

Midatech Pharma plc

(Registered in England and Wales with company number 09216368)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Midatech Pharma plc (the “**Company**”) will be held on 28 October 2016 at 10.00 a.m. at the offices of Panmure Gordon (UK) Limited, One New Change, London EC4M 9AF. The business of the meeting will be to consider and, if thought appropriate, to pass the following resolutions, each of which will be proposed as a special resolution:

SPECIAL RESOLUTION

1. THAT, in addition to the authorities given at the Annual General Meeting of the Company held on 11 May 2016 (“**2016 AGM**”), the directors of the Company be and they are generally and unconditionally authorised as follows:

- (a) for the purposes of section 551 of the Companies Act 2006 (the “**Act**”), to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into, shares in the Company up to:
 - (i) an aggregate nominal amount of £727.28 in connection with the placing of the Company’s ordinary shares of 0.005 pence each (“**Ordinary Shares**”) by Panmure Gordon (UK) Limited as agent of the Company to certain institutional and other investors (the “**Placing**”); and
 - (ii) otherwise pursuant to (a) (i) above, up to an aggregate nominal amount of £36.36 (representing 5% of the nominal value of the shares to be allotted in the Placing);
- (b) for the purposes of section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) wholly for cash as if section 561 of the Act did not apply to the allotment, provided that this power is limited to the allotment of equity securities:
 - (i) up to an aggregate nominal amount of £727.28 in connection with the Placing; and
 - (ii) otherwise than pursuant to (b)(i) above, up to an aggregate nominal value of £36.36,

and this power, unless previously revoked by resolution of the Company, shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2017, and that the Company may, at any time before the expiry of the power conferred by this resolution, make offers or enter into agreements which would or might require equity securities to be allotted after such expiry and the directors may allot shares or grant rights to subscribe for, or convert any security into, shares in pursuance of any such offer or agreement as if this power had not expired.

SPECIAL RESOLUTION

2. THAT, conditional upon the passing of the resolution numbered 1, set out above, in addition to the authorities given at the Annual General Meeting of the Company held on 11 May 2016, the directors of the Company be and they are generally and unconditionally authorised as follows:

- (a) for the purposes of section 551 of the Companies Act 2006 (the “**Act**”), to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company, up to an aggregate nominal amount of £88.03 in connection with the issue of new Ordinary Shares (the “**Open Offer Shares**”) pursuant to the open offer being carried out by the Company on the terms and conditions set out in the Circular of the Company dated 12 October 2016 (the “**Open Offer**”);
- (b) for the purposes of section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) wholly for cash as if section 561 of the Act did not apply to the

allotment, provided that this power is limited to the allotment of equity securities up to an aggregate nominal amount of £88.03 in connection with the issue of the Open Offer Shares pursuant to the Open Offer; and

- (c) pursuant to the Open Offer the directors may make such exclusions or other arrangements as they consider necessary or appropriate in relation to fractional entitlements (including aggregation and sale of such entitlements for the benefit of the Company), record dates, any shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other related matter,

and this power, unless previously revoked by resolution of the Company, shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2017, and that the Company may, at any time before the expiry of the power conferred by this resolution, make offers or enter into agreements which would or might require equity securities to be allotted after such expiry and the directors may allot shares or grant rights to subscribe for, or convert any security into, shares in pursuance of any such offer or agreement as if this power had not expired.

BY ORDER OF THE BOARD

Nick Robbins-Cherry
Company Secretary

Registered Office:

65 Innovation Drive
Milton Park
Milton
Abingdon
Oxfordshire
OX14 4RG

12 October 2016

Notes to the Notice of General Meeting:

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only Shareholders entered on the register of members of the Company at 6.00 p.m. on 26 October (or in the event that this meeting is adjourned, on the register of members at 6.00 p.m. on the day preceding the date fixed for the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of the Company registered in their name at that time. Changes to the register after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies

2. A Shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a Shareholder of the Company. A Shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder.
3. The appointment of a proxy will not preclude a Shareholder from attending in person at the meeting and voting if he or she wishes to do so.

Appointment of proxy using the accompanying proxy form

4. A proxy form is enclosed. To appoint more than one proxy, please photocopy the form. Please state each proxy's name and the number of shares in relation to which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the proxy form is one of multiple forms being returned. All proxy forms must be signed and should be returned together in the same envelope. In the case of joint Shareholders, the signature of any one of them will suffice, but the names of all joint holders should be stated.
5. To be valid, a duly completed proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered by hand or sent by post to the offices of the Company's registrars, Neville Registrars Limited of Neville House, 18 Laurel Lane, Halesowen B63 3DA so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be).

Changing proxy instructions

6. To change your proxy instructions, simply submit a new proxy form. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.

Termination of proxy appointments

7. In order to revoke a proxy appointment you must notify the Company of the termination at least three hours before the commencement of the meeting.

Joint shareholders

8. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person (including by corporate representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

Corporate representatives

9. A corporation which is a Shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the Shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.

Issued shares and total voting rights

10. As at the date of this Notice of General Meeting, the Company's issued ordinary share capital comprised of 33,542,412 ordinary shares of 0.005 pence each fully paid. The Company does not hold any shares in treasury. 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 the date of this Notice of General Meeting is 33,542,412.

