

Notice to shareholders Annual general meeting on Friday 29 September 2023

THIS PUBLICATION IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this publication or as to the action you should take, you should seek your own advice from an authorised stockbroker, solicitor, accountant, or other independent professional adviser. If you have sold or otherwise transferred all of your shares in Company, please forward this information to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected.

The shareholders of VIDAC PHARMA HOLDING PLC (the “Company”) are invited to the Annual General Meeting (the “AGM”) of the Company to be held on 29 September 2023, starting at 10:00 a.m. (CET) online via Google meet. If you are a shareholder of the Company but did not receive personalized notice on your email as of the date of this publication please email our Secretary - Audit Firm LTD as soon as possible: info@auditfirm.uk. The link will be shared with you personally as a follow-up to your email no later than Thursday 28 September 2023 6:00 p.m. (CET).

If you are unable to attend the AGM in person, you may still vote on matters coming before the meeting by appointing a proxy and providing instructions as to how your proxy should vote on each of the proposed resolutions. You may appoint the Chair of the Board (Dr. Max Herzberg) as your proxy to vote on your behalf or you may appoint another person who must attend the meeting in order to vote on your behalf. To appoint a proxy for the AGM, please email our Secretary - Audit Firm LTD as soon as possible: info@auditfirm.uk. Alternatively, you can contact the Company directly and inform us of the proxy appointment.

The Board considers that each of the proposals detailed in this Notice of Meeting will be of benefit to and in the best interests of the Company and the shareholders as a whole. The Directors intend to vote in favour of all resolutions in respect of their own beneficial holdings of ordinary shares in the Company and unanimously recommend other shareholders to do likewise.

The AGM will consider and, if thought fit, pass resolutions 1-6, 8 as ordinary resolutions and 7 as special resolution.

Ordinary Business

Approval of Annual Accounts for the financial year ended 31 December 2022

1. To receive and adopt the Company’s annual accounts for the financial year ended 31 December 2022 together with the last report of the Board of Directors and Auditor’s report.

Re-election of the Audit Committee

2. To re-elect as the members of the Audit Committee Mr. Yoel Frankforter and Mr. Zvi Haim.

Re-election of the Board of Directors

3. To re-elect as the Directors of the Company Dr. Max Herzberg, Mr. Yochai Richter, Mr. Christian Policard, Mr. Joseph Tenne.

Re-appointment of the Statutory Auditors

4. To re-appoint as the Statutory Auditors Zenith Audit Ltd, London office, 3rd Floor, Fairgate House, 78 New Oxford Street, London, WC1A 1HB, United Kingdom

Authorization to adopt an option plan and sign M&A and investment term sheets

5. To nominate Mr. Tenne and Dr. Max Herzberg as "Option Committee" to prepare an option plan in amount not exceeding the 10% of the existing share capital of the Company. To authorize the Board of Directors to enter any legally binding transaction, including the right to execute the term sheet of the prospective transaction.

Authority to allot shares

6. THAT, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this Resolution, the Directors be and are generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the Act) to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being 'relevant securities'):

(a) up to an aggregate nominal amount of £5,000,000; (b) up to an aggregate nominal amount of £5,000,000 provided they are equity securities (as defined in section 560(1) of the Act) (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (a) above) in connection with a fully pre-emptive offer:

(i) in favour of holders of ordinary shares in the capital of the Company at such record date as the Directors may determine,

(ii) to investors that may make a capital contribution in cash in an amount not less than £250,000 per each time;

(iii) to professional advisors or as compensation to the holders of ordinary shares in the capital of the Company at such record date as the Directors may determine in case if their shares have been used to paid for the services of above mentioned professional advisors;

(iv) to holders of any other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, in each case subject to such exclusions or other

arrangements as the Directors may deem necessary or expedient to deal with in relation to treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any relevant regulatory body or stock exchange or any other matter whatsoever, provided that this authority shall expire (unless previously renewed, varied, extended or revoked by the Company in general

meeting) on 30 September 2024 being the date falling 12 months from the passing of this Resolution or, if earlier, at the conclusion of the next annual general meeting of the Company to be held following the passing of this Resolution, save that the Company may at any time before such expiry make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired. Such authorization shall be provided to the Directors starting from 1 July 2023.

Special Resolutions

Authority to disapply pre-emption rights

7. That if Resolution 6 (Authority to allot shares) is passed, the Board be authorised pursuant to section 570 and section 573 of the Companies Act 2006 (the Act) to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, such authority to be limited:
- (a) up to an aggregate nominal amount of £5,000,000; (b) up to an aggregate nominal amount of £5,000,000 provided they are equity securities (as defined in section 560(1) of the Act) (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (a) above) in connection with a fully pre-emptive offer:
 - (i) in favour of holders of ordinary shares in the capital of the Company at such record date as the Directors may determine,
 - (ii) to investors that may make a capital contribution in cash in an amount not less than £250,000 per each time;
 - (iii) to professional advisors or as compensation to the holders of ordinary shares in the capital of the Company at such record date as the Directors may determine in case if their shares have been used to paid for the services of above mentioned professional advisors;
 - (iv) to holders of any other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, in each case subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with in relation to treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any relevant regulatory body or stock exchange or any other matter whatsoever, provided that this authority shall expire (unless previously renewed, varied, extended or revoked by the Company in general meeting) on 30 September 2024 being the date falling 12 months from the passing of this Resolution or, if earlier, at the conclusion of the next annual general meeting of the Company to be held following the passing of this Resolution, save that the Company may at any time before such expiry make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired. Such authorization shall be provided to the Directors starting from 1 July 2023.

Director's power to vote

8. A Director shall not vote in respect of any resolution concerning his own appointment or the termination of his own appointment.

Dr. Max Herzberg,
Chair of the Board