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If you have sold or transferred all of your 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 was effected for onward transmission to the purchaser or transferee. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the United Kingdom (including the United States or any other Restricted Jurisdiction) if to do so would constitute a violation of the relevant law and/or regulations of such jurisdiction. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold or transferred only part of your holding of Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

This document does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for) Shares. This document does not contain an offer of transferrable securities within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA. This document has not been examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority. 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 First Admission of the Placing Shares will become effective and that dealings will commence on 19 January 2023 and Second Admission of the Broker Offer Shares will become effective and that dealings will commence on 6 February 2023. The New Ordinary Shares will, when issued, rank in full for all dividends and other distributions declared, made or paid on the Shares and otherwise rank *pari passu* in all respects with the Existing Shares.

VALIRX PLC

(incorporated and registered in England and Wales under company registration number 03916791)

**Placing of 9,090,909 Ordinary Shares at the Issue Price of 11 pence per share
Proposed Broker Offer for up to an additional 4,545,454 Ordinary Shares at the Issue Price
Resolutions seeking further Shareholder Authority
and
Notice of General Meeting**

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 7 to 14 (inclusive) of this document and which recommends you (by way of the unanimous recommendation of the Directors) to 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 DAC Beachcroft LLP, 25 Walbrook, London EC4N 8AF, at 11.00 a.m. on 2 February 2023, is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed by Shareholders and returned as soon as possible but, in any event, so as to be received by Neville Registrars Limited by no later than 11.00 a.m. on 31 January 2023 (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). The completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

Cairn Financial Advisers LLP (“**Cairn**”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and Turner Pope Investments (TPI) Limited (“**TPI**”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority is acting as broker to the Company in connection with the Placing and Broker Offer. Persons receiving this document should note that neither Cairn nor TPI will be responsible to anyone other than the Company for providing the protections afforded to customers of Cairn or TPI or for advising any other person on the arrangements described in this document. No representations or warranty, expressed or implied, is made by Cairn or TPI as to the contents of this document. Neither Cairn nor TPI have authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Cairn or TPI for the accuracy of any information or opinions contained in this document or for the omission of any information. Cairn, as nominated adviser and TPI, as broker to the Company, each owe certain responsibilities to the London Stock Exchange which are not owed to the Company or the Directors.

The New Ordinary Shares, have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Canada, Australia, Belarus, New Zealand, the Republic of Ireland, the Republic of South Africa, Russia, Switzerland or Japan. Accordingly, subject to certain exceptions, the New Ordinary Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States, Canada, Australia, Belarus, New Zealand, the Republic of Ireland, the Republic of South Africa, Russia, Switzerland or Japan. Shareholders who are residents or citizens of any country other than the United Kingdom and any person (including, without limitation, custodians, nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the United Kingdom should seek appropriate advice before taking any action.

Copies of this document will be available free of charge between 10.00 a.m. and 4.00 p.m. on any day (Saturdays, Sundays and public holidays excepted) at the offices of the Company’s lawyers DAC Beachcroft LLP at their office at 25 Walbrook, London EC4N 8AF for a period of one month from the date of this document. It will also be available on the Company’s website www.valirx.com.

Nothing in this document shall be effective to limit or exclude any liability for fraud or which otherwise, by law or regulation, cannot be so limited or excluded.

FORWARD LOOKING STATEMENTS

This document includes “forward-looking statements” which include all statements other than statements of historical facts, including, without limitation, those regarding the Group’s financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words “targets”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “anticipates”, “would”, “could” or “similar” expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company’s control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group’s present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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DIRECTORS AND ADVISERS

Directors	Dr Kevin Cox Dr Suzanne Dilly Mr Gerry Desler Mrs Stella Panu Mr Martin Lampshire	<i>Non-Executive Chairman</i> <i>Chief Executive Officer</i> <i>Chief Financial Officer</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i>
Registered Office	ValiRx PLC Stonebridge House Chelmsford Road Hatfield Heath England CM22 7BD	
Nominated Adviser	Cairn Financial Advisers LLP Ninth Floor 107 Cheapside London EC2V 6DN	
Broker	Turner Pope Investments (TPI) Limited 8 Frederick's Place London EC2R 8AB	
Solicitors to the Company	DAC Beachcroft LLP 25 Walbrook London EC4N 8AF	
Registrar	Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD	
Receiving Agent	Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD	

FUNDRAISING STATISTICS

Number of Existing Shares	90,174,156
Number of Placing Shares	9,090,909
Maximum number of Broker Offer Shares ⁽¹⁾	4,545,454
Aggregate maximum number of Shares expected to be issued pursuant to the Placing and Broker Offer ⁽¹⁾	13,636,363
Issue Price	11p per share
Number of Shares in issue following First Admission and issue of the Placing Shares	99,265,065
Number of Shares in issue following Second Admission ⁽¹⁾ and issue of the Broker Offer Shares	103,810,519
Percentage of the Enlarged Share Capital represented by the Placing Shares	8.8%
Percentage of the Enlarged Share Capital represented by the New Ordinary Shares ⁽¹⁾	13.1%
Maximum number of Fundraise Warrants to be issued following Second Admission	3,409,090
Maximum number of Adviser Warrants to be issued following Second Admission	818,181
Gross proceeds of the Placing	Approximately £1 million
Maximum gross proceeds of the Broker Offer ⁽¹⁾	Up to £0.5 million
Gross proceeds of the Fundraising ⁽¹⁾	Approximately £1.5 million
Ordinary Share ISIN	GB00BLH13C52

(1) Assuming the Broker Offer Shares are subscribed for in full and authority is granted at the General Meeting to issue such shares

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2023

Announcement of the Fundraising	13 January
Latest time and date for applications under the Broker Offer (if not closed beforehand)	5.00 p.m. on 16 January
Latest date of publication and posting of this document & the Form of Proxy	17 January
First Admission and dealings in the Placing Shares expected to commence on AIM	8.00 a.m. on or around 19 January
Latest time and date for receipt of proxy forms	11.00 a.m. on 31 January
General Meeting	11.00 a.m. on 2 February
Announcement of the results of the General Meeting	2 February
Second Admission and dealings in the Broker Offer Shares expected to commence on AIM	8.00 a.m. on or around 6 February
Expected date for CREST accounts to be credited for Broker Offer Shares to be held in uncertificated form	6 February
Despatch of definitive share certificates in respect of the Broker Offer Shares to be held in certificated form, if applicable	within 10 business days of Second Admission

Notes:

- 1. Each of the times and dates above are indicative only and if any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.*
- 2. All of the above times refer to London time unless otherwise stated.*
- 3. All events listed in the above timetable related to the Second Admission and the Broker Offer are conditional on the passing at the General Meeting of the Fundraising Resolutions to provide the relevant authorities.*

PART I
LETTER FROM THE CHAIRMAN
OF
VALIRX PLC

(Incorporated and registered in England and Wales under company registration number 03916791)

Directors:

*Dr Kevin Cox - Non-Executive Chairman
Dr Suzanne Dilly - Chief Executive Officer
Mr Gerry Desler - Chief Financial Officer
Stella Panu - Non-Executive Director
Mr Martin Lampshire - Non-Executive Director*

Registered office:

Stonebridge House
Chelmsford Road
Hatfield Heath
CM22 7BD

16 January 2023

To the shareholders of ValiRx plc

Dear Shareholder

Placing of 9,090,909 Ordinary Shares at the Issue Price of 11 pence per share
Proposed Broker Offer for up to an additional 4,545,454 Ordinary Shares at the Issue Price
Resolutions seeking further Shareholder Authority
and
Notice of General Meeting

Introduction

The Company announced on 13 January 2023 a conditional Placing to raise approximately £1 million (before expenses) through the allotment and issue of 9,090,909 new Shares at the Issue Price of 11 pence per Share (the "**Placing**"). The Placing was conducted by TPI as sole placing agent for the Company. The net proceeds from the Placing will be used to establish a new ValiRx internal research facility based in the East Midlands to accelerate the Company's longer term acquisition strategy.

In addition, to provide shareholders and other investors who did not initially have the opportunity to participate in the Placing to do so now, the Company is granting an option (the "**Broker Offer**") allowing additional subscriptions of up to £0.5 million with priority given to existing shareholders of the Company. The result of the Broker Offer is expected to be announced on or around 17 January 2023.

The Issue Price represents a discount of 10.6 per cent. to the closing mid-market price of 12.3 pence per Existing Share on 12 January 2023 (being the last practicable Business Day before announcement of the Fundraising).

In connection with the Placing and the Broker Offer, the Company is offering, to all subscribers of New Ordinary Shares, warrants to subscribe for one (1) new Ordinary Share for every four (4) New Ordinary Shares purchased (the “**Fundraise Warrants**”). The Fundraise Warrants will be exercisable at a price of 14 pence per share, a premium of approximately 27.3 per cent. to the Issue Price. The Fundraise Warrants are exercisable at any time until the third anniversary of Second Admission. The Fundraise Warrants will not be tradeable, nor transferable or CREST-enabled. The Fundraise Warrants will only be issued to subscribers of New Ordinary Shares on Second Admission, conditional on the passing of the Fundraising Resolutions at the General Meeting.

The Directors currently have share authority to allot up to 10,000,000 Shares without requiring a general meeting. The Placing Shares are expected to be issued on First Admission on 19 January 2023. Following the passing of the Fundraising Resolutions at the General Meeting, the Broker Offer Shares will admit upon the Second Admission. Second Admission and the issue of the Broker Offer Shares are conditional, *inter alia*, upon First Admission of the Placing Shares, Shareholders approving the Fundraising Resolutions at the General Meeting, and the Placing Agreement not having been terminated prior to Second Admission.

The Fundraise Warrants will be issued to subscribers of New Ordinary Shares pursuant to the Placing and Broker Offer on Second Admission, conditional on the passing of the Fundraising Resolutions at the General Meeting. The Fundraise Warrants will not be issued in the event that the Fundraising Resolutions are not passed and therefore persons subscribing New Ordinary Shares on First Admission would not, in such circumstances, receive any Fundraise Warrants. Holders of Fundraise Warrants will receive a warrant certificate following Second Admission and the register of Fundraise Warrants will be maintained by Neville Registrars Limited.

Shareholders should note that First Admission is not conditional upon Second Admission occurring and in the event that the Fundraising Resolutions are not passed, Second Admission may not occur and the Company would not receive the funds from the Broker Offer, which would limit the amount of working capital available to it. In addition, the Fundraise Warrants will not be issued in the event that the Fundraising Resolutions are not passed and therefore persons subscribing for New Ordinary Shares on First Admission would not, in such circumstances, receive any Fundraise Warrants.

This document contains the Directors’ unanimous recommendation that Shareholders vote in favour of the Resolutions. The Notice of General Meeting, at which the Resolutions will be proposed, is set out at the end of this document. A Form of Proxy is also enclosed with this document for use at the General Meeting.

Background to and Reasons for the Fundraising

ValiRx is an AIM quoted life sciences company focused on early-stage cancer therapeutics and women's health. The Company seeks to identify the most promising research in academia and innovative biotechnology companies and translate this research towards clinical development, providing a pathway to commercialisation.

Background

The Company has identified certain fundamental issues impacting drug development today, particularly within the preclinical phase, in terms of innovation, productivity and access. A lack of expertise in early-stage drug developers, particularly in academia, contributes to low rates of success in translating novel scientific research into valuable new therapeutic assets, hindering both the adoption of innovation and the overall productivity of developing new treatments.

To address these fundamental issues, ValiRx has adopted a strategy to improve the efficacy of translating promising novel academic research into the preclinical development phase, with a particular focus on women's health and oncology. ValiRx has extensive expertise in the clinical development process, as well as a deep understanding of biological processes. Combining its clinical knowledge, biological expertise, data generation and data interpretation abilities, ValiRx seeks to unlock the substantial potential of academic innovation and provide a more specialist and supportive service to academia compared to traditional contract research organisations, thereby increasing the chances of commercialising novel therapies. On 15 March 2022, the Company announced the adoption of its new tCRO model to facilitate this goal – through acquiring capabilities and infrastructure to create a more efficient and effective translational drug development service.

Developments since previous fundraising

In June 2022, the Group raised £2.5 million (before expenses) through a placing and broker offer with new and existing shareholders. These proceeds provided the Group with the necessary working capital to continue developing its core assets, as well as strengthen its balance sheet with a view to pursuing its acquisitive tCRO strategy. Following this fundraising, in July 2022 the Group was pleased to announce the successful evaluation of its peptide drug candidate against triple negative breast cancer with King's College London, enabling one of the Company's core assets to progress from evaluation stage to full in-licensing. Following this, in October of 2022, ValiRx announced the formation of a new partially-owned subsidiary company, Cytolytix Limited ("**Cytolytix**"), and that Cytolytix has signed an IP Licence Agreement with King's College London to progress the triple negative breast cancer project, CLX001, through preclinical development to a stage of readiness for clinical trials.

The Group was also pleased to strengthen its management team through the appointment of a new Chief Scientific Officer (Dr Cathy Tralau-Stewart) and Non-Executive Director (Stella Panu), who, between them bringing an invaluable skillset, including clinical expertise and corporate development, to assist with the Company's next stage of growth.

Looking ahead to next year, the Company looks forward to reporting further progress in relation to the Cytolytix in-licensing activity, as well as potential milestone decisions being made on new and existing evaluations. The Company expects to sign between two and four new evaluations in 2023.

Acquisition update and new facility

The Directors believe that an acquisition-led strategy is key to implementing the Company's tCRO model effectively. Through acquiring complementary profitable business with material revenues, the Company would be better placed to self-fund its existing evaluation projects, as well as its pipeline of therapies. ValiRx is actively engaged with four potential acquisition targets in the CRO space at different stages of negotiation. These targets generate revenues in the range of approximately £0.5 million to £2 million on 20% estimated profit margins. The targets' area of operations range from laboratory infrastructure to niche technologies and bioinformatics and their employees range from

between 4 to 16. The Company expects to have completed at least one acquisition in the first half of 2023.

Whilst the Company has progressed discussions with potential acquisition targets, ValiRx identified an opportunity to establish a new laboratory facility in an incubator based in the East Midlands, which has become available for use in early 2023 with flexible contract terms and the ability to expand into adjacent laboratories.

The Directors believe that through setting up its own facility, the Company can establish its internal CRO which should provide a platform to accelerate future acquisitive growth and attract a significant and growing number of third-party customers. Importantly, the Directors also believe that the facility should enhance ValiRx's standing and credibility with future acquisition targets, making the Company a more attractive organisation for vendors to sell their businesses to.

Establishing ValiRx's own laboratory is expected to enable greater operational efficiencies and cost savings, with an estimated £40k saved on each evaluation and £100k on each preclinical programme. In total, the Company estimates that it should save an estimated £250k per year on its in-house projects. The Company is targeting first service users and incoming revenues by the second quarter of 2023.

Use of Proceeds

The Group has raised approximately £1 million (before expenses) through the Placing and may raise (subject to take up) up to an additional £0.5 million (before expenses) under the Broker Offer. The proceeds of the Fundraising, of up to approximately £1.5 million (before expenses), are intended to be used by the Group to establish a new internal research facility in the East Midlands to be ready in Q1 2023, with a view to accelerating the Company's longer term buy and build strategy, as well as providing growth capital for further investments into the ValiRx collaborative pipeline. In particular, the Group expects to invest:

- £0.5 million in new laboratory and equipment for in-house use and to launch tCRO service offering;
- Depending on take up of the Broker Offer, up to £1.0 million for growth and acquisition capital to support buy-and-build strategy, plus support in-house R&D pipeline, including Cytolytix.

For the purposes of section 571(6)(c) of the Companies Act 2006, the Issue Price has been determined by the Company following discussions with market participants and its professional advisers.

Details of the Placing

The Group has raised approximately £1 million (before expenses) through the Placing. The Company is undertaking the Fundraising in two tranches to utilise existing share issuance authorities granted to the Directors at its most recent AGM.

The Placing Shares have been conditionally placed with new and existing investors. Neither the Placing nor Broker Offer Shares are being underwritten. The New Ordinary Shares will, when issued, rank pari passu in all respects with the Existing Shares. Application will be made for the New Ordinary Shares to be admitted to trading on AIM. It is expected that First Admission will take place,

and dealings in the Placing Shares will commence, on or around 19 January 2023. It is expected that Second Admission will take place, and dealings in the Broker Offer Shares will commence, on or around 6 February 2023.

The Placing is conditional, *inter alia*, on:

- the Placing Agreement becoming unconditional in all relevant respects and not having been terminated in accordance with its terms prior to First Admission; and
- First Admission becoming effective by no later than 8.00 a.m. on or around 19 January 2023 or such other date (being not later than 8.00 a.m. on 28 February 2023) as TPI and the Company may agree.

Shareholders should note that First Admission is not conditional upon Second Admission occurring and in the event that the Fundraising Resolutions are not passed and Placing Agreement does not become unconditional in all relevant respects, Second Admission may not occur and the Company would not receive the funds from the Broker Offer, which would limit the amount of working capital available to it. In addition, the Fundraise Warrants will not be issued in the event that the Fundraising Resolutions are not passed and therefore persons subscribing New Ordinary Shares on First Admission would not, in such circumstances, receive any Fundraise Warrants.

EIS/VCT Shares

The Company has obtained professional advice for its own benefit indicating that the New Ordinary Shares being issued as part of the Fundraising should be "eligible shares" for the purposes of investment by VCTs and for EIS purposes. However, none of the Company, the Directors or any of the Company's advisers give any warranty or undertaking that an investment in the Company will be a qualifying holding for VCTs, or that EIS tax reliefs will be available or, if initially available, will not be withdrawn at a later date.

As the rules governing EIS and VCT reliefs are complex and interrelated with other legislation, if Shareholders, or other potential investors, are in any doubt as to their tax position, require more detailed information, or are subject to tax in a jurisdiction other than the United Kingdom, they should consult their professional adviser.

Details of the Broker Offer

To provide shareholders and other investors who did not participate in the Placing with an opportunity to do so, the Company has granted an option (the "**Broker Offer**") to TPI to invite subscriptions for up to an additional 4,545,454 new Shares (the "**Broker Offer Shares**") at the Issue Price. The Broker Offer is expected to close at 5.00 p.m. on 16 January 2023. As far as is practical, participation in the Broker Offer will be prioritised for shareholders (direct or indirect) on the register at the close of business on 12 January 2023 ("**Existing Shareholders**"). If the Broker Offer is fully taken up, it will raise an additional £0.5 million. A further announcement will be made once the Broker Offer Shares have been fully subscribed and the Broker Offer declared closed. If the Broker Offer is not fully subscribed by 5.00 p.m. on 16 January 2023, orders from eligible investors will be satisfied in full, and the balance of the Broker Offer shall lapse. Dealings in the Broker Offer Shares will commence on or around 6 February 2023, following Second Admission and are conditional on the passing at the General Meeting of the Fundraising Resolutions to provide the relevant authorities. Further details regarding participation, the eligibility criteria, the order of priority, and details regarding settlement, are set out in more detail below.

Broker Offer

The Broker Offer has been granted primarily to facilitate the participation by existing shareholders of the Company. Non-shareholders of the Company can also participate in the event existing shareholders do not apply for the shares in full.

Existing Shareholders or other interested parties who wish to register their interest in participating in the Broker Offer should click on the following link: ValiRx - TPI Broker Offer (URL: <https://forms.office.com/e/7RAikAA4ce>).

It is expected that, following allocations by TPI (in consultation with the Company), application will be made to the London Stock Exchange for the relevant amount of Broker Offer Shares to be admitted to trading on AIM ("**Admission**"). Admission is expected to become effective and trading of the Broker Offer Shares will commence at 8.00 a.m. on or around 6 February 2023. Following Admission, such Broker Offer Shares will rank *pari-passu* with the Existing Shares.

Fundraise Warrants

In connection with the Placing and the Broker Offer, the Company is offering, to all subscribers of New Ordinary Shares, warrants to subscribe for one (1) new Ordinary Share for every four (4) New Ordinary Shares purchased (the "**Fundraise Warrants**"). The Fundraise Warrants will be exercisable at a price of 14 pence per share, a premium of approximately 27.3 per cent. to the Issue Price. The Fundraise Warrants are exercisable at any time until the third anniversary of Second Admission. The Fundraise Warrants will not be tradeable, nor transferable or CREST-enabled.

The Fundraise Warrants will be issued to subscribers of New Ordinary Shares on Second Admission, conditional on the passing of the Fundraising Resolutions at the General Meeting. The Fundraise Warrants will not be issued in the event that the Fundraising Resolutions are not passed and therefore persons subscribing for New Ordinary Shares on First Admission would not, in such circumstances, receive any Fundraise Warrants. Holders of Fundraise Warrants will receive a warrant certificate following Second Admission and the register of Fundraise Warrants will be maintained by Neville Registrars Limited.

Adviser Warrants

In connection with the Fundraising, the Company will issue, on completion of the Fundraise, warrants to TPI ("**Adviser Warrants**") equal to 6 per cent. of the total New Ordinary Shares to be issued pursuant to the Fundraising. The Adviser Warrants shall be exercisable at the Issue Price. The Adviser Warrants are exercisable at any time until the third anniversary of Second Admission. The Adviser Warrants will not be tradeable, nor transferable or CREST-enabled. If the Fundraising Resolutions are not passed, the Company will not be able to issue the Adviser Warrants until such time as it has authority to do so.

In lieu of transaction fees payable, Cairn will receive 327,273 Broker Offer Shares free of payment and accordingly will be issued with 81,818 Fundraise Warrants.

Update on current assets

An update on the current assets of the Company can be found in the quarterly operational and strategy update announcement by the Company on 6 December 2022.

General Meeting

The Directors do not currently have authority to issue the Broker Offer Shares, the Fundraise Warrants and the Adviser Warrants and, accordingly, the Board is seeking the approval of Shareholders to issue the Broker Offer Shares, the Fundraise Warrants and the Adviser Warrants at the General Meeting. In addition, the Directors propose to seek additional authority to allot further Shares in the future to provide flexibility and to allow the Company some ability to take advantage of opportunities which may present themselves in the future.

A notice convening the General Meeting to be held at the offices of DAC Beachcroft LLP, 25 Walbrook, London EC4N 8AF at 11.00 a.m. on 2 February 2023 is set out at the end of this document. At the General Meeting, the following Resolutions will be proposed:

- Resolution 1, which is an ordinary resolution, to authorise the Directors to allot relevant securities for cash pursuant to the Broker Offer, the Fundraise Warrants and the Adviser Warrants (but for no other purpose) up to an aggregate nominal amount of up to £8,775, being equal to 8,775,000 new Shares;
- Resolution 2, which is an ordinary resolution, to authorise the Directors allot relevant securities for cash (i) up to an aggregate nominal amount of £27,000 representing approximately 30 per cent. of the Company's current issued share capital, in connection with a rights issue or other pro-rata offer in favour of holders of ordinary shares; and (ii) otherwise, up to a maximum nominal amount of £27,000, being approximately 30 per cent of the Company's current issued ordinary share capital;
- Resolution 3, which is conditional on the passing of Resolution 1 and is a special resolution, to authorise the Directors to allot up to 8,775,000 new Shares for cash pursuant to the Broker Offer, the Fundraise Warrants and the Adviser Warrants (but for no other purpose) on a non-pre-emptive basis; and
- Resolution 4, which is conditional on the passing of Resolution 2 and is a special resolution, to authorise the Directors to allot Shares in the capital of the Company for cash on a non-pre-emptive basis: (i) up to an aggregate nominal amount of £27,000 representing approximately 30 per cent. of the Company's current issued ordinary shares capital, in connection with a rights issue or other pro-rata offer in favour of holders of ordinary shares; and (ii) (otherwise than in connection with a rights issue or other such offer) up to a maximum nominal value of £27,000, representing approximately 30 per cent. of the Company's current issued ordinary shares capital.

The authorities to be granted pursuant to the Resolutions will expire on whichever is the earlier of (a) the conclusion of the next annual general meeting of the Company; and (b) the date falling six months (Fundraising Resolutions) or nine months (Resolutions 2 and 4) from the date of the passing of the relevant Resolutions (unless renewed, varied or revoked by the Company prior to or on that date) and shall be in addition to the Directors' authorities to allot relevant securities and dis-apply statutory pre-emption rights granted at the Company's annual general meeting held on 30 June 2022.

Action to be taken

In respect of the General Meeting

Please check that you have received a Form of Proxy for use in relation to the General Meeting with this document.

You are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon 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, as soon as possible but in any event so as to arrive by not later than 11.00 a.m. on 31 January 2023 (or, in the case of an adjournment of the General Meeting, 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 business day).

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of a Form of Proxy will not preclude you from attending and voting in person at the General Meeting, or any adjournment thereof, should you wish to do so.

Recommendation

The Directors consider the Fundraising and the conferring of additional shareholder authority to be in the best interests of the Company and the Shareholders as a whole and, accordingly, unanimously recommend that Shareholders vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings amounting, in aggregate, to 1,061,669 Existing Shares, representing approximately 1.2 per cent. of the Existing Shares.

Shareholders should note that First Admission is not conditional upon Second Admission occurring and in the event that the Fundraising Resolutions are not passed, Second Admission may not occur and the Company would not receive the funds from the Broker Offer, which would limit the amount of working capital available to it. In addition, the Fundraise Warrants will not be issued in the event that the Fundraising Resolutions are not passed and therefore persons subscribing for New Ordinary Shares on First Admission would not, in such circumstances, receive any Fundraise Warrants.

Shareholders should take independent advice if they wish to consider the suitability of these risks with regard to their own particular circumstances and investment criteria.

Yours faithfully

**Dr Kevin Cox
Chairman**

DEFINITIONS

The following words and expressions shall have the following meanings in this document unless the context otherwise requires:

“Admission”	First Admission and/or Second Admission as the context requires
“Adviser Warrants”	the warrants to be granted to TPI in connection with the Fundraising
“AIM”	AIM, the market of that name operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies published by the London Stock Exchange from time to time
“Business Day”	any day other than a Saturday, Sunday or public holiday in England and Wales on which clearing banks in London are open for general banking business
“Broker Offer”	the option to allow subscriptions by new and existing investors of up to £0.5 million at the Issue Price
“Broker Offer Shares”	up to 4,545,454 new Shares being made available to investors pursuant to the Broker Offer
“Cairn”	Cairn Financial Advisers LLP
“certificated” or “in certificated form”	not in uncertificated form
“City Code”	the City Code on Takeovers and Mergers issued by the Panel on Takeovers and Mergers in the UK
“Company” or “ValiRx”	ValiRx PLC
“CREST”	the facilities and procedures for the time being of the relevant system of which Euroclear has been approved as operator pursuant to the CREST Regulations
“Directors” or “Board”	the directors of the Company, or any duly authorised committee thereof
“Enlarged Share Capital”	the issued ordinary share capital of the Company immediately following Second Admission
“Existing Shares”	the 90,174,156 Shares in issue as at the date of this Announcement

“FCA”	Financial Conduct Authority
“First Admission”	admission of the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules which is expected to occur at 8.00 a.m. on 19 January 2023
“Fundraise Warrants”	the warrants to be granted to the subscribers of New Ordinary Shares
“Fundraising”	the Placing and the Broker Offer
“Fundraising Resolutions”	Resolutions 1 and 3 to be proposed at the General Meeting as set out in the notice of General Meeting at the end of this document
“General Meeting”	the general meeting of the Company convened for 11:00 a.m. on 2 February 2023 in accordance with the Notice set out at the end of this document (or any adjournment thereof)
“Group”	the Company and its subsidiary undertakings from time to time
“Issue Price”	11 pence per New Ordinary Share
“Neville Registrars” or “Receiving Agent”	the trading name of Neville Registrars Limited
“London Stock Exchange”	London Stock Exchange plc
“New Ordinary Shares”	the Placing Shares and the Broker Offer Shares
“Placing”	the placing by TPI on behalf of the Company of the Placing Shares at the Issue Price pursuant to the terms of the Placing Agreement
“Placing Agreement”	the conditional placing agreement dated 13 January 2023 and made between the Company and TPI in relation to the Fundraising
“Placing Shares”	the 9,090,909 new Shares to be issued by the Company at the Issue Price at First Admission
“Register”	the register of members of the Company
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the notice of General Meeting at the end of this document, and a reference to a numbered Resolution shall be to the resolution so numbered in that notice
“Regulatory Information Service”	a regulatory information service approved by the FCA and on the list of regulatory information services maintained by

	the FCA
“Second Admission”	admission of the Broker Offer Shares to trading on AIM becoming effective in accordance with the AIM Rules which is expected to occur at 8.00 a.m. on 6 February 2023
“Shareholders”	holders of Shares
“Shares”	ordinary shares of 0.1 pence each in the capital of the Company
“TPI”	Turner Pope Investments (TPI) Limited
“uncertificated form” or “in uncertificated form”	recorded in the Register 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
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“United States” or “US”	the United States of America, its jurisdictions and possession, any state of the United States and the District of Columbia
“US Dollar”	the lawful currency of the United States
“US Securities Act”	the U.S. Securities Act of 1933, as amended

NOTICE OF GENERAL MEETING

ValiRx plc

(Incorporated in England and Wales with registered no. 03916791)

Notice is hereby given that a general meeting (the “**General Meeting**” or the “**Meeting**”) of ValiRx plc (the “**Company**”) will be held at 11.00 a.m. at the offices of DAC Beachcroft LLP, 25 Walbrook, London EC4N 8AF on 2 February 2023, for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 and 2 will be proposed as ordinary resolutions and resolutions 3 and 4 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. That, in addition to all other powers granted to the directors of the Company at the annual general meeting of the Company held on 30 June 2022 and pursuant to Resolution 2 below, the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**Act**”) to allot Relevant Securities (as defined below) for cash up to an aggregate nominal amount of:
 - (a) £4,546 pursuant to the Broker Offer (as defined and set out in the document in which this notice of Meeting is included) and for no other purpose;
 - (b) £3,410 pursuant to the Fundraise Warrants (as defined and set out in the document in which this notice of Meeting is included) and for no other purpose;
 - (c) £819 pursuant to the Adviser Warrants (as defined and set out in the document in which this notice of Meeting is included) and for no other purpose,

provided that these authorities shall, unless renewed, varied or revoked by the Company in general meeting, expire on the date falling six months from the date of the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authorities hereby conferred has expired. In this Resolution 1 and in Resolution 2 below, “**Relevant Securities**” means any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company.

2. That, in addition to all other powers granted to the directors of the Company at the annual general meeting of the Company held on 30 June 2022 and pursuant to Resolution 1 above, the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Act to allot Relevant Securities:
 - (a) up to an aggregate nominal amount of £27,000 representing approximately 30 per cent. of the Company's issued ordinary share capital, in connection with a rights issue or other pro-rata offer in favour of holders of ordinary shares where the securities respectively attributable to the interests of all those persons at such record date as the directors may determine are proportionate (as nearly as may be) to the respective numbers of ordinary shares held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such securities subject in each case to such exclusions or other arrangements as the directors may consider necessary or expedient

to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and

- (b) otherwise than pursuant to paragraph 2(a) above, up to an aggregate nominal amount of £27,000 representing approximately 30 per cent. of the Company's issued ordinary shares capital,

provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the date falling nine months from the date of the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired.

SPECIAL RESOLUTIONS

- 3. That, in addition to all other powers granted to the directors of the Company at the annual general meeting of the Company held on 30 June 2022 and pursuant to Resolution 4 below, and subject to the passing of Resolution 1, the directors of the Company be empowered pursuant to section 571 of the Act to allot equity securities (as defined in section 560 of the Act) for cash as if section 561(1) of the Act did not apply to any such allotment pursuant to the authority conferred on them by Resolution 1 provided that such power shall, unless renewed, varied or revoked by the Company in general meeting:
 - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of:
 - i. £4,546 in connection with the Broker Offer (as defined and set out in the document in which this notice of Meeting is included) and for no other purpose;
 - ii. £3,410 pursuant to the Fundraise Warrants (as defined and set out in the document in which this notice of Meeting is included) and for no other purpose;
 - iii. £819 pursuant to the Adviser Warrants (as defined and set out in the document in which this notice of Meeting is included) and for no other purpose,
 - (b) expire on the date falling six months from the date of the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution has expired.
- 4. That, in addition to all other powers granted to the directors of the Company at the annual general meeting of the Company held on 30 June 2022 and pursuant to Resolution 3 above, and subject to the passing of Resolution 2, the directors be and are empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 2 or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities, up to an aggregate nominal amount of £27,000 representing approximately 30 per cent. of the Company's issued ordinary shares capital, in connection with a rights issue or other pro-rata offer in favour of holders of ordinary shares pursuant to the authority conferred by resolution 2(a) subject in each case to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and
- (b) the allotment (otherwise than pursuant to paragraph 4(a) above) of equity securities up to an aggregate nominal amount of £27,000 representing approximately 30 per cent. of the Company's issued ordinary shares capital,

and unless previously revoked, varied or extended the power shall expire on the date falling nine months from the date of the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution has expired.

<p>By order of the Board: Dr Kevin Cox Chairman ValiRx plc</p>	<p>Registered office: Stonebridge House Chelmsford Road Hatfield Heath Essex CM22 7BD</p>
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Notes:

1. Pursuant to Regulation 41(3) of the Uncertificated Securities Regulations 2001/3755, the Company specifies that only those members registered on the Company's register of members at close of business on 31 January 2023 shall be entitled to attend and vote at the General Meeting.
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a proxy form with this notice of General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. Details of how to appoint the Chairman of the General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's registrars, Neville Registrars, at the address set out in note 5.
5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - (a) completed and signed by you;
 - (b) sent or delivered to Neville Registrars, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD; and
 - (c) received by them no later than 11.00 a.m. on 31 January 2023.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

6. 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).
7. As at 6.00 p.m. on the business day immediately prior to the date of posting of this Notice of General Meeting, the Company's issued share capital comprised 90,174,156 ordinary shares of £0.001 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6.00 p.m. on the business day immediately prior to the date of posting of this Notice of General Meeting is 90,174,156.
8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members (www.euroclear.com), 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. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland'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 issuer's agent Neville Registrars, (ID: 7RA11), by 11.00 a.m. on 31 January 2023 (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). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities 2001 (as amended).