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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all of your shares in Midatech Pharma PLC, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



Midatech Pharma PLC

(incorporated and registered in England and Wales under number 09216368)

## Notice of Annual General Meeting

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Notice of the Annual General Meeting of Midatech Pharma PLC to be held at the offices of Panmure Gordon & Co, One New Change, London EC4M 9AF on Wednesday 11 May 2016 at 9.30 a.m. is set out on pages 3 and 4 of this document.

A proxy form for use at the Annual General Meeting is enclosed. Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed thereon. To be valid, the proxy form must be received by the Company's registrars Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA no later than 9.30 a.m. on Monday 9 May 2016.

# MIDATECH PHARMA PLC (the “Company”)

(Registered in England No. 09216368)

**Directors:**

Rolf Stahel  
Jim Phillips  
Pavlo Protopapa  
Sijmen de Vries  
Nick Robbins-Cherry  
John Johnston  
Simon Turton  
Michele Luzi

**Registered office:**

65 Innovation Drive  
Milton Park  
Milton  
Abingdon  
Oxfordshire  
OX14 4RQ

18 April 2016

**To the holders of Ordinary Shares**

Dear Shareholder

**2016 Annual General Meeting**

The 2016 Annual General Meeting of the Company (“AGM”) is to be held on Wednesday 11 May 2016 at 9.30 a.m. at the office of Panmure Gordon & Co, One New Change, London EC4M 9AF. The notice convening the AGM is set out following this letter and I am writing to give you more information about the resolutions to be considered at the AGM.

A copy of the 2015 Annual Report and Accounts is enclosed. This contains the financial statements for the Company for the year ended 31 December 2015. A resolution relating to the financial statements is included in the notice of the AGM.

Resolutions 1 to 5 deal with the business that normally takes place at the AGM of a publicly traded company, including tabling of the Annual Report and Accounts, the re-election of those Directors who are subject to retirement by rotation in accordance with the Articles of Association of the Company, and the re-appointment of the Company’s auditors. Specific notes and further explanatory notes in relation to a number of the Resolutions, including Resolutions 6 to 8 which deal with certain authorities intended to be sought annually in relation to the share capital of the Company, are set out towards the end of this document.

**Action to be taken**

A form of proxy for use by shareholders at the AGM is enclosed. Shareholders are requested to complete and return the form of proxy in accordance with the instructions printed on it so as to arrive at the Company’s registrars as soon as possible, but in any event no later than 9.30 a.m. on Monday 9 May 2016. The return of a form of proxy will not preclude a shareholder from attending and voting at the AGM if he/she so wishes.

**Recommendation**

Your Directors believe that all the Resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and recommend you vote in favour of such Resolutions as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely

**Rolf Stahel**

Chairman

# Notice of Annual General Meeting

Midatech Pharma PLC

(incorporated and registered in England and Wales under number 09216368)

Notice is hereby given that the Annual General Meeting ("AGM") of Midatech Pharma PLC (the "Company") will be held at the offices of Panmure Gordon & Co, One New Change, London EC4M 9AF on Wednesday 11 May 2016 at 9.30 a.m. for the following purposes:

1. To receive the Company's Report and Accounts for the year ended 31 December 2015.
2. To re-elect Michele Luzi as a Director of the Company, who retires by rotation in accordance with the Articles of Association of the Company (the "Articles").
3. To re-elect Simon Turton as a Director of the Company, who retires by rotation in accordance with the Articles.
4. To re-elect John Johnston as a Director of the Company, who retires by rotation in accordance with the Articles.
5. To re-appoint BDO LLP as auditor of the Company to hold office from the conclusion of the AGM until the conclusion of the next general meeting of the Company at which financial statements are laid and to authorise the Directors to determine the auditor's remuneration.

To consider and, if thought fit, pass the following resolutions, as to the resolution numbered 6 as an ordinary resolution, and as to the resolutions numbered 7 and 8 as special resolutions:

## Ordinary Resolution

6. THAT the Directors of the Company be and they 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 the extent unused, to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal value of £557.79, being approximately one third of the current issued ordinary share capital of the Company, provided that this authority shall expire 15 months from the date of passing this Resolution or at the conclusion of the next AGM of the Company to be held in 2017, whichever is the earlier, except that the Company may before such expiry make an offer or agreement which would or might require shares in the Company to be allotted or Rights to be granted after such expiry and the Directors may allot shares in the Company or grant Rights in pursuance of that offer or agreement as if the authority conferred by this Resolution had not expired.

## Special Resolutions

7. THAT, subject to the passing of Resolution 6, the Directors of the Company be and they are hereby generally empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash, in substitution for any existing authority to allot equity securities, pursuant to the authority conferred by Resolution 6 as set out in this Notice of AGM, as if Section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities:
  - 7.1 for the purposes of, or in connection with an offer by way of a rights issue, open offer or other pre-emptive offer of equity securities in favour of ordinary shareholders where the securities respectively

attributable to the interests of such shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by such holders (but subject to such exclusions or other arrangements as the Directors consider appropriate, necessary or desirable to deal with fractional entitlements or any legal or practical difficulties arising under the laws of any territory or the requirements of any regulatory body or recognised investment exchange); and

- 7.2 (otherwise than pursuant to sub-paragraph 7.1 above) up to an aggregate nominal value of £83.67 being approximately 5% of the current issued ordinary share capital of the Company;

and such power shall expire 15 months from the date of passing this Resolution or at the conclusion of the AGM of the Company to be held in 2017, whichever is earlier, 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 may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

8. THAT the Company be generally and unconditionally authorised pursuant to Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 0.005 pence each in the capital of the Company provided that:

- 8.1 the maximum number of ordinary shares hereby authorised to be purchased is 3,346,750 (being approximately 10% of the current issued ordinary share capital of the Company);
- 8.2 the minimum price (excluding expenses) which may be paid for such shares is 0.005 pence per ordinary share being the nominal value thereof;
- 8.3 the maximum price (excluding expenses) which may be paid for such shares shall not be more than 5% above the average of the middle market quotations for ordinary shares as derived from the AIM Appendix of the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which the contract for purchase is made; and
- 8.4 such authority shall expire 15 months from the date of passing this Resolution or at the conclusion of the next AGM of the Company in 2017, whichever is earlier, provided that the Company may before such expiry make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry and the Company may make a purchase of its own shares in pursuance of such contract as if the authority conferred hereby had not expired.

By order of the Board

**Nick Robbins-Cherry**

Company Secretary

18 April 2016

**Registered Office**

65 Innovation Drive

Milton Park

Abingdon

Oxfordshire OX14 4RQ

# Notes

- Resolutions 1 to 6 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 7 and 8 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.
- Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and speak and vote on their behalf at the AGM. A proxy need not be a shareholder of the Company. A Form of Proxy, which may be used to make such appointment, and proxy instructions accompanies this Notice of AGM. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the AGM in person, should he subsequently decide to do so.
- 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 Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA.
- Any corporation which is a member can appoint one or more corporate representative(s) 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.
- 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 you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the AGM.
- In order to be valid, any Form of Proxy (together with any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority), must reach the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, not less than 48 hours (excluding any day that is not a working day) before the time of the AGM or of any adjournment of the AGM.
- As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders must be entered on the Company's share register at 6.00 p.m. on 9 May 2016 in order to be entitled to attend and vote at the AGM. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
- Copies of the following documents will be available from 9.15 am on the day and at the place of the AGM until the close of the meeting:
  - copies of the service contracts of each of the Executive Directors;
  - copies of the letters of appointment of the Non-executive Directors; and
  - a copy of this Notice of AGM.
- A copy of this notice and other information required by section 311A of the Act can be found at [www.midatechpharma.com](http://www.midatechpharma.com).

## Explanation of Resolutions

### Resolution 1: Receiving the Report and Accounts

All companies are required by law to lay their annual accounts before a general meeting of the Company, together with the directors' reports and auditor's report on the accounts. At the AGM, the Directors will present these documents to the shareholders for the financial year ended 31 December 2015.

### Resolutions 2, 3 and 4: Re-appointment of Directors

Under the Articles, one third of the Directors are obliged to retire by rotation at every AGM of the Company. Accordingly, Michele Luzi, Simon Turton and John Johnston are retiring and have offered themselves for re-appointment.

### Resolution 6: Authority to Allot Shares

Under Section 551 of the Act the directors of a company may only allot shares or grant rights to subscribe for shares if authorised to do so. This Resolution, if passed, will continue to provide flexibility for the Directors to promote the success of the Company, when opportunities arise, by issuing new shares.

This Resolution would give the directors such authority limited to an aggregate nominal value of £557.79, being approximately one third of the issued ordinary share capital at 12 April 2016. The Directors intend to seek renewal of this power at each AGM.

### Resolution 7: Disapplication of Pre-emption Rights

If equity securities are to be allotted for cash, section 561 of the Act requires that those equity securities are offered first to existing shareholders in proportion to the number held by them at the time of the offer and otherwise in compliance with the

technical requirements of that Act. However, it may be in the interests of the Company for the Directors to allot shares other than to shareholders in proportion to their existing holdings or otherwise than strictly in compliance with those requirements. This Resolution would allow the Directors, pursuant to section 570 of the Act, to allot shares for cash without first offering them to shareholders in accordance with that Act.

This Resolution would give the directors such authority limited to an aggregate nominal value of £83.67, being approximately 5% of the issued ordinary share capital at 12 April 2016. The Directors intend to seek renewal of this power at each AGM.

### Resolution 8: Purchase of Own Shares

The Directors believe that it is in the interests of the Company and its shareholders to have the flexibility to purchase its own shares and this Resolution seeks authority from shareholders to do so. The Directors have no present intention of exercising this authority and will only do so where, after considering market conditions prevailing at the time, the investment needs of the Company, its opportunities for expansion and its overall financial position, they believe that the effect of such exercise would be to increase the earnings per share, or for the operation of employee share schemes, and would be in the best interests of shareholders generally.

This Resolution would give the directors such authority limited to 3,346,750 ordinary shares, being approximately 10% of the issued ordinary share capital at 12 April 2015. The Directors intend to seek renewal of this power at each AGM.