now wishes to simplify its balance sheet by cancelling the Deferred Shares.

Accordingly, the Board is proposing that the Company undertakes a Buy Back and cancellation of the Deferred Shares and adopts a new set of Articles of Association (together, the "**Proposal**"). I am writing to you to:

- provide you with information about the background to, and reasons for, the Proposal;
- explain why the Board considers the Proposal to be in the best interests of the Company and its Shareholders as a whole and, accordingly, why the Board is unanimously recommending that Shareholders vote in favour of the Resolutions; and
- give notice of the General Meeting being convened for the purpose of enabling Shareholders to vote on the Resolutions.

The General Meeting of the Company at which the Resolutions will be proposed has been convened for 11.00 a.m. on Wednesday 23 June 2021 at the offices of Davidson Chalmers Stewart LLP, 163 Bath Street, Glasgow G2 4SQ. Important information on the General Meeting is set out in section 4 of this letter and in the Notes to the Notice of the General Meeting.

2. BACKGROUND TO THE PROPOSAL

The capital reorganisation in 2015 involved the subdivision of the then current share capital of the Company, whereby each ordinary share of £2.50 nominal value (as it then was) was subdivided into 1 ordinary share of £0.05 nominal value and 1 deferred share of £2.45 nominal value each (those shares being the Deferred Shares).

The Deferred Shares were not admitted to trading on AIM at that time (and have not subsequently been admitted to trading on AIM or any other exchange). The holders of the Deferred Shares have no rights to receive dividends or to vote and only a right to receive as a class an aggregate amount of £1.00 on winding

up; the Deferred Shares therefore have no value. No share certificates were issued for the Deferred Shares when they were created. Pursuant to the Current Articles, all of the Deferred Shares can be re-purchased by the Company, at its sole discretion, for an aggregate consideration of not more than £1.00 and would thereafter be cancelled.

Under the Companies Act, a share buy back by a public company (such as the Company) can only be financed through distributable reserves or the proceeds of a fresh issue of shares made for the purpose of financing a share buyback. The Company currently has no distributable reserves to finance the £1.00 consideration payable for the Buy Back of the Deferred Shares and, therefore, this will be financed out of the proceeds of a fresh issue of one new Ordinary Share, the purpose of which will be the financing of the Buy Back. The Board considers this to be the most appropriate method for funding the Buy Back of the Deferred Shares. The issue price for the New Ordinary Share will be 151 pence being the closing middle market price of the Ordinary Shares on 3 June 2021, being the last Business Day prior to the announcement of the Proposal.

In accordance with the Companies Act, the Buy Back and cancellation of the Deferred Shares will be an off-market purchase. It will be carried out in terms of the Buy Back Agreement. The Company's entry into the Buy Back Agreement will require the approval of a resolution of Shareholders in accordance with section 694(2) of the Companies Act.

Pursuant to Article 6A of the Current Articles, the holders of the Deferred Shares have irrevocably authorised the Company to appoint a person to transfer the Deferred Shares to a transferee nominated by the Company and to buy back the Deferred Shares at a price not exceeding £1.00 in aggregate. To facilitate the Buy Back, all of the Deferred Shares have been transferred to Kate Full, Company Secretary. Under the terms of the Buy Back Agreement, which will be entered into after the passing of Resolution 1 at the General Meeting, the Company will, in reliance on the terms of Article 6A, purchase and subsequently cancel all of the Deferred Shares, for an aggregate consideration of £1.00. A copy of the Buy Back Agreement is available to view on the Company's website, www.rualifesciences.com, and will be available for inspection, subject to compliance with the Covid-19 restrictions, at the Company's registered office (on any weekday, during normal business hours) for not less than 15 days ending with the date of the General Meeting and at the General Meeting itself.

3. ARTICLES OF ASSOCIATION

The Company's Articles of Association were last substantially amended in 2009 and the Board has concluded that these should now be updated to ensure that the Company's constitution is in accordance with current law and reflects market practice.

The principal differences between the Current Articles and the New Articles are summarised in Part 2 of this Circular. Other differences of a minor or technical nature have not been summarised there. A summary of the New Articles is included as Part 3 of this document.

The New Articles and the Current Articles are available on the Company's website, www.rualifesciences.com, and, subject to compliance with the Covid-19 restrictions, will be available for inspection at the Company's registered office (on any weekday, during normal business hours) up to and including the date of the General Meeting and at the General Meeting itself.

4. GENERAL MEETING

The Buy Back Agreement and the adoption of the New Articles require to be approved by resolutions of the Shareholders at a general meeting.

Set out at the end of this Circular is a notice convening the General Meeting to be held on Wednesday 23 June 2021, commencing at 11.00 a.m., at the offices of Davidson Chalmers Stewart LLP, 163 Bath Street, Glasgow G2 4SQ. The business of the General Meeting shall be to consider the Resolutions, which will be proposed as ordinary and special resolutions. An Ordinary Resolution will be passed if more than 50 per cent of the votes cast (in person or by proxy) at the General Meeting are in favour of it; a Special Resolution will be passed if not less than 75 per cent. of the votes cast (in person or by proxy) at the General Meeting are in favour of it.

Given the continued social distancing, travel restrictions and other safety measures imposed by the Government as a result of Covid-19, we strongly advise that Shareholders do NOT attend the General Meeting in person, but instead appoint the Chairman of the meeting as proxy to vote on their behalf. Please see the Notice of General Meeting set out at the end of this document for further important information regarding Covid-19, attendance at the General Meeting and appointment of proxies. The Resolutions will be voted on by way of a poll and this will ensure that your vote will be counted, even though attendance at the meeting is restricted or if you are unable to attend in person.

Given the constantly evolving nature of the restrictions, should circumstances change before the time of the General Meeting we may require to take steps to change the arrangements for the General Meeting. We will notify Shareholders of any changes by publishing details on the Company's website (www.rualifesciences.com) and via a Regulatory Information Service as early as is possible before the date of the meeting.

The Company encourages Shareholders to appoint the Chairman of the meeting as their proxy with their voting instructions to ensure that their votes are counted. The Company will ensure that a quorum is present at the General Meeting. Proxies must be received by no later than 11.00 a.m. on Monday 21 June 2021.

Questions related to the business of the General Meeting can be raised by Shareholders in advance of the Meeting and, in so far as is relevant to the business of the Meeting, will be taken into account as appropriate at the General Meeting itself. A summary of the questions received, together with the answers, will be published on the Company's website shortly after the Meeting has concluded. If any Shareholder would like to ask questions about the business of the Meeting, they should contact the Company Secretary at kate.full@rualifesciences.com in advance of the Meeting.

5. ACTION TO BE TAKEN

You will find enclosed with this Circular a Form of Proxy for use at the General Meeting. The completion and return of a Form of Proxy will enable you to vote at the General Meeting without having to be present in person.

You should complete and sign the enclosed Form of Proxy in accordance with the instructions printed thereon and return it to the Company's Registrars, Equiniti Limited, by post to Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or by email to ruaproxies@dcslegal.com, as soon as possible and, in any event, so as to be received not later than 11.00 a.m. on Monday 21 June 2021.

If you hold your Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA so that it is received no later than 11.00 a.m. on Monday 21 June 2021.

6. RECOMMENDATION

The Board considers the Proposals to be in the best interests of Shareholders and the Company as a whole. Accordingly, the Board unanimously recommend that Shareholders vote in favour of the Resolutions, as they intend to do in respect of their own beneficial holdings of Ordinary Shares which amount, in aggregate, to 2,054,601 Ordinary Shares, representing approximately 9.26 per cent. of the total issued Ordinary Share capital of the Company as at the date of this Circular.

Yours faithfully

William Brown
Chairman

PART 2
PRINCIPAL DIFFERENCES BETWEEN THE NEW ARTICLES
AND THE CURRENT ARTICLES

There is set out below a summary of the principal differences between the provisions of the New Articles and the Current Articles. Other changes of a minor, technical or clarifying nature have not been summarised. A full copy of both the Current Articles and the New Articles are available on the Company's website www.rualifesciences.com.

Shares

1. **Deferred Shares** – As set out in the Circular the Deferred Shares are to be purchased by the Company and then cancelled; therefore, the New Articles do not contain any provisions relating to Deferred Shares.

General meetings

2. **Hybrid general meetings** – The New Articles provide that the Company may hold 'hybrid' general meetings in such a way that enables members to attend and participate in the business of the meeting by attending a physical location or by attending by means of an electronic facility or facilities. The New Articles do not permit the Company to hold general meetings wholly by electronic means. This change will make it easier for members (including those based overseas) to attend and participate in future general meetings and will facilitate better engagement. The New Articles include numerous provisions to enable hybrid meetings to take place. This was not possible under the Current Articles.
3. **Rearranged meetings** – The Current Articles do not allow the Board to change the place and/or time of a general meeting where the Board decides that it is impracticable or unreasonable, for a reason beyond its control, to hold the meeting as arranged. Article 49 of the New Articles permits this and provides that the Board shall advertise the details of any rearranged meeting in such manner as it shall determine.
4. **Security** – Article 57 of the New Articles allows the Board to make such arrangements as it deems necessary to ensure the security and orderly conduct of general meetings including excluding members or other persons from the meeting. In particular, it allows the Board to put in place appropriate security arrangements to verify the identity of those attending general meetings either in person or via an electronic facility and to refuse physical or electronic entry to a meeting where those requirements are not complied with. The Current Articles do not contain any such provisions
5. **Polls** – Under the Current Articles if a poll is demanded on any resolution, it must be taken not more than 14 days after the date of the meeting. Article 62 of the New Articles increases this to 30 days. Provision is made in the New Articles to require voting to be carried out by poll where any general meeting is being held partly by means of an electronic facility.

The Board

6. **Rotational retirement** – The New Articles do not contain any of the provisions in the Current Articles relating to the 'rotational' retirement of Directors at Annual General Meetings. Article 76 of the New Articles provides that at each Annual General Meeting every person who has been appointed by the Board since the last Annual General Meeting and every person for whom it is the third annual general meeting following the last Annual General Meeting or General Meeting at which he was elected or re-elected shall retire from office and may stand for re-appointment.
7. **Insufficient Directors after Annual General Meeting** – Article 79 of the New Articles is similar to a provision that has been added to the articles of a number of AIM quoted companies. It would apply if as a result of resolutions proposed at an Annual General Meeting being lost there would be less than two Directors in office. The Article would allow all retiring directors to remain in office on an interim basis with limited powers, so that the Board can continue to function, until there are two Directors of the Company properly appointed by the members.

8. **Directors' fees** – Under the Current Articles, the Company may pay fees to the Directors of up to £100,000 in aggregate each year, or such higher figure as may be decided at a general meeting. This limit was set when the Articles were updated in 2001 and the Board feels that it should now be increased to provide it with greater flexibility for future growth. Article 87 of the New Articles increases the annual aggregate amount to £250,000. These fees continue to be exclusive of any extra remuneration by way of additional fee, salary or commission which a Director may be paid for serving on any Board Committee or for acting as Chairman or otherwise performing special services to the Company that are outside the scope of the ordinary duties of a Director.

Dividends

9. **Payment of dividends** – The New Articles update the provisions of the Current Articles that relate to the way dividends are paid. The New Articles extend the existing flexibility under the Current Articles to allow the payment of dividends by additional methods. Under Article 125 of the New Articles dividends will be payable by cheque, bank transfer, or such electronic means as the Board consider appropriate.
10. **Scrip dividends** – the New Articles update the provisions in relation to scrip dividends. In particular, Article 128 of the New Articles allows an authority to offer a scrip dividend to last for a period of up to three years from the date of the authority. The New Articles also provide that, where a scrip dividend is offered, the value of the entitlement of each member of new ordinary shares shall be as near as possible to (but not greater than) the cash amount (disregarding any tax credit) of the dividend that such member elects to forgo.

Communication

11. **Service of notices** – Under Article 133 of the New Articles, a document or information to be sent to a member can be delivered personally, by post by means of a relevant system, in electronic form to an address supplied for that purpose, via a website or by any other means authorised in writing by the member. Where a member has a registered address outside the United Kingdom but has notified the Company of an address within the United Kingdom for service of documents or provided an address for communication by electronic means that member is entitled to have documents and information sent to that address. If no such address has been provided then such member will not be entitled to receive notice, documents or other information from the Company.
12. **Deemed receipt** – Article 136 of the New Articles sets out the time at which documents or information sent by the Company are deemed to be received. Where documents or information are sent by post, they are deemed to be delivered on the first day after posting if posted first class and on the second day after posting if posted second class. Where documents or information are delivered electronically or on a website they are delivered on that date sent or made available. Any information sent via a relevant system is deemed to be received when sent. In any other case the information is deemed delivered when the Company has taken the action it has been authorised to take for that purpose.

PART 3

SUMMARY OF NEW ARTICLES

There is set out below a summary of the main provisions of the New Articles. A full copy of the New Articles is available on the Company's website www.rualifesciences.com.

1.1. Voting rights

Subject to any special rights or restrictions as to voting for the time being attached to any shares, at a general meeting of the Company every member who is present in person (including any corporation present by its duly authorised representative) shall on a show of hands have one vote and every member present in person or by proxy shall on a poll have one vote for each share of which he is a holder. The Directors may accept the appointment of a proxy contained in an electronic communication subject to such terms and conditions as the Directors may determine. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

1.2. Restrictions on voting

Unless the Board determines otherwise, no member is entitled to vote at a general meeting, either in person or by proxy, or to exercise any privilege as a member, or be reckoned in a quorum, in respect of any share held by him unless all calls presently payable by him in respect of that share, whether alone or jointly with any other person, together with interest and expenses (if any) have been paid to the Company.

1.3. Dividends

1.3.1. Subject to the provisions of the Act and of the New Articles, the Company may by ordinary resolution declare dividends to be paid to members according to their respective rights and interests in the profits of the Company. However, no dividend shall exceed the amount recommended by the Board and no dividend shall be payable except out of the profits of the Company available for distribution.

1.3.2. Subject to the provisions of the Act, the Board may declare and pay such interim dividends (including any dividend payable at a fixed rate) as appear to the Directors to be justified by the profits of the Company available for distribution.

1.3.3. Except as otherwise provided by the rights attached to shares, all dividends:

1.3.3.1. shall be declared and paid according to the amounts paid up (otherwise than in advance of calls) on the shares on which the dividend is paid;

1.3.3.2. shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions on the period in respect of which the dividend is paid, but if any share is issued on terms that it shall rank for dividend as from a particular date, it shall rank for dividend accordingly; and

1.3.3.3. may be declared in any currency.

1.3.4. All dividends unclaimed for a period of 12 years after having been declared or become due for payment shall (if the Directors so resolve) be forfeited and shall cease to remain owing by the Company.

1.3.5. The Board may, with the authority of an ordinary resolution of the Company, or in the case of an interim dividend may without the authority of an ordinary resolution, direct that payment of any dividend declared may be satisfied wholly or partly by the distribution of assets, and in particular of paid up shares or debentures of any other company, or in any one or more of such ways.

- 1.3.6. The Board may deduct from any dividend or other monies payable to any person on or in respect of a share, all such sums as may be due to the Company on account of calls or otherwise in relation to the shares of the Company from him.

1.4. **Distribution of assets on a winding up**

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by law, divide among the members in specie the whole or any part of the assets of the Company.

1.5. **Transfer of shares**

1.5.1. Every member may transfer all or any of his shares which are in certificated form by instrument of transfer in writing in any usual form or in any form which is permitted by the Companies Acts (as defined in the New Articles) and is from time to time approved by the Board. The transferor is deemed to remain the holder of the shares concerned until the name of the transferee is entered in the register of members. Every member may transfer all or any of his or her shares which are in uncertificated form by means of a relevant system in such manner provided for, and subject is provided in, the uncertificated securities rules or in any other manner which is permitted by the Companies Acts (as defined in the New Articles) and is from time to time approved by the Board.

1.5.2. Unless the Directors otherwise determine, a transfer of shares will not be registered if the transferor or any other person appearing to be interested in the transferor's shares has been duly served with a notice under section 793 of the Companies Act, has failed to supply the information required by such notice within 14 days and the shares in respect of which such notice has been served represent at least 0.25 per cent of their class, unless the member is not himself in default as regards supplying the information required and proves to the satisfaction of the Directors that no person in default as regards supplying such information is interested in any of the shares the subject of the transfer, or unless such transfer is by way of acceptance of a takeover offer, in consequence of a sale on a recognised stock exchange or a sale to an unconnected party.

1.6. **Variations of rights**

1.6.1. If at any time the share capital of the Company is divided into shares of different classes, any of the rights for the time being attached to any share or class of shares in the Company may be varied or abrogated in such manner (if any) as may be provided by such rights or, in the absence of any such provision, with the consent of the holders of not less than three-quarters in nominal value of the issued shares of the class in writing or with the authority of a special resolution at a general meeting of the holders of shares of the class. The quorum at any such meeting shall be not less than two persons holding or representing by proxy at least one-third of the nominal amount paid up on the issued shares of the class in question and at an adjourned meeting not less than one person holding shares of the class in question or his proxy.

1.6.2. Subject to the terms of issue of or rights attached to any shares, the rights or privileges attached to any class of shares shall be deemed not to be varied or abrogated by the creation or issue of any new shares ranking *pari passu* in all respects.

1.7. **Issues of shares**

1.7.1. Subject to the Act and to any relevant authority of the Company in general meeting required by the Act, the Board may offer, allot (with or without conferring rights of renunciation), grant options over or otherwise deal with or dispose of shares or grant rights to subscribe for or convert any security into shares to such persons, at such times and upon such terms as the Board may decide. No share may be issued at less than nominal value.

- 1.7.2. Subject to the Act, the Company may at any time pass an ordinary resolution permitting the Directors to generally and unconditionally allot ordinary shares for a period of up to five years from the passing of the ordinary resolution.
- 1.7.3. Unless disapplied by shareholders in a general meeting, all new share issues will be subject to statutory rights of pre-emption and must first be offered *pro rata* to all existing shareholders.

1.8. **Remuneration of Directors**

- 1.8.1. The salary of remuneration of any Director appointed to hold any employment or executive office in accordance with the Articles may be either a fixed sum of money, or may altogether or in part be governed by business done or profits made or otherwise determined by the Board, and may be in addition to or in lieu of any fee payable to him for his service as Director in accordance with the Articles.
- 1.8.2. Each director may be paid a fee at a rate determined by the Board subject to a maximum aggregate of fees payable of £250,000 per year. Any fees payable are distinct from any salary remuneration or other amounts due to a director.
- 1.8.3. If by arrangement with the Board any Director shall perform or render any special duties or services outside his ordinary duties as a Director and not in his capacity as a holder of employment or executive office, he may be paid such reasonable additional remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine.

1.9. **Pensions and gratuities for Directors**

The Board may exercise all the powers of the Company to provide pensions or other retirement or superannuation benefits and to provide death or availability benefits or other allowances or gratuities (whether by insurance or otherwise) for any person who is or has at any time been a Director of the Company or any company which is a holding company or a subsidiary undertaking of or allied to or allocated with the Company or any such holding company or subsidiary undertaking or any predecessor in business of the Company or of any such holding company or subsidiary undertaking and for any member of his family (including a spouse or former spouse) and any person who is or was dependent on him.

1.10. **Directors' interests in contracts**

Subject to the Act and provided he or she has declared the nature and extent of his or her interest in accordance with the requirements of the Act, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company may:

- 1.10.1. be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
- 1.10.2. act by himself or herself or through his or her firm in a professional capacity for the Company (otherwise than as auditor) and he or her, or his or her firm shall be entitled to remuneration for professional services as if he or she were not a Director;
- 1.10.3. be or become a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; or
- 1.10.4. hold any office or place of profit with the Company (except as auditor) in conjunction with his office of Director for such period and upon such terms, including as to remuneration as the Board may decide.

1.11. Restrictions on Directors' voting

- 1.11.1. Save as provided in the New Articles, a Director shall not vote on, or be counted in the quorum in relation to, any resolution of the Directors or of a committee of the Directors concerning any contract, arrangement, transaction or any other proposal whatsoever to which the Company is or is to be a party and in which he has an interest which is to his knowledge a material interest otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company, unless the resolution concerns any of the following matters:
- 1.11.1.1. any security, guarantee or indemnity for any money or any liability which the Director, or any other person, has lent or obligations the Director or any other person has undertaken at the request, or for the benefit, of the Company or any of its subsidiary undertakings;
 - 1.11.1.2. any security, guarantee or indemnity to any person for a debt or obligation which is owed by the Company or any of its subsidiary undertakings, to that other person if the Director has taken responsibility for some or all of that debt or obligation;
 - 1.11.1.3. a proposal or contract relating to an offer of any shares or debentures or other securities for subscription or purchase by the Company or any of its subsidiary undertakings, if the Director takes part because he is a holder of shares, debentures or other securities, or if he takes part in the underwriting or sub-underwriting of the offer;
 - 1.11.1.4. any arrangement for the benefit of employees of the Company or any of its subsidiary undertakings which only gives him benefits which are also generally given to employees to whom the arrangement relates;
 - 1.11.1.5. any arrangement involving any other company in which the Director (together with any person connected with the Director) has any interest of any kind in that Company (including an interest by holding any position in that company or by being a shareholder of that company);
 - 1.11.1.6. a contract relating to insurance which the Company can buy or renew for the benefit of the Directors or a group of people which includes Directors; or
 - 1.11.1.7. a contract relating to a pension, superannuation or similar scheme or a retirement, death, disability benefits scheme or employee share scheme which gives the Director benefits which are also generally given to the employees to whom the scheme relates.
- 1.11.2. The Board may authorise, to the fullest extent permitted by law, any matter which would otherwise result in a Director infringing his duty to avoid a situation in which he has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company, provided that the Director in question, and any other interested Director, are not counted in the quorum of any board meeting at which such matter is authorised.

1.12. Number of Directors

Unless otherwise determined by the Company by ordinary resolution, the number of Directors shall not be less than two but shall not be subject to any maximum number.

1.13. Directors' appointment and retirement

- 1.13.1. Directors may be appointed by the Company by ordinary resolution or by the Board. If appointed by the Board, a Director holds office only until the next annual general meeting and shall then retire from office but shall be eligible for re-appointment.
- 1.13.2. Each Director shall retire from office at the third annual general meeting after the annual general meeting or general meeting (as the case may be) at which he was previously appointed but shall be eligible for reappointment. A Director shall not be required to hold any shares in the Company.

- 1.13.3. If: (i) at the annual general meeting in any year any resolution or resolutions for the appointment or re-appointment of the persons eligible for appointment or re-appointment as Directors are put to the meeting and lost; and (ii) at the end of that meeting the number of Directors is fewer than any minimum number of Directors required, all retiring Directors who stood for re-appointment at that meeting shall be deemed to have been re-appointed as Directors and shall remain in office, but may only act for the purpose of convening general meetings of the Company and perform such duties as are essential to maintain the Company as a going concern, and not for any other purpose.
- 1.13.4. In addition to any power of removal conferred by the Act, the office of Director shall be vacated if he is requested to resign by all of the other Directors by notice in writing.

1.14. Borrowing powers

- 1.14.1. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property and assets (present and future) and uncalled capital and, to create and issue debenture and other securities and give security either outright or as collateral security for any debt, liability or obligation of the Company or any third party. The Board shall restrict the borrowings of the Company, and exercise all voting or powers of control exercisable by the Company in relation to its subsidiary undertakings (if any) so as to secure (but as regards the subsidiary undertakings only so far as by such exercise it can secure) that the aggregate of the amounts borrowed by the Group and remaining outstanding at any time (excluding intra-Group borrowings) shall not without the previous sanction of an ordinary resolution of the Company exceed an amount equal to two times the Adjusted Capital and Reserves.
- 1.14.2. For the purposes of the New Articles, "Adjusted Capital and Reserves" means a sum equal to the aggregate, as shown by the relevant balance sheet (being the most recent audited consolidated balance sheet of the Group at the relevant time), of the amount paid up or credited as deemed to be paid up on the issued or allotted share capital of the Company and the amount standing to the credit of the reserves of the Company and its subsidiary undertakings included in the consolidated relevant balance sheet but after:
- 1.14.2.1. making such adjustment as may be appropriate to reflect the profit or loss of the Company since the relevant balance sheet;
- 1.14.2.2. excluding any amount set aside for taxation (including any deferred taxation) or any amounts attributable to outside shareholders in subsidiary undertakings of the Company;
- 1.14.2.3. making such adjustments as may be appropriate in respect of any variation in the amount of such paid up share capital and or any reserves (other than the profit and loss account) after the date of the relevant balance sheet. For this purpose, if any issue or proposed issue of shares by the Company for cash has been underwritten then such shares shall be deemed to have been issued and the amount (including any premium) of the subscription monies paid for them (other than money to be paid more than six months after the allotment date) shall to the extent so underwritten be deemed to have been paid up on the date when the issue of such shares was underwritten (or, if such underwriting was condition, on the date when it became unconditional);
- 1.14.2.4. making such adjustments as may be appropriate in respect of any distribution declared, recommended, made or paid by the Company or its subsidiary undertakings (to the extent not attributable directly or indirectly to the Company) out of profits earned up to and including the date of the relevant balance sheet to the extent such distribution is not provided for in such balance sheet;
- 1.14.2.5. making such adjustments as may be appropriate in respect of any variation in the interests of the Company in its subsidiary undertakings (including a variation where an undertaking ceases to be a subsidiary undertaking) since the date of the relevant balance sheet; and
- 1.14.2.6. making such adjustments as the auditors of the Company consider appropriate.

1.15. **Untraced shareholders**

Subject to the New Articles, the Company may sell any shares in the Company registered in the name of a member remaining untraced for 12 years who fails to communicate with the Company followed advertisement of an intention to make such a disposal. Until the Company can account to the member, the net proceeds of sale will be available for use in the business of the Company or for investment, in either case at the discretion of the Directors. The proceeds will not carry interest.

1.16. **Meetings**

1.16.1. Annual General Meetings

The Company shall comply with the requirements of the Act regarding the holding of an annual general meeting.

1.16.2. General Meetings

All general meetings other than annual general meetings shall be called general meetings. General meetings may be called whenever the Board thinks fit or when one has been requisitioned in accordance with the Act.

A general meeting is to be called on at least 14 days' notice in writing exclusive of the day on which it is served or deemed to be served and the day on which the meeting is to be held. A general meeting can be called on shorter notice if a majority in number of the members having a right to attend and vote at the general meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right, consent. Subject to Section 318(1) of the Act, two members present in person or by proxy and entitled to vote shall be a quorum for all purposes.

The Board may permit attendance at any general meeting via an electronic facility and if it does so any resolution proposed at such meeting shall be decided on a poll. The Board shall decide, as it sees fit, on the electronic means for poll voting.

Meetings cannot be held exclusively on an electronic basis.

1.17. **Rights attaching to Ordinary Shares**

The Ordinary Shares shall rank *pari passu* in the following respects:

- 1.17.1. they are in all respects identical;
- 1.17.2. they are of the same nominal value and the same amount per Ordinary Shares has been paid up;
- 1.17.3. they carry the same rights as to unrestricted transfer, attendance and voting in general meetings and in all other respects; and
- 1.17.4. they are entitled to dividends at the same rate and for the same period so that at the next ensuing distribution to the dividend payable on each Ordinary Share will be the same amount.

All of the Ordinary Shares are fully paid and freely transferable.

1.18. **Annual Report and Financial Statements**

- 1.18.1. Save as provided in the New Articles, a copy of the annual accounts of the Company together with a copy of the auditors' report and the Directors' report and any other documents required to accompany or to be annexed to them shall, not less than 21 clear days before the date of the general meeting at which copies of those documents are to be laid, be sent to every member and to every debenture holder of the Company and to every other person who is entitled to receive notices from the Company of general meetings.

- 1.18.2. Copies of the documents referred to in the New Articles need not be sent:
- 1.18.2.1. to a person who is not entitled to receive notices of general meetings and of whose address the Company is unaware; or
 - 1.18.2.2. to more than one of the joint holders of shares or debentures in respect of those shares or debentures,
- provided that any member or debenture holder to whom a copy of such documents has not been sent shall be entitled to receive a copy free of charge on application at the registered office of the Company.
- 1.18.3. The Company may, in accordance with the Act and any regulations made under it, send a strategic report with supplementary information to any of the persons otherwise entitled to be sent copies of the annual accounts and accompanying documents instead of or in addition to those documents and, where it does so, the statement shall be delivered or sent to such person not less than 21 days before the general meeting at which copies of those documents are to be laid.

NOTICE OF GENERAL MEETING

RUA Life Sciences plc

(Incorporated in Scotland with registered number SC170071)

NOTICE is hereby given that a General Meeting of RUA Life Sciences plc will be held at the offices of Davidson Chalmers Stewart LLP, 163 Bath Street, Glasgow G2 4SQ at 11.00 a.m. on Wednesday 23 June 2021 to consider and, if thought fit, to pass the following resolutions of which Resolution number 1 will be proposed as an Ordinary Resolution and Resolution number 2 as a Special Resolution.

In this Notice words and defined terms shall have the same meanings as words and defined terms in the Circular to the holders of Ordinary Shares dated 4 June 2021, which includes this Notice, unless the context otherwise requires.

ORDINARY RESOLUTION

1. **THAT**, conditional on Admission, the Company's entry into and performance of its obligations under the Buy Back Agreement be and are hereby approved and authorised for the purposes of section 694(2)(a) of the Companies Act and for all other purposes, provided that this authority shall expire on the earlier of the Company completing the purchase of all of the Deferred Shares pursuant to the Buy Back Agreement and midnight on Wednesday 30 June 2021.

SPECIAL RESOLUTION

2. **THAT**, conditional on and with effect immediately upon completion of the purchase of the Deferred Shares pursuant to the Buy Back Agreement, the articles of association produced to the meeting and initialled by the Chairman of the meeting (for the purposes of identification) be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

By order of the board of directors

Kate Full FCCA
Company Secretary

Dated 4 June 2021

RUA Life Sciences plc
C/o Davidson Chalmers Stewart LLP
163 Bath Street
Glasgow G2 4SQ

IMPORTANT NOTICE REGARDING COVID-19, ATTENDANCE AT THE GENERAL MEETING AND APPOINTMENT OF PROXIES

The Company is closely monitoring developments relating to the ongoing outbreak of Covid-19, including the related public health guidance and legislation in force. In order to ensure the safety of all attendees and compliance with guidelines on social distancing, a very limited number of people will be permitted to attend the General Meeting. No guests will be permitted and there will be no refreshments served at the General Meeting.

Given the continued social distancing, travel restrictions and other safety measures imposed by the Government as a result of Covid-19, we strongly advise that shareholders do NOT attend the General Meeting in person, but instead appoint the Chairman of the meeting as proxy to vote on their behalf. Due to capacity restrictions at the venue, Shareholders may be refused entry to the General Meeting.

Although this is strongly discouraged for the safety and security of Shareholders and others required to attend the General Meeting, should any Shareholder decide to attend and vote in person, they should bring appropriate proof of identity which will enable us to authenticate their right to attend, speak and vote at the General Meeting.

The Company will require to keep details of everyone attending the General Meeting for the purposes of track and trace under the Covid-19 guidelines. Shareholders will be asked to comply with all Covid-19 legal requirements and venue guidelines, including use of a face covering whilst inside the venue, use of hand sanitiser and observing social distancing. The Directors will also be wearing face coverings unless they are addressing attendees during the General Meeting. We ask that Shareholders do not arrive any earlier than 15 minutes prior to the start of the General Meeting, observe social distancing measures whilst attending and bring their own water bottle if required.

The situation is constantly changing and further guidance or legislation may be implemented. We will keep Shareholders updated should the plans for the General Meeting change in light of future developments. Any changes will be announced via the Company's website and a Regulatory Information Service.

1. The return of a completed proxy form will not prevent a member attending the General Meeting and voting in person if the member wishes to do so, should this be permitted under applicable Covid-19 related restrictions.
2. Shareholders will only be entitled to vote at the General Meeting if they are registered on the Company's Register of Members at 6.30 p.m. on Monday 21 June 2021. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to vote at the General Meeting. If the General Meeting is adjourned, the time by which a person must be entered on the Register of Members of the Company in order to have the right to vote at the adjourned meeting is 6.30 p.m. two Business Days prior to the date fixed for the adjourned meeting. Changes to the Register of Members after the relevant times shall be disregarded in determining the rights of any person to vote at the Meeting.
3. Pursuant to the Current Articles any Shareholder who is entitled to vote at the General Meeting may appoint a proxy or proxies vote on their behalf. A proxy need not be a member of the Company. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's Registrars, Equiniti Limited on 0371 384 2482, who will be able to advise you on how to do this. The helpline is open between 8.00 a.m. and 5.30 p.m. Monday to Friday (excluding public holidays).

A corporation which is a Shareholder can appoint a corporate representative who may exercise, on its behalf, all its powers as a Shareholder provided that no more than one corporate representative exercises powers over the same share.

4. To be valid, signed and dated Forms of Proxy must be delivered to the Company's Registrars, Equiniti Limited, by post to Aspect House, Lancing, West Sussex, BN99 6DA or by email to ruaproxies@dcslegal.com not later than 11.00 a.m. on Monday 21 June 2021 or not later than 48 hours (excluding any non-Business Day) before the time appointed for the holding of any adjourned meeting together with any documentation required. In the case of a corporation, the Form of Proxy should be executed under its common seal or signed by a duly authorised officer or attorney of the corporation. Details of how to complete the Form of Proxy are set out in the notes to the Form. A vote withheld is not a vote in law which means that the vote will not be counted in the calculation of votes for or against a resolution. If no voting indication is given the proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter put before the General Meeting.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available at <https://www.euroclear.com/site/public/EU/>). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Equiniti Limited (CREST Participant ID RA19), no later than 11.00 a.m. on Monday 21 June 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsor or voting service provider 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, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning particular limitations of the CREST system and timings.

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.

6. 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, Equiniti Limited, by post to Aspect House, Spencer Road Lancing, West Sussex, BN99 6DA or by email to ruaproxies@dcslegal.com. In the case of a Shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Equiniti no later than 11.00 a.m. on Monday 21 June 2021. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then your proxy appointment will remain valid. To change your proxy instructions simply submit a new proxy appointment. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you require a new Form of Proxy please contact to the Company's Registrars, Equiniti Limited on 0371 384 2482 between 8.30 a.m. and 5.30 p.m., Monday to Friday excluding public holidays. Calls are charged at the standard geographic rate and will vary by provider. If you are outside the United Kingdom, please call +44 121 415 7047. Calls outside the United Kingdom will be charged at the applicable international rate.
7. As at noon on Thursday 3 June 2021 the Company's issued share capital comprised 22,184,797 Ordinary Shares of £0.05 each and 4,832,778 Deferred Shares of £2.45 each. Each Ordinary Share carries the right to one vote at a general meeting of the Company; the Deferred Shares carry no rights to attend or vote at general meetings. The total number of voting rights in the Company as at noon on Thursday 3 June 2021 is 22,184,797. **Voting at the General Meeting will be on a poll rather than a show of hands.** Each Shareholder entitled to vote at the General Meeting will be entitled to one vote for every Ordinary Share registered in their name and each proxy or corporate representative will be entitled to one vote for each share which they represent.
8. Any Shareholder entitled to attend the General Meeting has the right to ask questions. Given current Covid-19 related restrictions the Company has made alternative arrangements for questions to be submitted by members by email.

The Company must cause to be answered any such question relating to the business being dealt with at the General Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

Questions can be submitted to the Company by email to - kate.full@rualifesciences.com.

9. If you have any general queries about the General Meeting please contact the Company Secretary at kate.full@rualifesciences.com or by calling on 07717 708059.

Except as provided above, members who have general queries about the General Meeting should use the following means of communication to communicate with the Company:

- (a) in writing to the Company Secretary, RUA Life Sciences plc, C/O Davidson Chalmers Stewart LLP, 163 Bath Street, Glasgow, G2 4SQ;
- (b) by telephone on 0371 384 2059 or, if calling from outside the UK, on +44 121 415 0259, between 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays). Different charges may apply to calls made from mobile telephones. Calls may be recorded and monitored randomly for security and training purposes.

You may not use any electronic address provided either in this Notice or any related documents (including the Form of Proxy) to communicate for any purposes other than those expressly stated.