

This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in the document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other professional independent adviser. If you have sold or otherwise transferred all of your shares, please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer, so that they can pass them to the person who now holds the shares.

Circassia Pharmaceuticals plc

(incorporated in England and Wales under number 05822706)
Registered Office: The Magdalen Centre, Robert Robinson Avenue,
Oxford Science Park, Oxford, Oxfordshire, England, OX4 4GA, UK

Notice of Annual General Meeting

Dear Shareholder

I am writing to give you details of our Annual General Meeting (AGM) to be held at 12.00pm on 7th June 2019 at Northbrook House, Robert Robinson Avenue, Oxford OX4 4GA. The formal Notice of AGM is set out on pages 2-3 of this document and an explanation of the business to be considered and voted on at the AGM is set out on page 4.

We hope you will be able to join us for the Meeting. However, if you are unable to do so, your vote remains important to us and we encourage you to fill in the proxy form and return it to our Registrars as detailed in note 3 on page 3, or, if you are a CREST member, appoint your proxy through the CREST proxy appointment service as detailed in note 5 on page 3. Please note that the deadline for the receipt by our Registrars of all proxy appointments is 12.00pm on 5th June 2019.

The Board considers that all the resolutions to be put to the Meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours faithfully

Dr Francesco Granata
Chairman

Notice is hereby given that the Annual General Meeting of Circassia Pharmaceuticals plc will be held at Northbrook House, Robert Robinson Avenue, Oxford OX4 4GA on 7th June 2019 at 12.00pm to consider and, if thought fit, pass resolutions 1 to 13, which will be proposed as ordinary resolutions of the Company, and resolutions 14 to 15, which will be proposed as special resolutions of the Company.

Report and accounts

1. To receive the Annual Report and Accounts for the financial year ended 31 December 2018.

Annual report on remuneration

2. To approve the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Directors' Remuneration for the financial year ended 31 December 2018, as set out on pages 52 to 53 and 54 to 59 respectively, of the 2018 Annual Report and Accounts.

Directors' remuneration policy report

3. To approve the Directors' remuneration policy report the full text of which is contained in the Remuneration Committee report for the financial year ended 31 December 2018, as set out on pages 60 to 64 of the 2018 Annual Report and Accounts.

Amendments to the Circassia Pharmaceuticals plc Performance Share Plan

4. To approve the proposed amendments to the rules of the Circassia Pharmaceuticals plc Performance Share Plan (the 'PSP') summarised in the explanatory notes of the Notice of Annual General Meeting and contained in the copy of the rules which has been signed by the Chairman for the purposes of identification and made available for inspection by shareholders prior to the meeting.

Directors

5. To re-elect Francesco Granata as a Director.
6. To re-elect Steven Harris as a Director.
7. To re-elect Julien Cotta as a Director.
8. To re-elect Rod Hafner as a Director.
9. To re-elect Jo Le Couilliard as a Director.
10. To re-elect Sharon Curran as a Director.

Auditors

11. To re-appoint PricewaterhouseCoopers as Auditors until the conclusion of the next Annual General Meeting at which the accounts are laid.
12. To authorise the Audit and Risk Committee to determine the remuneration of the Auditors.

Authority to allot shares

13. That:

- (a) the Directors be authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
 - (i) in accordance with article 7 of the Company's articles of association, up to a maximum nominal amount of £99,965 (such amount to be reduced by the nominal amount of any equity securities (as defined in article 8 of the Company's articles of association) allotted under paragraph (ii) below in excess of £99,965); and
 - (ii) comprising equity securities (as defined in article 8 of the Company's articles of association) up to a maximum nominal amount of £199,931 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in article 8 of the Company's articles of association);

- (b) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 30 June 2020; and
- (c) all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date)

Dis-application of pre-emption rights

14. That:

- (a) in accordance with article 8 of the Company's articles of association, the Directors be given power to allot equity securities for cash;
- (b) the power under paragraph (a) above (other than in connection with a rights issue, as defined in article 8 of the Company's articles of association) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £14,995;
- (c) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2020; and
- (d) all previous unutilised authorities under sections 570 and 573 of the Companies Act 2006 shall cease to have effect.

Disapplication of pre-emption rights in respect of an additional 5% of the Company's issued share capital

15. That the Directors be given power, in addition to any authority granted under resolution 14 and, pursuant to Sections 570(1) and 573 of the Companies Act 2006 (the Act), to allot equity securities (as defined in Section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by resolution 13, as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:
 - a. limited to the allotment of equity securities or treasury shares up to a nominal amount of £14,995; and
 - b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company 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 this notice,

such authority to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 June 2020), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

By order of the Board,

Julien Cotta

Company Secretary/Director

Registered office:
Magdalen Centre
Robert Robinson Avenue
Oxford OX4 4GA
Registered number 05822706

1 May 2019

Notes:

1. Only persons entered on the Register of Members of the Company at 6.30pm on 5th June 2019 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned Meeting) are entitled to attend and vote at the meeting either in person or by proxy and the number of Ordinary shares then registered in their respective names shall determine the number of votes such persons are entitled to cast on a poll at the Meeting.
2. Member is entitled to appoint a proxy to exercise all or any of his/her rights to attend and to speak and vote instead of him/her at the Meeting. A Member may appoint more than one proxy in relation to a Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. A proxy need not be a Member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
3. The Form of Proxy and power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority must be received by the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, not later than 48 hours before the time appointed for the Meeting. Completion and return of the Form of Proxy will not prevent you from attending and voting at the Meeting instead of the proxy, if you wish. You must inform the Company's Registrars in writing of any termination of the authority of a proxy.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
5. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available by logging in at www.euroclear.com). 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, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 12.00pm on 5th June 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
6. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, to procure that his/ her 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.
7. 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
8. A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
9. The statement of the rights of Members in relation to the appointment of proxies in paragraphs 2 and 3 above does not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered Members of the Company.
10. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
11. As at 23 April 2019 (being the last practicable day prior to publication of this notice) the Company's issued share capital consists of 374,870,649 Ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 23 April 2019 are 374,870,649.
12. Copies of the service contracts of the Executive Directors and the Non-Executive Directors' terms of appointment are available for inspection at the registered office of the Company during normal business hours from the date of this notice and at the place of the Meeting for a period from 15 minutes immediately before the Meeting until its conclusion.
13. Voting on all resolutions will be conducted by way of a poll. This will result in a more accurate reflection of the views of Shareholders by ensuring that every vote is recognised, including the votes of all Shareholders who are unable to attend the meeting but who appoint a proxy for the meeting. On a poll, each Shareholder has one vote for every share held.
14. 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 they do not do so in relation to the same shares.
15. Under section 527 of the Companies Act 2006 Members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the previous Meeting at which Annual Report and Accounts were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the Members requesting such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006, and it must forward the statement to the Company's Auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on its website.
16. A Member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the Meeting that the question be answered.
17. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at www.circassia.com
18. You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
19. Under section 338 and section 338A of the Companies Act 2006, Members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to Members of the Company entitled to receive Notice of the Meeting, notice of a resolution which may properly be moved and is intended to be moved at the Meeting; and/or (ii) to include in the business to be dealt with at the Meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company not later than the date of notice of the Meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Explanatory notes to the Notice of Annual General Meeting

The notes on the following page give an explanation of the proposed resolutions.

Resolutions 1 to 13 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 14 to 15 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 – receipt of Annual Report and Accounts

The Directors must present the Company's Annual Report and Accounts to the Annual General Meeting.

Resolution 2 – approval of Annual report on remuneration

Shareholders are asked to approve the Annual statement by the Chairman of the Remuneration Committee and the Annual report on remuneration that appear on pages 52 to 53 and 54 to 59 respectively of the Annual Report and Accounts. This vote is advisory, and the Directors' entitlement to remuneration is not conditional on it.

Resolution 3 – approval of Directors' remuneration policy

Shareholders are asked to approve the Directors' remuneration policy which is set out in full in the Directors' remuneration policy report which appears on pages 60 to 64 of the Annual Report and Accounts. Once the Directors' remuneration policy is approved the Company will not be able to make a remuneration payment to a current or future Director or a payment for loss of office to a current or past Director, unless that payment is consistent with the policy or has been approved by Shareholders.

Resolution 4 – approval of amendments to the rules of the Circassia Pharmaceuticals plc Performance Share Plan (the PSP)

The Company seeks shareholder approval for proposed amendments to the rules of the PSP. The proposed amendments are needed to bring the rules up-to-date and to provide flexibility to make share awards to the wider workforce, thus enabling a greater number of employees to share in the success of the business. The proposed amendments are as follows:

i) Dilution limit. The wording of the current limit restricts the number of shares which may be issued under the PSP (and any other employees' share plan operated by a Group Company) to 5% of issued share capital in 10 years. This is consistent with best practice for plans in which participation is limited to directors and senior executives, but it restricts the Company's ability to make awards to the wider workforce. It is, therefore, proposed to amend the limit to allow for dilution of up to 10% of issued share capital in 10 years.

ii) Individual limit. The current maximum value of an award which may be made in normal circumstances to an individual is 150% of total remuneration including bonuses and commissions but excluding benefits in kind. The proposed amendment brings the individual limit into line with best practice by restricting it to 150% of base annual salary. In addition, the maximum value of an award which may be made in special circumstances is to be reduced from 500% to 300% of base annual salary.

iii) Miscellaneous amendments.

Other proposed technical amendments include amendments to accommodate the requirements of the Market Abuse Directive and amendments concerning the processing of personal data. The above amendments, if approved, will not affect options or share awards made under the PSP prior to 7 June 2019, the date of the Annual General Meeting. The rules of the PSP, including the proposed amendments will be available for inspection at the offices Northbrook House, Robert Robinson Avenue, Oxford Science Park, Oxford, OX4 4GA from the date of Notice of Annual General Meeting until 15 minutes before the scheduled start time of the meeting. A copy will also be available at the place of the meeting for 15 minutes before the scheduled start time of the meeting.

Resolutions 5 to 10 – (re)-election of Directors

The Company's articles of association require all Directors to retire at each Annual General Meeting and those wishing to serve again to submit themselves for election or re-election. Accordingly, Francesco Granata, Steve Harris, Julien Cotta, Rod Hafner, Jo Le Couilliard and Sharon Curran are retiring from office and are submitting themselves for re-election.

Biographical details of the Directors standing for election or re-election are set out on pages 34 to 35 of the Annual Report and Accounts. Additionally, and in accordance with the Quoted Companies Alliance Corporate Governance Code, the Chairman has confirmed that, following formal performance evaluation, the performance of each of the other Directors continues to be effective and they continue to demonstrate commitment to the role.

Resolutions 11 to 12 – re-appointment and remuneration of the Auditors

At every general meeting at which accounts are presented to shareholders, the Company is required to appoint an auditor to serve from the end of the meeting until the next such meeting. The Board is proposing the re-appointment of PricewaterhouseCoopers LLP (PwC) as the Company's auditor and PwC has expressed its willingness to continue in office. The Audit and Risk Committee has reviewed PwC's effectiveness and recommends its re-appointment. Resolution 12 authorises the Audit and Risk Committee to determine the Auditors' remuneration.

Resolution 13 – authority to allot shares

At the Annual General Meeting held in 2018, Shareholders authorised the Directors, under section 551 of the Companies Act 2006, to allot Ordinary shares without the prior consent of Shareholders for a period expiring at the conclusion of the Annual General Meeting to be held in 2018 or, if earlier, at the close of business on 30 June 2019. It is proposed to renew this authority.

Paragraph (a)(i) of Resolution 13 will allow the Directors to allot Ordinary shares up to a maximum nominal amount of £99,965 representing approximately one third (33.33%) of the Company's existing issued share capital (excluding shares held in treasury) and calculated as at 23 April 2019 (being the latest practicable date prior to publication of this circular).

In accordance with institutional guidelines issued by the Investment Association, paragraph (a)(ii) of Resolution 13 will allow Directors to allot, including the Ordinary shares referred to in paragraph (a) (i) of Resolution 13, further of the Company's Ordinary shares in connection with a pre-emptive offer by way of a rights issue to Ordinary Shareholders up to a maximum nominal amount of £199,931, representing approximately two thirds (66.67%) of the Company's existing issued share capital (excluding shares held in treasury) and calculated as at 23 April 2019 (being the latest practicable date prior to publication of this circular).

The Directors have no present intention of exercising this authority. However, if they do exercise the authority, the Directors intend to follow best practice as regards its use, as recommended by the Investment Association.

Resolution 13 will be proposed as an ordinary resolution to renew this authority until the conclusion of the next Annual General Meeting or, if earlier, the close of business on 30 June 2020.

Resolution 14 – dis-application of pre-emption rights

Also at last year's Meeting a special resolution was passed, under sections 570 to 573 of the Companies Act 2006, empowering the Directors to allot equity securities for cash without first being required to offer such shares to existing Shareholders. It is proposed that this authority also be renewed in line with the most recent institutional shareholder guidelines. If approved, the resolution will authorise the Directors, in accordance with the articles of association, to issue shares in connection with a rights issue or other pre-emptive offer and otherwise to issue shares for cash up to a maximum nominal amount of £14,995 which includes the sale on a non pre-emptive basis of any shares the Company holds in treasury for cash. The £14,995 maximum nominal amount of equity securities to which this authority relates represents approximately 5% of the issued share capital of the Company as at 23 April 2019 (being the latest practicable date prior to publication of this circular).

Resolution 14 will be proposed as a special resolution to renew this authority until the conclusion of the next Annual General Meeting or, if earlier, the close of business on 30 June 2020.

Resolution 15: disapplication of pre-emption rights in respect of an additional 5% of the Company's issued share capital

Resolution 15 also gives the directors the power, in certain limited circumstances, to allot equity securities for cash without first being required to offer such shares to the existing shareholders in proportion to their existing holdings. The disapplication of pre-emption rights in respect of a further 5% of the Company's issued share capital in addition to the authority proposed to be granted pursuant to Resolution 14 reflects the guidance from the Pre-Emption Group's revised Statement of Principles published on 12 March 2015 (the Statement of Principles) and the Guidance issued by the Pre-Emption Group on 5 May 2016. Apart from in connection with rights issues and other pre-emptive offers, the power will be limited to the allotment of equity securities for cash up to an aggregate nominal value of £14,995 (being approximately 5% of the issued ordinary share capital of the Company as at 23 April 2019, the latest practicable date prior to publication of this notice) provided that the authority can only be used in connection with the financing or refinancing of an acquisition or specified capital investment (within the meaning of the Statement of Principles). Any such refinancing must be within six months of the original transaction. The directors will have due regard to the Statement of Principles in relation to any exercise of this power. The authority will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 30 June 2020. It is the directors' intention to seek renewal of this authority annually. It is standard for most UK companies to propose this resolution each year.