

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended immediately to seek your own financial advice from your stockbroker, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or transferred all of your shares in Clinigen Group plc, please send this document and any accompanying documents as soon as possible to the purchaser or transferee of those shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

CLINIGEN
GROUP PLC

Clinigen Group plc
*(incorporated and registered in
England and Wales under
company number 6771928)*

Notice of the 2017 Annual General Meeting

Notice of the Annual General Meeting of Clinigen Group plc (the **Company**), to be held at the offices of Instinctif Partners, 65 Gresham Street, London EC2V 7NQ at 10.00am on Tuesday 28 November 2017 (**AGM**), is set out on pages 6 to 8 of this document. Your attention is drawn to the letter from the Company's Chairman on page 2 of this document.

Whether or not you propose to attend the AGM, please complete and submit a proxy appointment form or electronic proxy appointment instruction in accordance with the notes to the Notice of AGM set out on page 8. To be valid, the proxy appointment form or electronic proxy appointment instruction must be received at the address for delivery specified in the notes by 10.00am on Friday 24 November 2017.

Letter from the Chairman

Clinigen Group plc
Pitcairn House
Crown Square, Centrum 100
Burton-on-Trent
Staffordshire DE14 2WW

12 October 2017

Dear Shareholder

2017 Annual Report and Accounts and Annual General Meeting

I am pleased to report that Clinigen Group plc's Annual Report and Accounts for the year ended 30 June 2017 (**2017 Annual Report and Accounts**) and Notice of AGM have now been published.

A copy of the 2017 Annual Report and Accounts is enclosed. The document can also be accessed via the investors' section of our website (www.clinigengroup.com).

This year, our AGM will again be held at the offices of Instinctif Partners, 65 Gresham Street, London EC2V 7NQ, at 10.00am on Tuesday 28 November 2017. The formal Notice of AGM is set out on pages 6 to 8 of this document and contains the proposed resolutions.

The AGM is an opportunity for all shareholders to meet with, and ask questions of, their board of Directors (**Board**), and I and my colleagues look forward to seeing as many of you as possible at the meeting. This year, Shaun Chilton, our Chief Executive Officer, will give a short presentation on the business of the Clinigen Group (**Group**) and its performance over the last twelve months. Shareholders will then have the opportunity to ask questions on the presentation before moving onto the formal business set out in the Notice of AGM. There will, of course, be an opportunity for any further questions during the formal business of the meeting.

Action to be taken

If you are unable to attend the AGM, you can still vote on the proposed resolutions by appointing a proxy. To appoint a proxy:

- a) you can complete the enclosed proxy appointment form, in accordance with the instructions printed on it, and return it (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to our Registrar, Equiniti, at Aspect House, Spencer Road, Lancing BN99 6DA; or
- b) if you hold your shares in CREST, you can alternatively submit an electronic proxy appointment instruction to our Registrar (ID RA19) through the CREST system in accordance with the CREST Manual.

In either case, the proxy appointment form should be returned, or the electronic proxy appointment instruction transmitted, as soon as possible and in any event so as to be received by our Registrar by 10.00am on Friday 24 November 2017.

You are requested (whether or not you intend to be present at the AGM) to appoint a proxy. Appointment of a proxy will not prevent you from attending, speaking and voting in person at the AGM, should you wish to do so.

Recommendation

You will find on pages 3 to 5 of this document explanatory notes in relation to the various resolutions which are set out in the Notice of AGM. The Board considers that each of these resolutions is in the best interests of the Company and its shareholders as a whole. Accordingly, all Directors intend to vote in favour of each resolution in respect of their own beneficial holdings (with the exception of those Directors who are retiring at the AGM, who will not vote on the respective resolutions relating to their own proposed election/re-election as Directors of the Company). The Directors unanimously recommend that shareholders vote in favour of all the proposed resolutions.

Yours sincerely



Peter Allen
Chairman

Explanatory notes to the business of the Annual General Meeting

Resolution 1 – Receipt of the 2017 Annual Report and Accounts

The Companies Act 2006 requires the Directors of a public company to lay before the shareholders in general meeting copies of the Directors' reports, the independent auditors' report and the audited financial statements of the Company in respect of each financial year. In accordance with best practice, the Company proposes, as an ordinary resolution, a resolution on its 2017 Annual Report and Accounts.

Resolution 2 – Declaration of a final dividend

The Directors recommend a final dividend of 3.4 pence per ordinary share. If approved by ordinary resolution of the shareholders, the dividend will be paid on 1 December 2017 to shareholders on the register at 6.00pm on 10 November 2017.

Resolutions 3 to 5 – Election and re-election of Directors

In accordance with the Company's articles of association, any Director appointed by the Board during the year is required to retire at the next annual general meeting following his or her appointment. Such Director is eligible to stand for election at that annual general meeting. In the Company's announcement made on 13 September 2017 concerning the recommended acquisition of Quantum Pharma plc (**Quantum**) it was stated that the Company has offered to Chris Rigg, Quantum's Chief Executive Officer, that upon successful completion of that acquisition he will be appointed a Director of the Company. That acquisition has not yet completed and, accordingly, Chris Rigg has not yet been appointed a Director. However, it is anticipated that completion will occur on or around 1 November 2017 and that Chris Rigg will therefore have been appointed a Director prior to the AGM, such that he will be obliged, under the above mentioned requirement of the Company's articles of association, to retire at the AGM and seek election by shareholders. Resolution 3, relating to the election of Chris Rigg, has therefore been included in the Notice of AGM, but this resolution will not be proposed at the AGM unless Chris Rigg has by then been appointed by the Board as a Director.

Prior to his appointment as Chief Executive Officer of Quantum, Chris held the role of Chief Financial Officer. He has a track record of delivering results in environments of change, having previously been Managing Director of Eaga plc's solar business and Chief Executive Officer of Northern Recruitment Group Ltd. Chris has also had a number of other senior financial positions including Corporate Finance Director at Deloitte, Group Corporate Finance Director at Eaga plc and head of large corporate lending at Barclays Bank in the North East of England. Chris has a wealth of relevant experience in management, finance and strategic matters and a good understanding of Quantum's business. The Directors will be delighted to welcome Chris to the Clinigen Board and believe that his appointment will assist a smooth integration of Quantum into the Clinigen Group.

The Company's articles of association also require one third (or such number nearest to but not exceeding one third) of the Company's Directors who are subject to retirement by rotation to retire from office at each annual general meeting. Of the seven Directors subject to retirement by rotation at the forthcoming AGM, Ian Nicholson and Martin Abell will on this occasion retire from office and will stand for re-election by the shareholders.

Ian Nicholson was appointed to the Board in September 2015 and has played an integral advisory role within Clinigen since appointment. Ian has extensive experience as both an Executive Director and a Non-executive Director across a wide range of private and publicly listed pharmaceutical companies. Ian also has broad industry knowledge, having a great understanding of pharmaceutical products, including the research and development of such products.

Martin Abell joined Clinigen as its Chief Financial Officer in August 2015 and has over 20 years' experience working for international, listed companies. Before Clinigen, Martin worked for Hays plc, Europe's largest professional recruitment business. He began there as Head of Investor Relations and M&A before becoming Finance Director, overseeing the Continental Europe and Rest of World division, which operated across 21 countries with revenues of over £1bn. Prior to that, Martin held several financial roles at the FTSE 100 logistics group, Exel plc (now part of Deutsche Post), including Financial Controller of two of the UK divisions. He is a qualified Chartered Accountant, having trained at PwC in the M&A Transaction Services team.

Biographical details of all the Company's Directors as at the date of this document (including those who are standing for re-election) can be found on pages 34 and 35 of the 2017 Annual Report and Accounts.

Resolutions 3, 4 and 5 will be proposed as ordinary resolutions.

The Board believes that those Directors who are currently serving on the Board and who are seeking re-election this year continue to be effective, make a positive contribution to the Board and demonstrate commitment to their roles.

Explanatory notes to the business of the Annual General Meeting continued

Resolutions 6 and 7 – Auditors’ reappointment and remuneration

At or before each general meeting at which the Annual Reports and Accounts for a financial year are laid, the Company is required to appoint auditors to serve for the following financial year. PricewaterhouseCoopers LLP have indicated their willingness to continue as the Company’s auditors. Resolution 6 is an ordinary resolution to reappoint them. Resolution 7 is an ordinary resolution giving the Directors the discretion to determine the auditors’ remuneration.

Resolution 8 – Political donations

Part 14 of the Companies Act 2006 imposes restrictions on a company making political donations to any political party, other political organisation or independent election candidate, or incurring political expenditure, unless authorised to do so at a general meeting. It has always been the Company’s policy that it does not make political donations or incur political expenditure, in each case within the commonly understood meaning of such expressions. This remains the case and the Directors have no intention of changing that policy. However, the Companies Act 2006 includes broad and potentially ambiguous definitions of the terms ‘political donation’ and ‘political expenditure’, which may apply to some normal business activities which would not generally be considered to be political in nature.

As previously, the Board considers that, as a precautionary measure, it is therefore prudent to obtain shareholder approval, by way of ordinary resolution, to make political donations and/or to incur political expenditure, in each case within the meaning of the Companies Act 2006, up to the limit specified in the resolution. The Directors intend to seek renewal of this approval at future annual general meetings, but wish to emphasise that the proposed resolution is sought on a purely precautionary basis in order to avoid inadvertent contravention of the Companies Act 2006. The Board has no intention of entering into any party political activities.

Resolution 9 – Authority to allot shares

The Directors currently have an authority to allot shares in the Company and to grant rights to subscribe for or convert any securities into shares in the Company. This authority is due to expire at the AGM. The Board is seeking, by ordinary resolution, to renew that authority over ordinary shares up to a maximum nominal amount of £38,456.10, representing approximately 33.3% of the Company’s issued share capital as at 4 October 2017 (being the latest practicable date prior to publication of this document). As at that same date, the Company did not hold any treasury shares. If approved by shareholders, this authority will expire on 31 December 2018 or, if earlier, at the conclusion of the Company’s next annual general meeting. The Directors have no present intention of exercising this authority.

Resolutions 10 and 11 – Disapplication of statutory pre-emption rights

Resolutions 10 and 11 are special resolutions which, if passed by shareholders, will enable the Directors, during the period until 31 December 2018 (or, if earlier, the conclusion of the Company’s next AGM), to allot ordinary shares, or to sell any ordinary shares out of treasury, for cash, without first offering those shares to existing shareholders in proportion to their existing holdings.

These resolutions essentially replicate the authorities which were granted at last year’s AGM (and which will expire at the forthcoming AGM). Such authorities reflect the Statement of Principles published by The Pre-emption Group in March 2015, which provides that a company may now seek power to issue on a non-pre-emptive basis for cash in any one year shares representing (i) no more than 5% of the company’s issued ordinary share capital; and (ii) no more than an additional 5% of the company’s issued ordinary share capital provided that such additional power is only used in connection with an acquisition or specified capital investment.

The 2015 Statement of Principles defines a “specified capital investment” as “one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.” Items that are regarded as operating expenditure rather than capital expenditure will not typically be regarded as falling within the term “specified capital investment”.

Resolution 10 is to be proposed as a special resolution. If this resolution is passed by shareholders, it will permit the Board to allot ordinary shares for cash on a non-pre-emptive basis both in connection with a rights issue or similar pre-emptive issue and, otherwise than in connection with any such issue, up to a maximum nominal amount of £5,768.40. This amount represents approximately 5% of the Company’s issued ordinary share capital as at 4 October 2017 (being the latest practicable date prior to publication of this document). This customary resolution will permit the Board to allot ordinary shares for cash, up to the specified level, in any circumstances (whether or not in connection with an acquisition or specified capital investment).

Resolution 11 is to be proposed as a separate special resolution. If this resolution is passed by shareholders, it will afford the Board an additional power to allot ordinary shares for cash on a non-pre-emptive basis up to a further maximum nominal amount of £5,768.40. This amount again represents approximately 5% of the Company’s issued ordinary share capital as at 4 October 2017. The Board will use the power conferred by Resolution 11 only in connection with an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

The Directors confirm their intention to follow the provisions of the 2015 Statement of Principles regarding cumulative usage of authorities within a rolling three year period. Those provisions state that a company should not issue shares for cash representing more than 7.5% of the company's issued share capital in any rolling three year period, other than to existing shareholders, without prior consultation with shareholders. This limit excludes any ordinary shares issued pursuant to a general disapplication of pre-emption rights in connection with an acquisition or specified capital investment.

Notice of 2017 Annual General Meeting Clinigen Group plc

Notice is hereby given that the 2017 annual general meeting of the members of Clinigen Group plc will be held at the offices of Instinctif Partners, 65 Gresham Street, London EC2V 7NQ at 10.00am on Tuesday 28 November 2017 for the purposes set out below.

Resolutions 1 to 9 will be proposed as ordinary resolutions. Resolutions 10 and 11 will be proposed as special resolutions.

1. To receive the audited financial statements and the Auditors' and Directors' Reports for the year ended 30 June 2017.
2. To declare a final dividend of 3.4p per share for the year ended 30 June 2017.
3. To elect Chris Rigg as a Director.
4. To re-elect Ian Nicholson as a Director.
5. To re-elect Martin Abell as a Director.
6. To re-appoint PricewaterhouseCoopers LLP as auditors.
7. To authorise the Directors to determine the auditors' remuneration.
8. That, from the date of this resolution until the earlier of 31 December 2018 and the conclusion of the Company's next annual general meeting, the Company and all companies which are its subsidiaries at any time during such period are authorised:
 - (a) to make donations to political parties or independent election candidates;
 - (b) to make donations to political organisations other than political parties; and
 - (c) to incur political expenditure,

up to an aggregate total amount of £50,000, with the amount authorised for each of heads (a) to (c) above being limited to the same total. Any such amounts may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than sterling shall be converted into sterling at such rate as the Board may decide is appropriate. Terms used in this resolution have, where applicable, the meanings that they have in Part 14 of the Companies Act 2006 on 'Control of political donations and expenditure'.
9. That the Directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (**Allotment Rights**), but so that:
 - (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £38,456.10;
 - (b) this authority shall expire on 31 December 2018 or, if earlier, on the conclusion of the Company's next annual general meeting;
 - (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry; and
 - (d) all authorities vested in the Directors on the date of the notice of this meeting to allot shares or to grant Allotment Rights that remain unexercised at the commencement of this meeting are revoked.

10. That, subject to the passing of resolution 9 in the notice of this meeting, the Directors are empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash, pursuant to the authority conferred on them by resolution 9 in the notice of this meeting or by way of sale of treasury shares, as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to:

(a) the allotment of equity securities in connection with any rights issue or open offer or any other pre-emptive offer that is open for acceptance for a period determined by the Directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the Directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, any such shares or other securities being represented by depositary receipts, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and

(b) the allotment of equity securities (other than pursuant to sub-paragraph (a) above) with an aggregate nominal value of £5,768.40,

and shall expire when the authority conferred on the Directors by resolution 9 in the notice of this meeting expires or is revoked, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry.

11. That, subject to the passing of resolution 9 in the notice of this meeting and in addition to the power contained in resolution 10 set out in the notice of this meeting, the Directors are empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash, pursuant to the authority conferred on them by resolution 9 in the notice of this meeting or by way of sale of treasury shares, as if section 561 of that Act did not apply to any such allotment, provided that this power is:

(a) limited to the allotment of equity securities up to an aggregate nominal value of £5,768.40; and

(b) used only for the purposes of financing (or refinancing, if the power is to be exercised within six months after the date of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of this meeting,

and shall expire when the authority conferred on the Directors by resolution 9 in the notice of this meeting expires or is revoked, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry.

Registered office:

Pitcairn House
Crown Square
Centrum 100
Burton-on-Trent
Staffordshire DE14 2WW

By order of the Board

Amanda Miller
Company Secretary
12 October 2017

Notes

1. **A member who is entitled to attend and vote at the AGM is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and to vote at the AGM. A proxy need not also be a member.**
2. A member must be registered as the holder of ordinary shares by close of business on Friday 24 November 2017 in order to be entitled to attend and vote at the AGM as a member in respect of those shares.
3. A form for the appointment of a proxy in respect of the AGM has been provided to members with this notice of AGM. To be valid, a proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA so as to be received by 10.00am on Friday 24 November 2017. Members who hold their shares in uncertificated form may also use 'the CREST voting service' to appoint a proxy electronically as explained in note 4 below.
4. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in 'the CREST voting service' section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (**CREST proxy appointment instruction**) must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited (**Euroclear**), and must contain all the relevant information required by the CREST Manual. To be valid, the message (regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by Equiniti (ID RA19), as the Company's 'issuer's agent', by 10.00am on Friday 24 November 2017. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on 'Practical limitations of the system'. In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.
5. You may not use any electronic address provided either in this document or any related documents (including the form of proxy) to communicate with the Company for any purpose other than those expressly stated.
6. Resolution 3, relating to the shareholders' election of Chris Rigg as a Director, will not be proposed at the AGM unless Chris Rigg has been appointed by the Board as a Director prior to the commencement of the AGM.