

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, solicitor, accountant, bank manager or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000. The whole of this document should be read.

If you have sold or otherwise transferred all your ordinary shares in the capital of ValiRx Plc, please send this document, together with the accompanying Form of Proxy, immediately 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. If you have sold or transferred any part of your registered holding of ordinary shares, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was effected.

This document contains no offer of transferable securities to the public within the meaning of section 102B of the FSMA, the Companies Act or otherwise. Accordingly, this document does not constitute a prospectus within the meaning of section 85 of the FSMA, nor does it constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any of the same, for any security. 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 Placing Shares to be admitted to trading on AIM. It is expected that Admission of the Placing Shares will become effective and that dealings will commence on or around 26 May 2020. The Placing Shares will, when issued, rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares and otherwise rank *pari passu* in all respects with the Existing Ordinary Shares.

VALIRX PLC

(Incorporated in England and Wales with registered number 03916791)

Notice of General Meeting seeking shareholder authority for the allotment of equity securities and disapplication of pre-emptive rights

Your attention is drawn to the letter from the Non-Executive Director of ValiRx Plc set out in this document which recommends that you vote in favour of the resolutions to be proposed at the General Meeting.

A notice convening a General Meeting of ValiRx Plc to be held at the offices of Peterhouse Capital Limited, 80 Cheapside, London, EC2V 6DZ at 11:30 a.m. on 22 May 2020 is set out at the end of this document. A Form of Proxy for use at the General Meeting is enclosed with this document. **To be valid, the accompanying Form of Proxy for use in connection with the General Meeting must be completed in accordance with the instructions printed on it and returned by post or by hand as soon as possible but, in any event, so as to be received by the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, by no later than 11.30 a.m. on 20 May 2020.**

CREST members can also appoint proxies by using the CREST electronic proxy appointment service and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the Company's registrars, Neville Registrars (under CREST participant 7RA11) by no later than 11.30 a.m. on 20 May 2020. 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.

The completion and deposit of the Form of Proxy or transmitting a CREST Proxy Instruction will not preclude Shareholders from attending and voting in person at the General Meeting should they wish to do so.

The Directors' recommendation is set out on page 5 of this document.

Cairn Financial Advisers LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser to the Company. Persons receiving this document should note that Cairn Financial Advisers LLP will not be responsible to anyone other than the Company for providing the protections afforded to customers of Cairn Financial Advisers LLP or for advising any other person on the arrangements described in this document. Cairn Financial Advisers LLP has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Cairn Financial Advisers LLP for the accuracy of any information or opinions contained in this document or for the omission of any information.

Peterhouse Capital Limited, 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. Persons receiving this document should note that Peterhouse Capital Limited will not be responsible to anyone other than the Company for providing the protections afforded to customers of Peterhouse Capital Limited or for advising any other person on the arrangements described in this document. Peterhouse Capital Limited has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Peterhouse Capital Limited for the accuracy of any information or opinions contained in this document or for the omission of any information.

The Placing Shares 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, New Zealand, the Republic of Ireland, the Republic of South Africa, Switzerland or Japan. Accordingly, subject to certain exceptions, the Placing Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States, Canada, Australia, New Zealand, the Republic of Ireland, the Republic of South Africa, 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 .

EXPECTED TIMETABLE OF EVENTS

	2020
Publication of this document	5 May
Latest time for receipt of Forms of Proxy for the General Meeting	11:30 a.m. on 20 May
General Meeting	11:30 a.m. on 22 May
Admission effective and trading in the Placing Shares expected to commence on AIM	8.00 a.m. on 26 May
CREST accounts credited with Placing Shares	26 May
Share certificates in respect of the Placing Shares expected to be despatched by no later than (where applicable)	1 June

Notes:

(1) References to times in this Document are to London time (unless otherwise stated).

(2) The dates set out in the timetable above may be subject to change.

(3) If any of the above times or dates should change, the revised times and/or dates will be notified by an announcement to a regulatory information service.

DEFINITIONS

In this document and in the Form of Proxy the following definitions shall apply unless the context requires otherwise:

"AIM"	AIM, a market operated by the London Stock Exchange;
"Board" or "Directors"	the directors of the Company, whose names are set out on page 3 of this document;
"Broker" or "Peterhouse"	Peterhouse Capital Limited, the Company's broker;
"Companies Act"	the Companies Act 2006, as amended;
"CREST"	the relevant system (as defined in the Uncertificated Securities Regulations 2001) in respect of which Euroclear is the Operator (as defined in such regulations);
"CREST Proxy Instruction"	a properly authenticated CREST message appointing and instructing a proxy to attend and vote in place of a Shareholder at the General Meeting and containing the information required to be contained in the manual published by Euroclear;
"Euroclear"	Euroclear UK & Ireland Limited, the operator of CREST;
"Existing Ordinary Shares"	the 17,992, 906 Ordinary Shares in issue at the date of this document;
"Form of Proxy"	the form of proxy for use by the Shareholders in connection with the General Meeting enclosed with this document;
"General Meeting"	the general meeting of the Company convened for 11:30 a.m. on 22 May 2020 notice of which is set out at the end of this document, or any reconvened meeting following any adjournment thereof;
"London Stock Exchange"	London Stock Exchange Group plc;
"Ordinary Shares"	the ordinary shares of 0.1 pence each in the capital of ValiRx;
"Resolutions"	the resolutions to be approved at the General Meeting, details of which are set out in the notice of the General Meeting at the end of this document;
"Shareholders"	holders of Ordinary Shares and "Shareholder" shall be construed accordingly; and
"ValiRx" or "Company"	ValiRx Plc (incorporated in England and Wales with company number 03916791).

LETTER FROM THE NON-EXECUTIVE DIRECTOR OF VALIRX PLC

VALIRX PLC

(Incorporated in England and Wales with registered number 03916791)

Directors:

Mr Gerry Desler (Chief Financial Officer)
Mr Kevin Alexander (Non-Executive Director & Company Secretary)

Registered Office:

Stonebridge House
Chelmsford Road
Hatfield Heath
CM22 7BD

5 May 2020

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

Dear Shareholder,

NOTICE OF GENERAL MEETING

The purpose of the General Meeting is to seek shareholder authority for the Directors to issue new shares in the Company on a non-pre-emptive basis.

On 4 May 2020 the Company announced a conditional fundraise (“Fundraise”) with the issue of 18,069,467 (“Fundraise Shares”) Ordinary Shares in the Company at a price of 6p per share to raise gross proceeds of £1,084,168¹.

The conditional Fundraise comprises a Placing, a Broker Option and a Conversion.

The Broker Option is a facility to allow existing shareholders of the Company to participate in the fundraise on terms similar to the Placing. On 4 May 2020 the Company announced that the Broker Option had been fully allocated to existing shareholders of the Company.

In addition, the Company has conditionally granted a Fundraise Warrant over 9,034,733 new ordinary shares granting the holder of a Fundraise Shares the right to subscribe for an additional ordinary share in the Company for every 2 Fundraise Shares held.

The issue of the Fundraise Shares and the Fundraise Warrant are conditional on shareholder consent to allow the directors to issue up to 27,104,201 ordinary shares on a non pre-emptive basis.

The Company also needs to obtain shareholder authority to issue an additional 1,120,000 new ordinary shares under warrants that were previously conditionally issued to ETX Capital with the (post consolidation exercise price of 12.5p).

In aggregate, the Company is therefore seeking shareholder authority to issue up to 28,500,000 new ordinary shares on a non pre-emptive basis.

¹ In error the announcement on 4 May 2020 stated the gross proceeds as £1,174,515. The correct gross proceeds is £1,084,168

The Resolutions are interconditional. If either Resolution 1 or Resolution 2 are not passed at the General Meeting, the Fundraise will not proceed and the Company may be unable to raise further capital and may be unable to continue trading.

Working Capital

The Company previously announced (10 March 2020, 30 March 2020) that its working capital position was extremely weak.

On 1 April 2020 the Company announced that it had conditionally raised gross proceeds of £200,000 (“Conditional Placing”) through the issue of 5,714,288 ordinary shares at a price of 3.5p per share, the placing became unconditional on 15 April 2020, following the general meeting held on 14 April 2020.

As stated in the announcement released by the Company on 4 May 2020, the Fundraise will provide the Company with additional funds to meet its working capital requirements in the medium term and will enable the Company to fund the close-out period of its clinical trial of VAL201.

GENERAL MEETING

At the end of this document, Shareholders will find a notice convening the General Meeting to be held at 11:30 a.m. on 22 May 2020 at the offices of Peterhouse Capital Limited, 80 Cheapside, London, EC2V 6DZ, to consider the Resolutions below:

Resolution 1 – Allotment of Share Capital

That, subject to and conditional upon the passing of Resolution 2, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Act”) in substitution for all existing authorities to exercise all the powers of the Company to allot shares and make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together “Relevant Securities”) up to an aggregate nominal value of £28,500 (being up to 28,500,000 new ordinary shares) provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, on the date that is 15 months after the date of this general meeting, except that the Company may before such expiry make an offer or agreement that would or might require Relevant Securities to be allotted in pursuance of any such offer or agreement as if the authority had not expired.

Resolution 2 - Authority to dis-apply statutory pre-emption rights

That, subject to and conditional upon the passing of Resolution 1, the Directors be and are empowered, in accordance with section 570 of the Act, to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred by Resolution 1 above as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- 2.1 the allotment of equity securities in connection with a rights issue or other pro-rata offer in favour of holders of ordinary shares where the equity 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 equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity 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
- 2.2 the allotment (otherwise than pursuant to paragraph 2.1 above) of equity securities up to an aggregate nominal amount £28,500 (being up to 28,500,000 new ordinary shares) and shall expire upon the expiry of the general authority conferred by Resolution 1 above, except that the Company may make an offer or agreement before this power expires that would or might require equity securities to be allotted after

such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

ACTION TO BE TAKEN

Shareholders will find the Form of Proxy enclosed with this document. Whether or not Shareholders intend to be present at the General Meeting, Shareholders are requested to complete and return the Form of Proxy as soon as possible and, in any event, so as to be received by the Company's registrars, Neville Registrars at Neville House, Steelpark Road, Halesowen, B62 8HD by no later than 11:30 a.m. on 20 May 2020

CREST members can also appoint proxies by using the CREST electronic proxy appointment service and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the Company's registrars, Neville Registrars (under CREST participant 7RA11) by no later than 11:30 a.m. on 20 May 2020. The time of receipt will be taken to be the time from which Neville Registrars is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

The completion and deposit of the Form of Proxy or transmitting a CREST Proxy Instruction will not preclude Shareholders from attending and voting in person at the General Meeting should they wish to do so.

RECOMMENDATION

The Board unanimously recommends you to vote in favour of the Resolutions to be proposed at the General Meeting.

Yours sincerely

Kevin Alexander
Non-Executive Director

NOTICE OF GENERAL MEETING

VALIRX PLC

(Incorporated in England and Wales with registered number 03916791)
(the "Company")

NOTICE IS HEREBY GIVEN that a general meeting of the Company will be held at the offices of Peterhouse Capital Limited, 80 Cheapside, London, EC2V 6DZ at 11:30 a.m. on 22 May 2020 for the purpose of considering and, if thought fit, passing the following resolutions. Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution:

Resolution 1 – Allotment of Share Capital

That, subject to and conditional upon the passing of Resolution 2, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") in substitution for all existing authorities to exercise all the powers of the Company to allot shares and make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together "Relevant Securities") up to an aggregate nominal value of £28,500 (being up to 28,500,000 new ordinary shares) provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, on the date that is 15 months after the date of this general meeting, except that the Company may before such expiry make an offer or agreement that would or might require Relevant Securities to be allotted in pursuance of any such offer or agreement as if the authority had not expired.

Resolution 2 - Authority to dis-apply statutory pre-emption rights

That, subject to and conditional upon the passing of Resolution 1, the Directors be and are empowered, in accordance with section 570 of the Act, to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred by Resolution 1 above as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- 2.1 the allotment of equity securities in connection with a rights issue or other pro-rata offer in favour of holders of ordinary shares where the equity 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 equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity 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
- 2.2 the allotment (otherwise than pursuant to paragraph 2.1 above) of equity securities up to an aggregate nominal amount £28,500 (being up to 28,500,000 new ordinary shares).and shall expire upon the expiry of the general authority conferred by Resolution 1 above, except that the Company may make an offer or agreement before this power expires that would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

By order of the Board
Kevin Alexander
Secretary

5 May 2020

Registered Office:

Stonebridge House
Chelmsford Road
Hatfield Heath CM22 7BD

Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
2. Your proxy could be the Chairman of the meeting, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
3. An appointment of proxy is provided with this notice and instructions for use are shown on the form. In order to be valid, a completed appointment of proxy must be returned to the Company's registrars, Neville Registrars by one of the following methods:
 - 3.1 in hard copy form by post, by courier or by hand to the address shown on the form of proxy; or
 - 3.2 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,

and in each case must be received by the Company's registrars, Neville Registrars by no later than 11:30 a.m. on 20 May 2020.

Please note that any electronic communication sent to us in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted.

4. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Neville Registrars at Neville House, Steelpark Road, Halesowen, B62 8HD. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
 - 5.1 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
 - 5.2 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, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent, Neville Registrars (ID 7RA11) by the latest time(s) for receipt of proxy appointments specified in the notice of 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.

- 5.3 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.
- 5.4 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.
6. Only those shareholders registered in the Register of Members of the Company as at 6.00 p.m. on 20 May 2020 (or, if the meeting is adjourned, on the date which is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to the Register of Members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
8. You may not use any electronic address provided either in this notice of general meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
9. As at 4 May 2020 (being the last business day before the publication of this notice), the Company's issued share capital consisted of 17,992,906 ordinary shares carrying one vote each. The Company does not hold any ordinary shares in treasury.
10. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
- 10.1 to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- 10.2 the answer has already been given on a website in the form of an answer to a question; or
- 10.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

