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If you sell or transfer or have sold or otherwise transferred all of your Ordinary Shares on or before the Record Date, please send this document and the accompanying Form of Proxy, as soon as possible to the purchaser or transferee, or the stockbroker, or to the bank or other agent through or to whom you have sold or transferred your shares, for delivery to the purchaser or transferee. However, such documents should not be forwarded to, or transmitted in or into, any jurisdiction where to do so might violate the relevant laws and regulations in that jurisdiction. In particular, such documents should not be forwarded to, or transmitted in or into, the United States.

This document should be read as a whole and in conjunction with the accompanying Form of Proxy and the Notice of General Meeting set out at the end of this document. You are recommended to read the whole of this document but your attention is drawn, in particular, to the letter from the Chairman of the Company to Shareholders which is set out in Part I of this document which provides details of the Placing and recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.

The Company and the Directors, whose names appear on page 10 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. The Placing Shares will not be admitted to trading on any other investment exchange. The Placing Shares, when issued and fully paid, will rank pari passu in all respects with the Existing Ordinary Shares, including in respect of the right to receive all dividends and other distributions declared, made or paid after Second Admission. The EIS/VCT Placing Shares are expected to be admitted to AIM and to commence trading at 8.00 a.m. on 10 November 2020; the General Placing Shares are expected to be admitted to AIM and to commence trading at 8.00 a.m. on 11 November 2020. No application will be made for the Warrants to be admitted to trading on AIM.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Neither the London Stock Exchange nor the UK Listing Authority have examined or approved the contents of this document. This document does not constitute a recommendation regarding securities of the Company.

C4X DISCOVERY HOLDINGS PLC

(Incorporated and registered in England and Wales with registered no. 9134041)

**Placing of 7,973,572 EIS/VCT Placing Shares and 99,169,286 Units
at 14.0 pence per Relevant Security**

and

Notice of General Meeting

Nominated Adviser and Broker

Panmure Gordon (UK) Limited

Notice of the General Meeting of C4X Discovery Holdings plc, to be held at 11.00 a.m. on 9 November 2020 at MEPC, Innovation Centre, Park Drive, Milton, Abingdon, OX14 4RY, is set out at the end of this document. To be valid, the Form of Proxy for use at the General Meeting which accompanies this document must be completed, signed and returned in accordance with the instructions set out therein as soon as possible, but in any event so as to be received by the Company's registrars, Link Asset Services, at PXS1 34 Beckenham Road, Beckenham, Kent BR3 4TU, by no later than 11.00 a.m. on 5 November 2020.

The Company continues to closely monitor the COVID-19 situation, including UK Government legislation and guidance, and will continue to do so in the lead up to the General Meeting. The health of our Shareholders, employees and stakeholders is extremely important to us. Given this, the Board has taken the decision that Shareholders, advisers and other guests will not be allowed to attend the General Meeting in person and anyone seeking to attend the General Meeting will be refused entry. Shareholders should note they will not be entitled to attend this General Meeting in person unless notified otherwise via the Company's website at www.c4xdiscovery.com and an announcement via a Regulatory Information Service. The Company will arrange for the minimum quorum of two Shareholders necessary to conduct the business of the General Meeting to be present in person or by proxy at the General Meeting and social distancing guidelines will be observed. Any other Shareholders

attempting to attend the General Meeting in person will be refused admission. Shareholders are strongly encouraged to therefore submit their votes on the Resolutions as early as possible by returning the Form of Proxy included with this Circular.

While the completion and return of a Form of Proxy would not ordinarily prevent you from attending and voting at the General Meeting in person, as explained under the heading "IMPORTANT NOTICE REGARDING COVID-19 GENERAL MEETING ARRANGEMENTS" in paragraph 11 of Part 1 of this Circular, for this General Meeting, in light of and taking into account the ongoing COVID-19 situation and UK Government legislation and guidance, the completion and return of the Form of Proxy will be the only way in which a member may cast their vote for this General Meeting. A summary of the action to be taken by Shareholders is set out in the letter from the Chairman of C4X Discovery Holdings plc included in this document and in the Notice of General Meeting. This document is being supplied to you solely for your information and may not be reproduced, redistributed or passed to any other person or published in whole or in part for any purpose.

Panmure Gordon (UK) Limited ("**Panmure Gordon**"), which is authorised and regulated in the United Kingdom by the FCA and is a member firm of the London Stock Exchange, is acting exclusively for C4X Discovery Holdings plc as nominated adviser, financial adviser and sole broker and for no one else in relation to the Placing or any matters described in this document. Panmure Gordon will not regard any other person (whether or not a recipient of this document) as a client in relation to the Placing and will not be responsible to anyone other than C4X Discovery Holdings plc for providing the protections afforded to clients of Panmure Gordon or for providing advice in relation to the Placing or on any other matter referred to herein.

No liability whatsoever is accepted by Panmure Gordon nor does it make any representation or warranty, express or implied, in relation to the contents of this document, including its accuracy, completeness or verification, or for any other information, opinion or statement (whether or not made or purported to be made by it, or on its behalf), or for the omission of any information, in connection with C4X Discovery Holdings plc, the Placing, First Admission and Second Admission and accordingly Panmure Gordon expressly disclaims all and any responsibility or liability whether arising in tort, contract or otherwise which it might otherwise have in respect of this document or any such statement, to the maximum extent permitted by law and the regulations to which it is subject. Panmure Gordon, as the Company's nominated adviser and broker under the AIM Rules for Companies and the AIM Rules for Nominated Advisers, owes certain responsibilities solely to the London Stock Exchange which are not owed to C4X Discovery Holdings plc or the Directors, Shareholders or any other person in respect of his/her decision to acquire shares in the capital of the Company in reliance on any part of this document or otherwise. Panmure Gordon has not authorised the contents of, or any part of, this document.

The Relevant Securities shall only be available to qualified investors for the purposes of the Prospectus Regulation Rules or otherwise in circumstances not resulting in an offer of transferable securities to the public under section 102B of FSMA. None of the Placing constitutes an offer to the public requiring an approved prospectus under section 85 of FSMA, and accordingly this document does not constitute a prospectus for the purposes of the Prospectus Regulation Rules made by the FCA and has not been approved by the FCA, the London Stock Exchange, any securities commission or any other authority or regulatory body. In addition this document does not constitute an admission document drawn up in accordance with the AIM Rules.

In issuing this document the Company is relying on the exemption from issuing a prospectus in section 86(1)(e) of FSMA and on paragraph 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended). This document does not constitute an offer to sell or the solicitation of an offer to buy any security.

IMPORTANT NOTICE

Notice to overseas persons

The distribution of this document in, into or within jurisdictions other than the United Kingdom may be restricted by law or regulation and, therefore, persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws or regulations of the relevant jurisdiction.

This document is for information purposes only. The Existing Ordinary Shares and the Relevant Securities (or any part thereof) have not been, nor will they be, registered under the United States Securities Act of 1933 (as amended) (the "**US Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States, and the Relevant Securities (or any part thereof) may not be offered or sold, exercised, resold, transferred or delivered, directly or indirectly, in or into the United States unless registered under the US Securities Act or offered in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. This document does not constitute, or form part of, any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for any Relevant Securities or other securities to any person with a registered address, or who is resident or located in, the United States (including its territories and possessions, any state of the United States and the District of Columbia (the "**United States**" or "**US**")), and there will be no public offer of Relevant Securities (or any part thereof) in the United States. Neither the Existing Ordinary Shares nor the Relevant Securities (or any part thereof) have been approved or disapproved by the US Securities and Exchange Commission, or any other securities commission or regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Relevant Securities (or any part thereof) nor have they approved this document or confirmed the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

The Relevant Securities (or any part thereof) will not qualify for distribution under any of the relevant securities laws of Canada, Australia, the Republic of South Africa, Japan or New Zealand, nor has any prospectus in relation to the Relevant Securities (or any part thereof) been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exemptions, the Relevant Securities (or any part thereof) may not be offered, sold, taken up, delivered or transferred in, into or from Canada, Australia, Japan, the Republic of South Africa or New Zealand or any other jurisdiction where to do so would constitute a breach of local securities laws or regulations (each a "**Restricted Jurisdiction**") or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction.

This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any Relevant Securities (or any part thereof) to any person in a Restricted Jurisdiction and this document is not for distribution in, into or from a Restricted Jurisdiction.

Cautionary note regarding 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, results of operations, liquidity, prospects, growth, business strategy, plans and objectives of management for future operations, and the Group’s markets 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 and uncertainties because they relate to future events, circumstances and other important factors beyond the Company’s control that could cause the actual results, performance, developments or achievements of the Group to be materially different from the future results, performance, developments or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions, including the Directors’ current view with respect to the Group’s present and future business strategies and the environment in which the Group will operate in the future, and speak only as at the date of this document. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. C4X Discovery Holdings plc expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in C4X Discovery Holdings plc’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.

In accordance with the AIM Rules, this document will be available to Shareholders on the Company’s website www.c4xdiscovery.com from the date of this document, free of charge. Neither the content of any website referred to in this document nor any hyperlinks on such website is incorporated in, or forms part of, this document.

CONTENTS

PLACING STATISTICS	5
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	6
DEFINITIONS	7
LETTER FROM THE CHAIRMAN	10
NOTICE OF GENERAL MEETING	16

PLACING STATISTICS

Issue Price	14.0 pence
Discount to middle market price on 20 October 2020	11.1 per cent.
Number of Existing Ordinary Shares in issue at the date of this document	119,203,144
Number of Placing Shares	107,142,858
Gross proceeds receivable by the Company pursuant to the Placing	approximately £15.0 million
Estimated net proceeds of the Placing receivable by the Company	approximately £14.5 million
Number of Ordinary Shares in issue immediately following Second Admission	226,346,002
Number of Warrants in issue immediately following Second Admission	99,169,286
Percentage of the Enlarged Share Capital represented by the Placing Shares	47.3 per cent.
Approximate market capitalisation of the Company at Second Admission at the Issue Price	£31.7 million
ISIN – Ordinary Shares	GB00BQQ2RV18

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the Placing	21 October 2020
Posting of this document and Form of Proxy (where applicable)	by 22 October 2020
Latest time and date for receipt of Forms of Proxy	11.00 a.m. on 5 November 2020
General Meeting	11.00 a.m. on 9 November 2020
Results of the General Meeting announced	9 November 2020
Admission of the EIS/VCT Placing Shares to trading on AIM and commencement of dealings	8.00 a.m. on 10 November 2020
Admission of the General Placing Shares to trading on AIM and commencement of dealings	8.00 a.m. on 11 November 2020
Expected date of dispatch of warrant certificates for Warrants	Within 14 days of Second Admission
Expected date of dispatch of definitive share certificates for Placing Shares to be held in certificated form	Within 14 days of allotment

Notes:

- 1) All of the above times, and other time references in this document, refer to UK time.
- 2) The statistics and timetable above assume that are set out in the Notice of General Meeting are passed. Events listed in the above timetable following the General Meeting are conditional on the Resolutions being passed at the General Meeting without amendment.
- 3) Each of the times and dates set out in the above timetable and mentioned in this document is indicative only and are subject to change at the discretion of the Company (with the agreement of Panmure), in which case the revised times and dates will be notified of the London Stock Exchange and the Company will make an appropriate announcement to Shareholders through a Regulatory Information Service.
- 4) All references to legislation in this document are to the legislation of England and Wales, unless the contrary is indicated. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension thereof.

DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise:

“Act”	the UK Companies Act 2006, as amended
“Admission”	First Admission or Second Admission as the context requires
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies, which sets out the rules and responsibilities for companies whose shares are admitted to trading on AIM, as amended from time to time
“Board” or “Directors”	the board of directors of the Company, whose names are listed on page 11 of this document
“Business Day”	a day (other than a Saturday, Sunday or public holiday) when banks are usually open for business in London
“certificated or in certificated form”	in relation to a share or other security, a share or other security that is not in uncertificated form, that is not in CREST
“Circular” or “this document”	this circular of the Company giving (amongst other things) details of the Placing and incorporating the Notice of General Meeting
“Company” or “C4XD”	C4X Discovery Holdings plc, a public limited company incorporated in England and Wales under registered number 9134041
“CREST”	the relevant system (as defined in the Regulations) which enables title to units of relevant securities (as defined in the Regulations) to be evidenced and transferred without a written instrument and in respect of which Euroclear is the Operator (as defined in the Regulations)
“CREST Manual”	the rules governing the operation of CREST, as published by Euroclear
“CREST member”	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations)
“CREST participant”	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations)
“CREST payment”	shall have the meaning given in the CREST Manual issued by Euroclear
“CREST regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 – No.3775), as amended
“CREST sponsor”	a CREST participant admitted to CREST as a CREST sponsor
“CREST sponsored member”	a CREST member admitted to CREST as a sponsored member (which includes all CREST personal members)
“EIS”	the Enterprise Investment Scheme
“EIS/VCT Placing Shares”	the 7,973,572 new Ordinary Shares offered to VCTs and to those investors seeking to claim EIS relief in relation to their investment and conditionally subscribed for in accordance with the terms of the Placing Agreement

“Enlarged Share Capital”	the issued ordinary share capital of the Company immediately following Second Admission, as enlarged by the Placing Shares
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST
“Exercise Period”	the period commencing on 12 May 2021 (being the day after the date that is 6 months after Second Admission) and ending on 11 November 2025 (being the date marking the 5 year anniversary of Second Admission)
“Exercise Price”	the exercise price per Warrant of 28 pence (being a 100 per cent. premium to the Issue Price for each Unit)
“Existing Ordinary Shares”	the 119,203,144 Ordinary Shares in issue at the date of this document all of which are admitted to trading on AIM
“FCA”	the UK Financial Conduct Authority
“First Admission”	the admission of the EIS/VCT Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules
“Form of Proxy”	the form of proxy for use by Shareholders in connection with the General Meeting which is enclosed with this document
“FSMA”	the UK Financial Services and Markets Act 2000 (as amended)
“General Meeting”	the general meeting of the Company convened for 11.00 a.m. on 9 November 2020 at which the Resolutions will be proposed, notice of which is set out at the end of this document
“General Placing Shares”	the 99,169,286 new Ordinary Shares that are not EIS/VCT Placing Shares and which are conditionally subscribed for in accordance with the terms of the Placing Agreement
“Group”	the Company, its Subsidiaries and Subsidiary undertakings
“ISIN”	International Securities Identification Number
“Issue Price”	14.0 pence per Relevant Security
“London Stock Exchange”	London Stock Exchange plc
“Notice of General Meeting”	the notice of General Meeting, set out at the end of this document
“Ordinary Shares”	the ordinary shares of one penny (£0.01) each in the share capital of the Company
“Panmure Gordon”	Panmure Gordon (UK) Limited, a company incorporated in England and Wales with company number 04915201, authorised and regulated by the FCA
“Placees”	any person who has agreed to subscribe for the Relevant Securities
“Placing”	the proposed conditional, non-pre-emptive placing by Panmure Gordon (on behalf of the Company) of the Relevant Securities at the Issue Price on the terms and subject to the conditions in the Placing Agreement
“Placing Agreement”	the conditional agreement dated 21 October 2020 relating to the Placing, between the Company and Panmure Gordon in connection with the Placing, further details of which are set out in this document

“Placing Shares”	the EIS/VCT Placing Shares and the General Placing Shares
“Prospectus Regulation”	Commission Regulation (EU) 2017/1129 which entered into force on 21 July 2019, replacing the prospectus directive as implemented within the European Union
“Registrars”	Link Asset Services, registrar to the Company
“Regulations”	the UK Uncertificated Securities Regulations 2001 (SI 2001 No.3755), as amended
“Regulatory Information Service”	has the meaning given in the AIM Rules for Companies
“Relevant Securities”	the EIS/VCT Placing Shares or the Units as the context requires
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting
“Restricted Jurisdictions”	each of Australia, Canada, Japan, the Republic of South Africa, New Zealand and the United States where the extension or availability of the Placing would breach any applicable law
“Second Admission”	admission of the General Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules
“Securities Act”	the United States Securities Act of 1933
“Shareholders”	the holders of Ordinary Shares from time to time, each individually a “Shareholder”
“Subsidiary”	has the meaning given to it in section 1159 of the Act
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“uncertificated or in uncertificated form”	a share or other security recorded on the relevant register of the share or security concerned 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
“Unit” or “Units”	the units, each comprised of one General Placing Share and one Warrant, proposed to be allotted and issued to those investors who are not seeking EIS or VCT reliefs
“US” or “United States”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“VCT”	a company which is, or which is seeking to become, approved as a venture capital trust under Section 842AA of the UK Income and Corporation Taxes Act 1988
“Warrants”	the unlisted 99,169,286 warrants to be issued conditional on the passing of the Resolutions and completion of the Placing, granting to the holders thereof rights to subscribe for one Ordinary Share for every warrant held at the Exercise Price during the Exercise Period in accordance with the terms of a warrant instrument entered into by the Company on 21 October 2020

All references in this document to “£”, “pence” or “p” are to the lawful currency of the United Kingdom, all references to “US\$” or “\$” are to the lawful currency of the United States.

LETTER FROM THE CHAIRMAN OF C4X DISCOVERY HOLDINGS PLC

C4X DISCOVERY HOLDINGS PLC

(Incorporated and registered in England and Wales with registered no. 9134041)

Manchester One
53 Portland Street
Manchester M1 3EL

Company number: 9134041

Directors:

Eva-Lotta Allan, *Non-Executive Chairman*
Dr Clive Dix, *Chief Executive Officer*
Bradley (Brad) Hoy, *Chief Financial Officer*
Dr Craig Fox, *Chief Scientific Officer*
Dr Alexander (Alex) Stevenson, *Non-Executive Director*
Dr Harry Finch, *Non-Executive Director*
Natalie Walter, *Non-Executive Director*

22 October 2020

Dear Shareholder

Placing of 7,973,572 EIS/VCT Placing Shares and 99,169,286 Units at 14.0 pence per Relevant Security

Notice of General Meeting

1. INTRODUCTION

I am pleased to inform you that the Board announced today that the Company proposes to raise, subject to certain conditions, £15.0 million (before fees and expenses) by way of a placing of 7,973,572 EIS/VCT Placing Shares and 99,169,286 Units with existing Shareholders and new institutional investors at the Issue Price of 14.0 pence per Relevant Security.

The Issue Price for each Relevant Security represents a discount of approximately 11.1 per cent. to the closing middle market price of 15.75 pence per existing ordinary share on 20 October 2020, being the last practicable date prior to the date of this document.

Panmure Gordon has conditionally agreed, pursuant to the terms of the Placing Agreement, to use its reasonable endeavours to place the Relevant Securities with certain institutional investors. The Placing is conditional upon, *inter alia*:

- the passing of the Resolutions to ensure the Directors have the necessary authorities and powers to allot the Relevant Securities;
- Admission of the Placing Shares to trading on AIM becoming effective; and
- the Placing Agreement between the Company and Panmure Gordon not having been terminated.

A General Meeting is being convened for the purpose of considering and, if thought fit, passing the Resolutions at 11.00 a.m. on 9 November 2020 at MEPC, Innovation Centre, Park Drive, Milton, Abingdon, OX14 4RY. It is expected that the Circular will be dispatched on or around 22 October 2020 and will also be available at this time on the Company's website at www.c4xdiscovery.com.

If the Resolutions are not passed, the Company will be unable to issue the Relevant Securities. If the conditions relating to the issue of the Relevant Securities are not satisfied, or the Placing Agreement is terminated in accordance with its terms, the Relevant Securities will not be issued and the Company will not receive the related Placing monies.

The purpose of this document is to: (i) provide you with details of and the reasons for the Placing; (ii) explain why the Directors believe the Placing to be in the best interests of the Company and its Shareholders and why they recommend that you vote in favour of the Resolutions; and (iii) to convene the General Meeting. The Directors intend to vote in favour of the Resolutions in respect of their legal and/or beneficial shareholdings amounting, in aggregate, to 2,543,625 Ordinary Shares representing approximately 2.13 per cent. of the Existing Ordinary Shares.

Further information about the Placing and the Company's current trading and prospects is set out below. Your attention is drawn to the Notice of the General Meeting on page 17 of this document and paragraphs 9 and 10 of this letter which explain the purpose of the General Meeting and action to be taken by you in relation to the Notice of General Meeting.

2. BACKGROUND TO THE PLACING

Using cutting-edge drug discovery technologies and expertise, C4XD aims to efficiently deliver world leading medicines which are developed by our partners for the benefit of patients. The Company's goal is to drive returns through early-stage revenue-generating licensing deals for its high value pre-clinical asset portfolio with the pharmaceutical industry. C4XD aims to provide a highly valuable and differentiated approach to drug discovery through its enhanced DNA-based target identification and candidate molecule generation capabilities, generating differentiated candidates across multiple disease areas.

C4XD completed its first licensing deal in March 2018 with Indivior UK Limited ("Indivior") to further develop and commercialise C4XD's oral Orexin-1 receptor antagonist ("C4X_3256"), also known as INDV-2000, for the treatment of addiction. Under the terms of the agreement, C4XD received an upfront payment of US\$10 million and could receive up to US\$284 million of potential development, regulatory and commercialisation milestones in addition to royalties. In turn, Indivior received a global and exclusive licence to C4X_3256 and all other compounds in the same patent family and is responsible for the cost and execution of all further development of C4X_3256 in multiple indications. In September 2019, Indivior announced that it had been awarded a NIH HEAL grant for the application entitled "Clinical Evaluation of C4X_3256, a non-opioid, highly-selective Orexin-1 Receptor Antagonist for the Treatment of Opioid Use Disorder", providing funding for key Phase I and Phase II enabling studies. In July 2020, Indivior commenced a Phase I clinical trial for C4X_3256, for the treatment of opioid dependence with the first patient now dosed. This single ascending dose study in healthy volunteers is anticipated to complete by the end of 2020, with topline data expected next year.

In November 2018, C4XD announced that it had entered into a discovery partnership with LifeArc®, a UK medical research charity. C4XD and LifeArc are collaborating to progress medicinal chemistry efforts on a novel, commercially attractive programme with applicability across oncology and inflammation indications. The LifeArc risk-share collaboration on an oral small molecule inhibitor programme for the treatment of haematological cancers and inflammatory disease continues to progress well with the initial phase successfully completed, despite being impacted by COVID-19. Three novel series have been identified by harnessing C4XD's Conformetrix technology and data obtained in 2020 has demonstrated functional cell activity and oral bioavailability. Optimisation studies continue to increase cellular potency with the aim of showing in vivo inhibition of the target for a prototype molecule.

In October 2019, the Company announced an update on the oral IL-17 inhibitor programme. C4XD has identified small molecules that can selectively block IL-17 activity whilst keeping molecular size of the molecule in the traditional "drug-like" range. A novel, potent oral series of IL-17 inhibitors that significantly reduce IL-17 induced inflammation in vivo, is being optimised towards candidate shortlist. Progress by Leo Pharma A/S, having recently filed an IND for the first oral IL-17 inhibitor has intensified the Company's commercial discussions with potential partners. The oral IL-17 inhibitor programme is a significant opportunity across multiple indications.

In October 2019, the Company also announced an update on the oral NRF-2 activator programme. C4XD is progressing a series of novel potent activators of the NRF-2 pathway for the treatment of a variety of inflammatory diseases. The identified series of keap-1 inhibitors has been found to significantly activate NRF-2 following oral dosing, providing anti-inflammatory and anti-oxidant activity. In C4XD studies, multiple lead compounds show greater than a 12-hour duration of action following low oral dosing on activation of NRF-2 in key tissues such as the lung, the liver and in blood. More recently, one of C4XD's lead NRF-2 activator molecules, has also been shown to significantly inhibit the disease

score in a pre-clinical model of inflammatory bowel disease (IBD) in a dose-related manner. The Company has received non-binding term sheets for SCD and IBD indications and is currently under CDA for pulmonary arterial hypertension (PAH), however, progression into IND enabling studies is now considered to be required in order to increase value and further differentiate from competitor series.

In August 2020, the Company announced that significant progress has been made on C4XD's early oral inhibitor programme targeting $\alpha 4\beta 7$ integrin for the treatment of IBD. Effective antibody therapy against this target is already approved, removing the clinical target risk, but effective oral therapy remains highly sought after. C4XD has identified a second series of novel, potent and selective inhibitors providing a further competitive edge for this programme. This reaffirms the capability of C4XD's Conformetrix technology to discover novel chemical scaffolds for high-value challenging drug targets. Both series have recently demonstrated oral bioavailability in PK studies with the current focus on improving PK properties to demonstrate functional inhibition of $\alpha 4\beta 7$ integrin in vivo following oral dosing. The Company is currently generating improved molecules to move to in vivo studies and despite being early stage, the Company is in discussion with several potential partners, which are under CDA.

Finally, in August 2020, C4XD announced that it has entered a new collaboration with the GEN-COVID consortium, a network of more than 20 hospitals in Italy led by Professor Alessandra Renieri of the University of Siena. The collaboration will use the unique mathematical genetic analysis methodology of Taxonomy3[®] to investigate the role genetics plays in the widely varied disease susceptibility, severity and prognosis observed between individuals with COVID-19. Taxonomy3[®] will analyse genetic data from a significant number of COVID-19 positive patients collected by the consortium to identify genes associated with severe COVID-19 disease. The aim is to identify a unique genetic signature that can successfully predict mild vs. severe disease to inform treatment of patients at risk. The analysis may also uncover novel biology driving severity of the disease which may inform potential novel drug targets for treatment.

3. REASONS FOR THE PLACING

The next stage of C4XD's development will focus on out-licensing assets for clinical development to leading pharma companies. To support the Company's execution of its strategy, C4XD is seeking to raise approximately £15.0 million by way of the Placing to further support corporate development and on-going commercial activities. In particular, the Company intends to use the net proceeds (excluding any proceeds arising from exercise of warrants) of the Placing to:

- strengthen the balance sheet as partnering discussions and strategic collaborations progress;
- progress the core investment portfolio to near-term inflexion points; and
- continue to apply C4XD's technologies to validate the next generation of commercially attractive targets and programmes

4. CURRENT TRADING

On 29 April 2020, C4XD announced its interim results for the six months ended 31 January 2020. Investment in R&D was £3.6 million in the six months ending 31 January 2020, down £1.3 million from the £4.9 million in the six months ended 31 January 2019. The Company had cash and cash equivalents (unaudited) at 31 July 2020 of approximately £5.6 million.

5. OUTLOOK

The Directors believe that C4XD's combination of state-of-the-art proprietary technologies, highly experienced scientific team, and industry experience puts the Company in a strong position to fulfil the pharmaceutical industry's demand for high quality early-stage drug candidates. By ensuring clear line of sight to commercialisation at the outset, the Company now aims to build on its existing licence with Indivior to generate a stream of other potentially high-value partnering opportunities and revenue generating R&D partnerships. The Company remains confident about the Company's opportunities and the future of UK drug discovery.

6. EIS AND VCT

It is expected that the EIS/VCT Placing Shares rank as "eligible shares" and will be capable (subject to the circumstances of the investors) of being a "qualifying holding" for the purposes of investment by VCTs, and that the Company expects it can issue EIS 3 "compliance certificates" for the purpose of EIS.

Investors considering taking advantage of EIS relief or making a qualifying VCT investment are recommended to seek their own professional advice in order that they may fully understand how the relief legislation may apply in their individual circumstances. Any Investor who is in any doubt as to his taxation position under the EIS and VCT legislation, or who is subject to tax in a jurisdiction other than the UK, should consult an appropriate professional adviser. As noted above, investors subscribing for EIS/VCT Placing Shares will not receive accompanying Warrants as part of their subscription.

DETAILS OF THE PLACING

The Placing

The Company proposes to raise approximately £15.0 million (before expenses) by way of a conditional, non-pre emptive placing of EIS/VCT Placing Shares and Units, each at the Issue Price. The Relevant Securities will, pursuant to the Placing Agreement, be placed by Panmure Gordon, as agent for the Company, with institutional and other professional investors.

EIS and VCT investors should note that it is intended that Admission of the EIS/VCT Placing Shares (expected to be on 10 November 2020 ("**First Admission**")) will occur on the Business Day immediately before Admission of the General Placing Shares (expected to be on 11 November 2020 ("**Second Admission**")). The placing of the EIS/VCT Placing Shares is conditional, amongst other things, on the Placing Agreement not having been terminated in accordance with its terms prior to First Admission. The placing of the Units is conditional, amongst other things, on the Placing Agreement not having been terminated in accordance with its terms prior to Second Admission.

The Placing Agreement contains provisions entitling Panmure Gordon to terminate the Placing Agreement prior to First Admission (in respect of the EIS/VCT Placing Shares) or Second Admission (in respect of the General Placing Shares) becoming effective. If this right is exercised, the Placing will lapse (but not in respect of the EIS/VCT Placing Shares if First Admission has occurred at that time).

The Issue Price represents a discount of approximately 11.1 per cent. to the closing mid-market price of the Ordinary Shares of 15.75 pence on 20 October 2020 (being the last practicable date prior to the date of this document). The Placing Shares will be issued credited as fully paid and will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid following Second Admission.

The Placing is not being underwritten.

The Placing Agreement is conditional upon, *inter alia*, the approval of the Resolutions by Shareholders at the General Meeting (further details of which are set out below), First Admission occurring on or before 8.00 a.m. on 10 November 2020 (or such later date as Panmure Gordon and the Company may agree, being not later than 8.00 a.m. on 24 November 2020), Second Admission occurring on or before 8.00 a.m. on 11 November 2020 (or such later date as Panmure Gordon and the Company may agree, being not later than 8.00 a.m. on 25 November 2020), and the Placing Agreement not having been terminated prior to First Admission or Second Admission (as the case may be).

The Placing Agreement contains warranties from the Company in favour of Panmure Gordon in relation to (amongst other things) the Company and its business. In addition, the Company has agreed to indemnify Panmure Gordon in relation to certain liabilities it may incur in undertaking the Placing. Panmure Gordon has the right to terminate the Placing Agreement in certain circumstances prior to Admission, in particular, for a material breach of any of the warranties or for *force majeure*.

The Warrants

Each Warrant shall confer on the holder thereof the right, on any Business Day during the Exercise Period, the right to subscribe for one Ordinary Share at the Exercise Price for cash. On the expiry of the Exercise Period any unexercised Warrants and any rights thereunder shall lapse.

The Warrants are non-transferable (subject to certain limited exceptions) and may be exercised in whole or in part, provided that any partial exercise of a Warrant by a holder shall be for a minimum of 1,000,000 Warrants or, if less, the balance of the relevant warrant holder's Warrants then outstanding.

The Warrants are expected to be issued in certificated form within approximately 2 weeks following Second Admission and may be exercised for the issue of new Ordinary Shares at any time within the

Exercise Period. The Warrants will be unlisted and no application will be made for the Warrants to be admitted to trading on AIM.

It is the Directors' understanding that the Warrants will not be a qualifying holding for VCTs and that for the purpose of the Enterprise Investment Scheme, the Warrants may impact an EIS investor's eligibility for tax relief in relation to EIS/VCT Placing Shares subscribed for (and any new Ordinary Shares issued as a result of exercise of Warrants held by such EIS investor). Accordingly, the Warrants are not being offered to VCTs or those investors seeking to claim EIS relief in relation to their investment.

7. ADMISSION AND DEALINGS

Applications will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. No application will be made for the Warrants to be admitted to trading on AIM.

It is expected that, subject to the passing of the Resolutions at the General Meeting, First Admission will occur and dealings in the EIS/VCT Placing Shares will commence on 10 November 2020 at 8.00 a.m. (or such later date as Panmure Gordon and the Company may agree, being not later than 8.00 a.m. on 24 November 2020); and Second Admission will occur and dealings in the General Placing Shares will commence on 11 November 2020 at 8.00 a.m. (or such later date as Panmure Gordon and the Company may agree, being not later than 8.00 a.m. on 25 November 2020).

8. EFFECT OF THE PLACING

Assuming completion of the Placing, upon Admission, the Enlarged Share Capital is expected to be 226,346,002 Ordinary Shares. On this basis, the Placing Shares, will represent approximately 47.3 per cent. of the Enlarged Share Capital.

9. RESOLUTIONS

The Directors currently do not have sufficient authority to allot all of the Placing Shares proposed to be issued in respect of the Relevant Securities. Accordingly, the Resolutions, summarised below, are being proposed at the General Meeting to ensure that the directors have sufficient authority to allot all of the Placing Shares and grant the Warrants, each on a non-pre-emptive basis

Resolution 1: Specific authority to allot the Placing Shares

Resolution 1 is an ordinary resolution of the Company, subject to and conditional upon the passing of Resolution 2 below, to grant authority to the Directors under section 551 of the Act to allot equity securities (as defined in section 560 of the Act) in connection with the Placing up to an aggregate nominal amount of £1,071,428.58. Such authority shall expire at the conclusion of the next annual general meeting of the Company.

Resolution 2: Specific authority to grant the Warrants

Resolution 2 is an ordinary resolution of the Company, subject to and conditional upon the passing of Resolution 1 above, to grant authority to the Directors under section 551 of the Act to grant the Warrants (being rights to subscribe for Ordinary Shares) up to an aggregate nominal amount of £991,692.86 in connection with the Placing described in the Circular on the basis that each Warrant will entitle the relevant warrant holder to subscribe for one ordinary share in accordance with the terms of a warrant instrument entered into by the Company. Such authority shall expire at the conclusion of the next annual general meeting of the Company.

Resolution 3: Disapplication of pre-emption rights in respect of Resolution 1

Resolution 3 is a special resolution, subject to and conditional upon the passing of Resolution 1, to empower the Directors, pursuant to section 570(1) of the Act, to allot for cash the Placing Shares, up to an aggregate nominal amount of £1,071,428.58 on a non-pre-emptive basis. Such power shall expire at the conclusion of the next annual general meeting of the Company.

Resolution 4: Disapplication of pre-emption rights in respect of Resolution 2

Resolution 4 is a special resolution, subject to and conditional upon the passing of Resolution 2, to empower the Directors, pursuant to section 570(1) of the Act, to grant the Warrants (being rights to

subscribe for Ordinary Shares) on a non-pre-emptive basis in connection with the Placing described in the Circular. Such power shall expire at the conclusion of the next annual general meeting of the Company.

Resolutions 1 and 2 are ordinary resolutions and require a majority of more than 50 per cent. of the votes cast to be passed. Resolutions 3 and 4 are special resolutions and requires the approval of not less than 75 per cent. of the votes cast to be passed.

If Resolutions 1 and 2 are not passed by the requisite majority, the Placing will not proceed. Resolutions 3 and 4 are in any event conditional upon Resolutions 1 and 2 being passed.

The Notice of General Meeting is contained at the end of this document and sets out the Resolutions in full. The General Meeting is to be held at MEPC, Innovation Centre, Park Drive, Milton, Abingdon, OX14 4RY at 11.00 a.m. on 9 November 2020.

10. ACTION TO BE TAKEN

IMPORTANT NOTICE REGARDING COVID-19 GENERAL MEETING ARRANGEMENTS

The Company continues to closely monitor the COVID-19 situation, including UK Government legislation and guidance, and will continue to do so in the lead up to the General Meeting. The health of our Shareholders, employees and stakeholders is extremely important to us. Given this, the Board has taken the decision that Shareholders, advisers and other guests will not be allowed to attend the General Meeting in person and anyone seeking to attend the General Meeting will be refused entry.

As such, Shareholders should note they are not entitled to attend the General Meeting in person unless notified otherwise via the Company's website at www.c4xdiscovery.com and an announcement via a Regulatory Information Service.

The Company will arrange for the minimum quorum of two Shareholders necessary to conduct the business of the General Meeting to be present in person or by proxy at the General Meeting and social distancing guidelines will be observed. Any other Shareholders attempting to attend the General Meeting in person will be refused admission. Shareholders are strongly encouraged to therefore submit their votes on the Resolutions as early as possible by returning the Form of Proxy (instructions for which are set out below). The Company recommends that Shareholders appoint the 'Chairman of the meeting' as their proxy, as any other person may not be allowed entry to the General Meeting and therefore appointment of any such alternate proxy may mean the Shareholder's vote will not be cast.

Enclosed with this document is a Form of Proxy for use in connection with the General Meeting. You are requested to complete, sign and return the Form of Proxy to the Company's registrars, Link Asset Services, so as to be received as soon as possible and, in any event, not later than 11.00 a.m. on 5 November 2020. Shareholders who hold their Ordinary Shares through a nominee should instruct their nominees to submit a Form of Proxy on their behalf. Shareholders who hold their Ordinary Shares through a nominee should instruct their nominees to submit a Form of Proxy on their behalf.

11. RECOMMENDATION

The Directors consider that the Placing and the Resolutions are in the best interests of the Company and its Shareholders as a whole and accordingly recommend that Shareholders vote in favour of the Resolutions, as they have undertaken to do in respect of their own legal and/or beneficial shareholdings, amounting, in aggregate, to 2,543,625 Ordinary Shares (representing approximately 2.13 per cent. of the Existing Ordinary Shares).

Yours faithfully

Eva-Lotta Allan

Non-executive Chairman

NOTICE OF GENERAL MEETING

C4X DISCOVERY HOLDINGS PLC

(Incorporated and registered in England and Wales with registered number 9134041)

NOTICE IS HEREBY GIVEN that a general meeting of C4X Discovery Holdings plc (the “**Company**”) will be held at MEPC, Innovation Centre, Park Drive, Milton, Abingdon, OX14 4RY on 9 November 2020 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, which will be proposed as to Resolutions 1 and 2 as Ordinary Resolutions and as to Resolutions 3 and 4 as Special Resolutions.

ORDINARY RESOLUTIONS

1. THAT, subject to and conditional upon the passing of Resolution 2 below, the directors from time to time of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (as amended) (the “**Act**”) to exercise all the powers of the Company to allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £1,071,428.58 in connection with the Placing described in the Circular to shareholders of the Company dated 22 October 2020 (the “**Circular**”), provided that this authority shall expire at the conclusion of the next annual general meeting of the Company. The authority given pursuant to this Resolution 1 will be in addition to any authority conferred upon the directors for the purposes of section 551 of the Act at its annual general meeting held on 31 January 2020.
2. THAT, subject to and conditional upon the passing of Resolution 1 above, the directors from time to time of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 the Act to exercise all the powers of the Company to grant warrants to subscribe for ordinary shares of 1 pence each in the capital of the Company up to an aggregate nominal amount of £991,692.86 (the “**Warrants**”) in connection with the Placing described in the Circular on the basis that each Warrant will entitle the relevant warrant holder to subscribe for one ordinary share in accordance with the terms of the warrant instrument entered into by the Company dated 21 October 2020 (“**Warrant Instrument**”), and provided that this authority shall expire at the conclusion of the next annual general meeting of the Company. The authority given pursuant to this Resolution 2 will be in addition to any authority conferred upon the directors for the purposes of section 551 of the Act at its annual general meeting held on 31 January 2020.

SPECIAL RESOLUTIONS

3. THAT, subject to and conditional upon the passing of Resolution 1 above, in accordance with section 570 of the Act the directors from time to time of the Company be and they are hereby given power to allot equity securities pursuant to the authority conferred by Resolution 1 above as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of the Placing Shares (as defined in the Circular) and shall expire at the conclusion of the next annual general meeting of the Company. The authority given pursuant to this Resolution 3 will be in addition to any authority conferred upon the directors for the purposes of section 570 of the Act at its annual general meeting held on 31 January 2020 and without prejudice to any allotments made pursuant to the terms of such authority conferred at that annual general meeting.
4. THAT, subject to and conditional upon the passing of Resolution 2 above, in accordance with section 570 of the Act the directors from time to time of the Company be and they are hereby given power to grant rights to subscribe for shares pursuant to the authority conferred by Resolution 2 above as if section 561 of the Act did not apply to such grant, provided that this power shall be limited to the grant of the Warrants in connection with the Placing described in the Circular and shall expire at the conclusion of the next annual general meeting of the Company. The authority given pursuant to this Resolution 4 will be in addition to any authority conferred upon the directors for the purposes of section 570 of the Act at its annual general meeting held

on 31 January 2020 and without prejudice to any allotments made pursuant to the terms of such authority conferred at that annual general meeting.

Dated: 22 October 2020

By order of the Board

A handwritten signature in black ink, appearing to read 'B. R. Hoy', is written over the printed name 'Bradley Richard Hoy'. The signature is written in a cursive style with a large 'H'.

Bradley Richard Hoy
Company Secretary

Registered Office:

Manchester One
53 Portland Street
Manchester
M1 3LD

NOTES TO THE NOTICE OF GENERAL MEETING

IMPORTANT NOTICE REGARDING COVID-19 GENERAL MEETING ARRANGEMENTS

As set out in paragraph 11 of Part 1 of the Circular under “IMPORTANT NOTICE REGARDING COVID-19 GENERAL MEETING ARRANGEMENTS”, the Company continues to closely monitor the COVID-19 situation, including UK Government legislation and guidance, and will continue to do so in the lead up to the General Meeting. The health of our Shareholders, employees and stakeholders is extremely important to us. Accordingly, the Board has taken the decision that Shareholders, advisers and other guests will not be allowed to attend the General Meeting in person and anyone seeking to attend the General Meeting will be refused entry. Shareholders should note they are not entitled to attend the General Meeting in person unless notified otherwise via the Company’s website at www.c4xdiscovery.com and an announcement via a Regulatory Information Service.

The Company will arrange for the minimum quorum of two Shareholders necessary to conduct the business of the General Meeting to be present in person or by proxy at the General Meeting and social distancing guidelines will be observed. Any other Shareholders attempting to attend the General Meeting in person will be refused admission. Shareholders are strongly encouraged to therefore submit their votes on the Resolutions as early as possible by returning the Form of Proxy included with the Circular.

1. While ordinarily, you would be entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting, as explained under the heading “IMPORTANT NOTICE REGARDING COVID-19 GENERAL MEETING ARRANGEMENTS” in paragraph 11 of Part 1 of the Circular, the Company recommends that for this General Meeting, Shareholders appoint the ‘Chairman of the meeting’ as their proxy as any other person appointed may not be allowed entry to the General Meeting and consequently your vote will not be cast. You can only appoint a proxy using the procedures set out in these notes and, accordingly, we strongly encourage and advise you to appoint, as your proxy, the ‘Chairman of the meeting’ and not to delete the words ‘the Chairman of the meeting or’ and substitute the name of a different proxy. Where you appoint a proxy other than the ‘Chairman of the meeting’, they will be refused entry for the reasons given above. All the following notes should be read and construed in the light of the statements in the preamble above and this note 1.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies of their own choice to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. A member can only appoint a proxy using the procedures set out in these notes and the notes to the accompanying Form of Proxy.
3. A member 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 member. A member may not appoint more than one proxy to exercise rights attached to any one share. The proxy need not to be a member of the Company, but must attend the meeting to represent the member. Please refer to the notes to the Form of Proxy for further information on appointing a proxy, and in particular the recommendation in note 2 above for the purpose of this General Meeting.
4. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to the resolutions) which may properly come before the meeting.
5. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the Company’s register of members in respect of the joint holding.
6. 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 each representative is appointed to exercise the rights attached to a different share or shares held by the member.

7. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only those members registered on the Register of Members at close of business on 5 November 2020 (the “**Specified Time**”) (or if the meeting is adjourned to a time more than 48 hours after the Specified Time, taking no account of any part of a day that is not a working day, by close of business on the day which is two working days prior to the time of the adjourned meeting) shall be entitled to attend and vote thereat in respect of the number of shares registered in their name at that time. If the meeting is adjourned to a time not more than 48 hours after the Specified Time (taking no account of any part of a day that is not a working day), that time will also apply for the purposes of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. Changes to the Register after the relevant deadline shall be disregarded in determining rights to attend and vote.

Appointment of proxy using hard copy proxy form

8. Members may appoint a proxy or proxies by completing and returning a form of proxy by post to the offices of the Company’s registrars at: Link Asset Services, PXS1 34 Beckenham Road, Beckenham, Kent BR3 4TU; or delivering a form of proxy by hand to such address during normal business hours. In the case of a member which is a corporation, the proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer or an attorney. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power of authority) must be included with the proxy form. Any such power of attorney or other authority cannot be submitted electronically.
9. To be effective, the appointment of a proxy, or the amendment to the instructions given for a previously appointed proxy, must be received by the Company’s registrars by the method outlined in note 7 above by no later than 11.00 a.m. on 5 November 2020. 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.

Appointment of proxy using CREST electronic proxy appointment service

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). 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.
11. 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’s (EUI) 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 (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in this notice. 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.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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.

13. 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.

Termination of proxy appointments

14. Completion and return of a form of proxy will not ordinarily preclude a member from attending and voting in person at the meeting. However, members should note that as explained under the heading "IMPORTANT NOTICE REGARDING COVID-19 GENERAL MEETING ARRANGEMENTS" in paragraph 11 of Part 1 of the Circular, for this General Meeting, in light of and taking into account the ongoing COVID-19 situation and UK Government legislation and guidance, the completion and return of the Form of Proxy will be the only way in which a member may cast their vote for this General Meeting.
15. In order to terminate the authority of a proxy, or a corporate representative of a corporation, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke such appointment to the Company's registrars. To be effective, the notice of termination must be received by the Company's registrars by the method outlined in note 7 above by no later than 11.00 a.m. on 5 November 2020.

Voting Rights

16. As at 21 October 2020, being the latest practicable date prior to the printing of this notice, the Company's issued share capital consisted of 119,203,144 ordinary shares carrying one vote each and 2,025,000 deferred shares not carrying any voting rights. Therefore, the total voting rights in the Company as at 21 October 2020 are 119,203,144.

Communications

17. This notice, together with information about the total numbers of shares in the Company in respect of which members are entitled to exercise voting rights at the meeting as at 21 October 2020, being the latest practicable date prior to the printing of this notice, will be available on the Company's website www.c4xdiscovery.com.
18. Except as provided above, members who have general queries about the general meeting should contact Bradley Hoy (0161 235 5085; Manchester One, 53 Portland Street, Manchester M1 3LD). No other methods of communication will be accepted. Any electronic address provided either in this notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

Explanatory Note to the Notice of General Meeting

This explanatory note gives further information in relation to the resolutions listed in the enclosed notice of the Company's general meeting.

Resolution 1 – Specific authority to allot shares

The purpose of Resolution 1 is to provide the directors' with the authority to allot shares and issue the Placing Shares. Section 551 of the Companies Act 2006 provides that the directors may not allot new shares (other than for employee share schemes) without shareholder authority.

Accordingly, Resolution 1 will be proposed as an ordinary resolution, subject to and conditional upon the passing of Resolution 2 below, to authorise the directors (pursuant to Section 551 of the Companies Act 2006) to allot ordinary shares of 1 pence each in the capital of the Company up to a maximum nominal amount of £1,071,428.58. This authority will expire at the conclusion of the next annual general meeting of the Company.

Resolution 2 – Specific authority to grant warrants

The purpose of resolution 2 is to provide the directors' with the authority to grant the Warrants (being rights to subscribe for shares in the capital of the Company). Section 551 of the Companies Act 2006 provides that the directors may not grant rights to subscribe for shares (other than for employee share schemes) without shareholder authority.

Accordingly, resolution 2 will be proposed as an ordinary resolution subject to and conditional upon the passing of Resolution 1 above, to authorise the directors (pursuant to Section 551 of the Companies Act 2006) to grant rights to subscribe for ordinary shares of 1 pence each in the capital of the Company up to an aggregate nominal amount of £991,692.86 (the “**Warrants**”) in connection with the Placing described in the Circular on the basis that each Warrant will entitle the relevant warrant holder to subscribe for one ordinary share in accordance with the terms of the warrant instrument entered into by the Company. This authority will expire at the conclusion of the next annual general meeting of the Company.

Resolution 3 – Disapplication of pre-emption rights

The purpose of Resolution 3 is to disapply the pre-emption rights in respect of the Placing Shares, to be allotted pursuant to the authority given to the Directors under Resolution 1 above. Section 561 of the Companies Act 2006 confers on shareholders rights of pre-emption in respect of the allotment of “equity securities” which are, or are to be, paid up in cash, otherwise than by way of allotment to employees under an employees’ share scheme. The provisions of section 561 apply to the ordinary shares of 1 pence each of the Company, to the extent that they are not disapplied pursuant to section 570 of the Companies Act 2006.

It is proposed that, by way of a special resolution, the disapplication of statutory pre-emption rights in respect of the Placing Shares be approved, provided that this power will be limited to the allotment of the Placing Shares and will expire at the conclusion of the next annual general meeting of the Company.

Resolution 4 – Disapplication of pre-emption rights

The purpose of Resolution 4 is to disapply the pre-emption rights in respect of the grant of the Warrants. Section 561 of the Companies Act 2006 confers on shareholders rights of pre-emption in respect of the allotment of “equity securities” which are, or are to be, paid up in cash, otherwise than by way of allotment to employees under an employees’ share scheme. The provisions of section 561 apply to the Warrants, being rights to subscribe for ordinary shares in the Company, to the extent that they are not disapplied pursuant to section 570 of the Companies Act 2006.

It is proposed that, by way of a special resolution, the disapplication of statutory pre-emption rights in respect of the grant of Warrants be approved provided that this power will be limited to the grant of the Warrants in connection with the Placing and will expire at the conclusion of the next annual general meeting of the Company.

