



**Tiziana Life Sciences Ltd  
Notice of Annual General Meeting of Shareholders  
on Thursday 12th December 2024 at 8.30am EST/ 1.30pm UK**

**TO BE HELD AS A "REMOTE MEETING" ONLY**

**YOU ARE NOTIFIED** that the 2024 annual general meeting ("**AGM**") of Tiziana Life Sciences Ltd (the "**Company**") will be held via video and telephonic conference (in accordance with the Company's by-law 26.1) on Thursday 12<sup>th</sup> December at 8.30am EST/ 1.30pm UK or as soon thereafter as is practicable for the purpose of transacting the following business:

**AGENDA:**

1. To confirm or elect a chairman for the AGM.
2. To confirm that a quorum is present.
3. To re-elect Ivor Elrifi as Class II director of the Company to serve until the annual general meeting to be held in 2027.
4. To receive the auditor's report and financial statements for the year ended 31<sup>st</sup> December 2023 ("**2023 Accounts**").
5. To re-appoint PKF LittleJohn LLP as auditors of the Company ("**Auditors**") from the conclusion of the meeting until the conclusion of the next annual general meeting before which accounts are laid and to authorize the directors to fix the Auditors' remuneration.
6. Any other business which may properly come before the meeting or any adjournment of the meeting.

**Record Date:** The record date for qualification of shareholders of the Company ("**Shareholders**") to participate and vote in the AGM has been set for the end of trading on Tuesday 10<sup>th</sup> December 2024.

**Attending the Meeting:** All Shareholders are invited to participate in the AGM. The electronic system for remote participation will be available for access from 8.15am EST/ 1.15pm UK on Thursday 12<sup>th</sup> December 2024.

To join the meeting type (or paste) the following web address into your web browser:

[Join Zoom Meeting](#)

One tap mobile: US: [+12678310333,93809697225#](tel:+12678310333,93809697225) or [+13017158592,93809697225#](tel:+13017158592,93809697225)

Meeting URL: <https://orrick.zoom.us/j/93809697225?pwd=pruUaRPBpNffWVxJnAgOEPuvrjuAKN.1>

Meeting 938 0969 7225  
ID:  
Passcode: 519006

### Join by Telephone

For higher quality, dial a number based on your current location.

Dial: +1 267 831 0333 US (Philadelphia)  
+1 301 715 8592 US (Washington DC)  
+1 312 626 6799 US (Chicago)  
+1 346 248 7799 US (Houston)  
+1 470 250 9358 US (Atlanta)  
+1 470 381 2552 US (Atlanta)  
+1 602 753 0140 US (Phoenix)  
+1 646 518 9805 US (New York)  
+1 651 372 8299 US (Minnesota)  
+1 669 219 2599 US (San Jose)  
+1 669 900 6833 US (San Jose)  
+1 720 928 9299 US (Denver)  
+1 786 635 1003 US (Miami)  
+1 929 436 2866 US (New York)  
+1 971 247 1195 US (Portland)  
+1 206 337 9723 US (Seattle)  
+1 213 338 8477 US (Los Angeles)  
+1 253 215 8782 US (Tacoma)  
+44 203 481 5237 United Kingdom  
+44 203 481 5240 United Kingdom  
+44 203 901 7895 United Kingdom  
+44 208 080 6591 United Kingdom  
+44 208 080 6592 United Kingdom  
+44 330 088 5830 United Kingdom  
+44 131 460 1196 United Kingdom  
+33 1 7037 2246 France  
+33 1 7037 9729 France  
+33 1 7095 0103 France  
+33 1 7095 0350 France  
+33 1 8699 5831 France  
+49 69 5050 0952 Germany  
+49 695 050 2596 Germany  
+49 69 7104 9922 Germany  
+49 69 3807 9883 Germany  
+49 69 3807 9884 Germany  
+49 69 5050 0951 Germany  
+39 020 066 7245 Italy  
+39 021 241 28 823 Italy  
+39 069 480 6488 Italy  
+81 363 628 317 Japan  
+81 3 4578 1488 Japan  
+81 3 4579 0432 Japan  
+81 3 4579 0545 Japan

Meeting 938 0969 7225  
ID:

International numbers

Further guidance and instructions are available by emailing: [info@tizianalifesciences.com](mailto:info@tizianalifesciences.com)

**Voting:** We encourage you to vote as promptly as possible by mailing your completed and signed proxy card. Please follow the directions on the proxy card. You may also vote during the meeting, the chairman of the meeting shall direct you on how you may cast your vote on a show of hands.

**By Order of the Board**

Keeren Shah

Chief Financial Officer

Dated 22 November 2024

## **Notice of meeting and Resolutions to be proposed**

**Notice is hereby given that the AGM of Tiziana Life Sciences Ltd will be held as a remote meeting only on Thursday 12<sup>th</sup> December 2024, commencing at 8.30am EST/ 1.30pm UK for the transaction of the following business.**

The Board considers that Resolutions 1 to 3 are in the best interests of the Company and its Shareholders as a whole and recommends that you vote in favour of these Resolutions. Resolutions 1 to 3 will be proposed as ordinary resolutions. Voting on all of the resolutions will be conducted on a poll.

### **Resolution 1**

To re-elect Ivor Efrifi as a director.

See biography on page 4.

### **Resolution 2**

#### **Report and accounts**

To receive the 2023 Annual Accounts for the year ended 31 December 2023.

See notes on page 4.

### **Resolution 3**

#### **Reappointment of auditors and fixing of auditors' remuneration**

To reappoint PKF LittleJohn LLP as auditors from the conclusion of the meeting until the conclusion of the next general meeting before which accounts are laid and to authorise the directors to fix the auditors' remuneration.

See notes on page 4.

## **Notes to Resolutions**

### **Notes to Resolution 1**

#### ***Re-appointment of Ivor Elrifi as a director***

Mr Elrifi retires and offers himself for reappointment.

Ivor Elrifi serves as our Chief Executive Officer. Mr Elrifi was formerly the global head of the Patent Group at Cooley since 2014 and before that the global head of Patents at Mintz Levin from 1999 – 2014. He has counseled companies in various key industries, including pharmaceutical, biotechnology, life sciences and medical device companies, research institutions, universities, hospitals and governments throughout the world, particularly in the US and Europe. Ivor has guided clients in developing and implementing intellectual property strategies and in the prosecution, licensing and enforcement of patents. He has extensive experience in advising clients on strategic transactional work and regularly counsels' clients with respect to investments, business development and mergers and acquisitions, including acquisition transactions involving Novartis, Eli Lilly, Biogen and Astellas. He has received various awards throughout his career, including being named an "LMG Life Sciences: Life Science Star," and ranked nationally in Chambers USA since 2007. Elrifi earned his B.S. and Ph.D. in Biology from Queen's University and his J.D. from Osgoode Hall Law School.

### **Notes to Resolution 2**

#### ***Reports and accounts***

The Board will present its reports and the accounts for the year ended 31 December 2023 (2023 Accounts), as contained in the Annual Report.

### **Notes to Resolution 3**

#### ***Reappointment of Auditor and fixing of Auditors' remuneration***

At each general meeting at which the accounts are laid before the members, the Company is required to appoint an auditor to serve until the next such meeting. It is proposed that PKF Littlejohn LLP be reappointed as the Company's auditor.