

# DIACEUTICS PLC

(Incorporated in Northern Ireland under the Companies Act 2006 with registered number NI055207)

Notice is hereby given that an annual general meeting (the “**AGM**” or the “**Meeting**”) of Diaceutics PLC (the “**Company**”) will be held at 10.30 a.m. on Thursday 18 May 2023 at First Floor, Building Two, Dataworks at Kings Hall Health and Wellbeing Park, Belfast, County Antrim BT9 6GW, for the purpose of considering and, if thought fit, passing the following resolutions which in respect of resolutions numbered 1 to 7 (inclusive) will be proposed as ordinary resolutions and which in respect of resolutions numbered 8 and 9 will be proposed as special resolutions.

I/We (name in full).....

(BLOCK LETTERS)

of (address).....

being (a) holder(s) of shares in the Company hereby appoint

(add the name of the proxy you wish to appoint here – see note 3)

or failing him, the Chair of the AGM, as my/our proxy to attend and, on a poll or on a show of hands, to vote for me/us and on my/our behalf at the AGM to be held at First Floor, Building Two, Dataworks at Kings Hall Health and Wellbeing Park, Belfast, County Antrim BT9 6GW, at 10.30 a.m. on Thursday 18 May 2023, and at every adjournment thereof.

I/We direct the proxy to vote in respect of the resolutions to be proposed as shown below.

<b>ORDINARY RESOLUTIONS</b>	<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
1. To receive and consider the Company's financial statements for the financial year ended 31 December 2022 together with the directors' report and the auditors' report on those annual accounts			
2. To approve the directors' remuneration report			
3. To re-elect Peter Keeling as a director of the Company			
4. To re-elect Michael Dennis Wort as a director of the Company			
5. To re-appoint Ernst & Young as auditors of the Company			
6. To authorise the directors to determine the remuneration of the auditors			
7. To authorise the directors to allot ordinary shares			
<b>SPECIAL RESOLUTIONS</b>			
8. To authorise the directors to dis-apply statutory pre-emption rights pursuant to section 570 of the Companies Act 2006			
9. To authorise the Company to make market purchases of its ordinary shares			

Please indicate with an “X” in the spaces provided how you wish your votes to be cast. If no specific direction is given the proxy will vote or abstain at his discretion.

Dated: .....

Signature(s) or Common Seal .....  
(See note 7)

Company name (if applicable) .....

**By order of the Board**  
**Registered Office**  
First Floor, Building Two  
Dataworks at Kings Hall Health and Wellbeing Park  
Belfast  
Northern Ireland  
BT9 6GW

**Sally Ann Craig**  
Company Secretary  
24 April 2023

**Notes:**

**AGM**

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 16 May 2023 shall be entitled to attend and vote at the AGM.
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 AGM. You can only appoint a proxy using the procedures set out in these notes and the notes to the Notice of AGM.
3. A proxy does not need to be a member of the Company but if you appoint another party, they must attend the AGM to represent you. To appoint as your proxy a person other than the Chair of the meeting insert the full name of the proxy preferred where indicated. If you sign and return this proxy form without a name inserted for the proxy, the Chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chair, you will be responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly.
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, Link Group, at the address set out in note 6.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using the proxy form, the form must be:
  - completed and signed by you;
  - sent or delivered to Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL; and
  - received by them no later than 10.30 a.m. on 16 May 2023.The Company advises shareholders to appoint a proxy electronically wherever possible. For further information on how to appoint a proxy electronically, please see note 13 below.
7. 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.
8. 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).
9. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. For details of how to change your proxy instructions or revoke your proxy appointment, see the notes to the Notice of AGM.
11. As at 5.00 p.m. on the business day immediately prior to the date of posting of this Notice of AGM, the Company's issued share capital comprised 84,472,431 ordinary shares of £0.002 each. Each ordinary share carries the right to one vote at a general meeting or the AGM of the Company and, therefore, the total number of voting rights in the Company as at 5.00 p.m. on the business day immediately prior to the date of posting of this Notice of AGM is 84,472,431.
12. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Link Group, (ID:RA10), by 10.30 a.m. on 16 May 2023

(or, in the case of an adjournment of the AGM, not later than 48 hours before the time fixed for the holding of the adjourned meeting). See the notes to the Notice of AGM for further information on proxy appointments through CREST.

13. You can submit your proxy vote electronically by accessing the shareholder portal at <https://www.signalshares.com> logging in and selecting the 'Vote Online Now' link. You will require your username and password in order to log in and vote. If you have forgotten your username or password you can request a reminder via the shareholder portal. If you have not previously registered to use the portal you will require your investor code ('IVC') which can be found on your share certificate.
14. If you are a person who has been nominated by a member to enjoy information rights in accordance with section 146 of the Companies Act 2006, you do not have the right to appoint a proxy (as that right can only be exercised by members of the Company) but you may have a right under an agreement between you and the member by whom you were nominated to be appointed, or to have someone else appointed, as a proxy for the meeting. If you have no such right or do not wish to exercise it, you may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
15. If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Companies Act 2006 to nominate another person to exercise the right to appoint a proxy, then that nominee shall have that right to the exclusion of the member.