

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 to seek your own personal financial advice immediately from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom, the Financial Services (Jersey) Law 1998 if you are resident in Jersey or, if not, from another appropriate authorised independent financial adviser.

If you have sold or otherwise transferred all of your Shares, please forward this Circular at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of Shares, you should retain these documents.

INTEGRATED DIAGNOSTICS HOLDINGS PLC

Proposed listing of Shares on the Egyptian Exchange

Proposed Subdivision of Share Capital

Authority to allot Equity Securities

Disapplication of Pre-emption Rights

NOTICE OF EXTRAORDINARY GENERAL MEETING 2020

Shareholders should read the whole of this Circular. Your attention is drawn to the letter from the Chairman of the Company in Part 1 of this Circular which recommends that you vote in favour of the resolutions to be proposed at the EGM.

Notice of the Extraordinary General Meeting of the Company to be held at the Headquarters of IDH Integrated Diagnostics Holdings, Building B216-F7, Smart Village, Giza, Egypt on Wednesday, 23 December 2020 at 1.00 pm (GMT) / 3.00 pm local time (EET) is set out in Part 2 of this Circular.

Due to the ongoing restrictions and safety concerns as a result of the COVID-19 pandemic, the EGM will be run as a closed meeting with Shareholders unable to attend the meeting in person. Shareholders are therefore strongly encouraged to submit their proxy votes online at www.signalshares.com or in accordance with the instructions set out in note 2 of the Explanatory Notes to the Notice of EGM. All proxy instructions must be received no later than 1.00 pm (GMT) on Monday, 21 December 2020 (or, in the case of an adjournment, not later than 48 hours, excluding non-working days, before the time fixed for the holding of the adjourned meeting).

The Board remains keen to encourage engagement with Shareholders. To that end, the Directors would like to invite questions from Shareholders in advance of and during the EGM. Should Shareholders wish to submit questions to the Board prior to the deadline for proxy voting they can do

so, and these will be responded to on an individual basis. In addition, the Board will offer shareholders the opportunity to dial into the EGM, at which time they can also submit questions to the Board.

Shareholders wishing to access the dial-in facility or submit questions are asked to email nancy.fahmy@idhcorp.com by close of business on Wednesday, 16 December 2020.

This Circular is not a prospectus and does not constitute or form part of, and should not be construed as, any offer for sale or subscription of, or solicitation of any offer to buy or subscribe for, any securities of the Company in any jurisdiction, including (without limitation) the United States, nor should it or any part of it form the basis of, or be relied on in connection with, any contract or commitment whatsoever in any jurisdiction, including (without limitation) the United States. The Shares have not been and will not be registered under the US 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 (if issued) may not be offered, sold, pledged, delivered or otherwise transferred, directly or indirectly, into or within the United States, except pursuant to an exemption from, or in a transaction 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 in the United States. There will be no public offer of any such securities in the United States.

The distribution of this Circular in certain jurisdictions may be restricted by law and persons into whose possession this Circular comes should inform themselves about and observe any relevant restrictions. In particular, subject to certain exceptions, this Circular is not for distribution, directly or indirectly, in, into or from the United States, Canada, South Africa or Japan. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdictions. This Circular is and may be communicated only to (and is directed only at) persons to whom such communication may lawfully be made.

PART 1
INTEGRATED DIAGNOSTICS HOLDINGS PLC
Letter from the Chairman

Registered Office Address:
12 Castle Street, St. Helier, Jersey, JE2 3RT, Channel Islands

Dear Shareholder,

I am pleased to enclose the Notice of the Extraordinary General Meeting (the “**EGM**”) of Integrated Diagnostics Holdings Plc (the “**Company**”) which will be held at the Headquarters of IDH Integrated Diagnostics Holdings, Building B216-F7, Smart Village, Giza, Egypt on Wednesday, 23 December 2020 at 1.00 pm (GMT) / 3.00 pm local time (EET) (the “**Notice of EGM**”). A copy of this Notice of EGM can be viewed on our website at www.idhcorp.com.

BUSINESS OF THE EGM

The Company announced on 17 November 2020 that it was contemplating a possible dual listing of its ordinary shares (the “**Shares**”) on the Egyptian Exchange (the “**EGX**”), in relation to which it was examining possible transaction structures. I am pleased to confirm that the Company now intends to proceed with the proposed dual listing on the EGX (the “**Dual Listing**”). It is proposed that the Dual Listing will be facilitated by way of a placing of Shares representing around 5 per cent. of the Company's existing issued share capital (the “**Placing Shares**”) to new investors on the EGX, including Egyptian institutional investors and retail investors through a share offering and placement (the “**Placing**” and together with the Dual Listing, the “**Transaction**”). Although the Company is considering the optimal transaction structure, the Placing Shares may comprise either new Shares, existing Shares to be sold by the Company from treasury following a buyback or existing Shares to be sold by current Shareholders, or a combination thereof subject to further discussion and confirmation with the relevant regulatory bodies. Shares would be traded on the EGX in Egyptian pounds.

The directors of the Company (the “**Board**” or the “**Directors**”) believe that the Dual Listing would be complementary to the current listing of the Company's Shares on the London Stock Exchange (the “**LSE**”) and offer Egypt-based investors an opportunity to capitalize on the Company's strong growth and prospects and widen its investor base across an enlarged pool of geographically diverse investors. This is expected to lead to increased participation from local retail and institutional investors as well as global emerging markets specialists who regularly invest via the EGX. The Directors further believe that the Dual Listing would additionally improve liquidity and drive up volumes in the Company's shares while simultaneously increasing its local visibility in a market where the Company generates the majority of its business.

Following completion of the proposed Transaction, the Company will remain fully committed to meeting the high standards of disclosure expected of companies listed in the United Kingdom and Egypt.

In order to facilitate the Transaction, certain approvals are being sought from Shareholders to: (i) approve the listing of the Shares on the EGX, as generally required by Egyptian regulations and related practices, (ii) undertake a subdivision of the Company's issued share capital, pursuant to which each Share will be subdivided into four Shares (the “**Subdivision**”), with the intention of bringing the trading price of the Shares more in line with typical trading prices of shares on the EGX; (iii) in order to reflect the Subdivision and in replacement of the authority previously granted to the Directors at the Company's 2020 annual general meeting which took place on 23 June 2020 (the “**2020 AGM**”), authorise the Directors to allot Shares representing up to 20 per cent. of the Company's issued share capital; (iv) in order to reflect the Subdivision and in replacement of the authority previously granted to the Directors at the 2020 AGM, to authorise the Directors to allot shares representing up to 5 per cent. of the Company's issued share capital as if pre-emption rights did not apply and (v) in order to reflect the Subdivision and in replacement of the authority previously granted to the Directors at the 2020 AGM, approve certain on market share buy backs by the Company of up to 10 per cent. of the issued share capital of the Company including the holding of such Shares as treasury shares. Further details of these proposals are set out below.

In addition to the approvals required from Shareholders, the Dual Listing is subject to completing a number of steps and registrations, including but not limited to approval by the Egyptian Financial Regulatory Authority (the “FRA”) and the EGX. The Company is targeting to complete the Dual Listing by end of H1 2021. However, there can be no guarantee that such approvals will be received in a timely fashion or at all, in which case the Dual Listing would not take place.

LISTING OF SHARES ON THE EGX – Resolution 1

Under relevant Egyptian regulations and practice, it is generally required and the practice that prior to listing Shares on the EGX, the Company obtains the approval of Shareholders. Accordingly, in order to facilitate the Dual Listing, Resolution 1 proposes that Shareholders approve the listing and offering of the Shares on the EGX.

The other Resolutions described below are all conditional on this Resolution being approved.

SUBDIVISION – Resolutions 2 and 3

It is noted that the Company’s share price as at close of business on 3 December 2020, being the last practicable date prior to publication of this Circular, was US\$3.75. It is noted that securities generally trade on the EGX at substantially lower prices, with the average trading price of EGX traded shares being approximately E£8 – 10 (approximately US\$0.5 – 0.6) over the course of last year. It is also noted that a significant proportion of investors on the EGX are retail investors, who may be unwilling or unable to purchase securities at significantly higher denominations.

As such, in order to ensure that the trading price of the Company’s Shares is more in line with typical trading prices on the EGX, which the Directors believe will therefore promote the success of the Dual Listing and the Placing, it is proposed to undertake a subdivision of the Company’s existing share capital.

As at the date of the Circular, the Company’s authorised share capital comprises 180,000,000 Shares of US\$1.00 each in the capital of the Company, of which 150,000,000 Shares are currently in issue. It is proposed that each Share, whether issued or not, be subdivided into four Shares, of US\$0.25 each.

Following the Subdivision, the Company’s authorised share capital would comprise 720,000,000 Shares of US\$0.25 each, of which 600,000,000 Shares would be in issue immediately following the Subdivision (excluding any new Shares which may be issued pursuant to the Placing). The Subdivision is expected to be effective from the day following the EGM, subject to being approved, with the subdivided Shares being credited in CREST that day and share certificates reflecting the Subdivision being dispatched within 5 business days. A new International Securities Identification Number (ISIN) will also be obtained in respect of the subdivided Shares.

AUTHORITY TO ALLOT AND DISAPPLICATION OF PRE-EMPTION RIGHTS – Resolutions 4 and 5

At the 2020 AGM, Shareholders authorised the Directors for the purpose of article 12 of the Articles of Association to issue and allot or agree to issue and allot Equity Securities of the Company or to grant rights to subscribe for, or to convert any security into, Equity Securities of the Company up to 49,500,000 Shares, being 33 per cent. of the then issued share capital of the Company, with such authority, unless previously renewed, varied or revoked, to expire at the conclusion of the Company’s next annual general meeting following the 2020 AGM.

In order to reflect the Subdivision and in replacement of the authority previously granted to the Directors at the 2020 AGM referred to above, Resolution 4 proposes that such authority is replaced by a revised authority such that the Directors will be authorised to issue and allot up to 120,000,000 Shares, being 20 per cent. of the issued share capital of the Company following the Subdivision. This authority has been reduced from 33 per cent. to 20 per cent. to more accurately reflect the authorized share capital of the Company following the Subdivision. The authority would expire at the earlier of the conclusion of the Company’s next annual general meeting following the EGM or 23 September 2021.

The Shareholders further authorised the Directors pursuant to article 12.4 of the Articles of Association to allot Equity Securities (whether directly, or by way of options, warrants, convertible instruments or other grant of rights for Equity Securities convertible upon exercise of such options, warrants, convertible instruments or other grant of rights) such that pre-emption rights (as set out in article 13.1 of the Articles of Association) shall not apply, provided that such authority and power shall be limited to:

(i) the allotment of Equity Securities in connection with a rights issue or similar offer in favour of ordinary shareholders where the Equity Securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements, treasury shares, record dates or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body of, any territory;

(ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of up to 7,500,000 Shares, representing 5 per cent. of the then issued share capital of the Company,

with such authority, unless previously renewed, varied or revoked, also to expire at the conclusion of the Company's next annual general meeting following the 2020 AGM.

In order to reflect the Subdivision and in replacement of the authority previously granted to the Directors at the 2020 AGM referred to above, Resolution 5 proposes that such authority is replaced by a new authority such that the Directors will be authorised to issue and allot up to 30,000,000 Shares, being 5 per cent. of the issued share capital of the Company following the Subdivision, on a non-pre-emptive basis. The authority would expire at the earlier of the conclusion of the Company's next annual general meeting following the EGM or 23 September 2021.

REPURCHASE OF EQUITY SECURITIES – Resolution 6

At the 2020 AGM, the Shareholders authorised the Company to make market purchases of up to 15,000,000 Equity Securities (representing up to 10 per cent. of the then issued share capital of the Company) on such terms and in such manner as the Directors shall determine at prices not less than US\$1.00 (being the current nominal value of the Shares) and not exceeding 105% of the average of the middle market quotations for the five business days before each purchase (exclusive of expenses), such authority to expire, unless previously renewed, varied or revoked, at the conclusion of the Company's next annual general meeting following the 2020 AGM or, if earlier, at close of business on the day falling 15 months after the 2020 AGM (i.e. 23 September 2021).

In order to reflect the Subdivision and to potentially facilitate any buyback that the Directors may decide to undertake in order to facilitate (as discussed in more detail below), Resolution 6 proposes that such authority is replaced by an equivalent authority such that the Company to make market purchases of up to 60,000,000 Shares (being 10 per cent. of the issued share capital of the Company following the Subdivision) at prices not less than US\$0.25 (being the new nominal value of the Shares following the Subdivision) and not exceeding 105% of the average of the middle market quotations for the five business days before each purchase (exclusive of expenses). The authority would expire at the earlier of the conclusion of the Company's next annual general meeting following the EGM or 23 September 2021.

As noted above, although the Company is considering the optimal transaction structure, the Placing Shares may comprise either new Shares, a sale of existing Shares to be sold by the Company from treasury following a buyback or existing Shares to be sold by current Shareholders, or a combination thereof. To the extent the Company decides to undertake a buyback (whether carried out by way of on-market purchases pursuant to Resolution 6 or by way of a separate tender offer which may comprise an off-market purchase) it will provide further details, including the terms of any such buyback in due course. It is possible that the Company may need to seek additional shareholder approvals in respect of any such buyback, in which case the Company would publish a further shareholder circular convening another extraordinary general meeting. Any such buyback would be funded using the Company's existing financial resources and/or new financing. Prior to proceeding with any such buyback in order to facilitate the Placing, the Directors would consider the effect upon earnings per Share and the benefits for shareholders generally.

There were no options outstanding as at the date of this Circular.

TREASURY SHARES – Resolutions 7 and 8

Resolution 7 proposes that the Company may hold in treasury any of its own Shares that it purchases pursuant to the authority conferred by Resolution 6. This would give the Company the ability to re-issue treasury shares quickly and cost effectively, including to facilitate the Placing, and otherwise would provide the Company with greater flexibility in the management of its capital base.

Resolution 8 proposes that the Company be enabled to execute all such documents as necessary to hold the Shares it purchases pursuant to the authority conferred by Resolution 6 as treasury shares.

PLACING

In order to create liquidity in the Shares to be listed on the EGX and to meet minimum free float requirements, pursuant to the Placing, it is intended that the Company will issue (or sell from treasury) up to 30,000,000 Placing Shares (representing around 5 per cent. of the Company's issued share capital following the Subdivision) to new investors on the EGX, including Egyptian institutional investors and retail investors through a share offering and placement.

The transaction is expected to widen the Company's investor base across an enlarged pool of geographically diverse investors including Egyptian institutional and retail investors as well as global emerging markets specialists who regularly invest via the EGX and is expected to improve liquidity and drive up volumes in the Company's shares while simultaneously increasing its local visibility in a market where the Company generates the majority of its business.

Whilst the Company's Shares are currently admitted to the standard listing segment of the Official List of the FCA and therefore Listing Rule 9.5.10R does not apply to Company, it is nevertheless intended that the Placing Shares will be offered to new investors at a price which will not be a discount of more than 10 per cent. to the middle market price of the Shares on the LSE at the time of announcing the Placing.

In connection with the Placing, it is proposed that the Company would enter into a placing agreement with Renaissance Capital as placing agent, and any other placing agents which may be appointed (together, the **"Placing Agents"**) on or before announcing the terms of the Placing. It is expected that pursuant to any such placing agreement the Company would provide certain customary representations, warranties, undertakings and indemnities in favour of the Placing Agents and the Placing Agents would have the ability to terminate the agreement on the occurrence of certain customary events (including a material breach by the Company of the agreement, a material adverse change in the Company's business, financial or operating conditions and force majeure). The Company also expects to agree to a customary lock-up, subject to certain customary exceptions. The Company will agree to pay the Placing Agents' customary fees and reimburse their costs and expenses in connection with the Transaction.

To the extent that the Placing Shares comprise new Shares, the Directors intend that the net proceeds of the Placing would be directed towards the Company's organic and inorganic growth plans and general corporate purposes. To the extent that the Placing Shares comprise existing Shares sold by the Company from treasury following a buyback, the net proceeds of the Placing would be used to replenish the Company's finances used to fund the buyback. To the extent that the Placing Shares comprise existing Shares to be sold by current Shareholders, the Company would not receive any proceeds in respect thereof.

EXPENSES

The Company expects to incur costs and expenses in relation to the Transaction (including any buyback), including fees payable to the EGX and the Egyptian Financial Regulatory Authority, placing fees payable to the Placing Agents, as well as their costs and expenses, and the fees and expenses of the Company's other advisors, including Clifford Chance LLP (English and US counsel to the Company), Ogier (Jersey) LLP (Jersey counsel to the Company) and White & Case LLP (Egyptian counsel to the Company).

TIMETABLE

The General Meeting will take place on Wednesday, 23 December 2020 at 1.00 pm (GMT) / 3.00 pm local time (EET).

Assuming the proposals are approved by Shareholders at the General Meeting, it is expected that:

- the Subdivision will be effective from the day following the EGM, with the subdivided Shares being credited in CREST that day and share certificates reflecting the Subdivision being dispatched within 5 business days
- any buyback, the Dual Listing and Placing will take place by end of H1 2021.

COVID-19, VOTING AND QUESTIONS

Due to the ongoing restrictions and safety concerns as a result of the COVID-19 pandemic, the EGM will be run as a closed meeting with Shareholders unable to attend the meeting in person. Shareholders are therefore strongly encouraged to submit their proxy votes online online at www.signalshares.com or in accordance with the instructions set out in note 2 of the Explanatory Notes to the Notice of EGM. All proxy instructions must be received no later than 1.00 pm (GMT) on Monday, 21 December 2020 (or, in the case of an adjournment, not later than 48 hours, excluding non-working days, before the time fixed for the holding of the adjourned meeting).

As Shareholders will be unable to attend the meeting in person, you are strongly encouraged to appoint the Chairman of the EGM, rather than another individual, as your proxy. It will not be possible for Shareholders to vote during the meeting.

The Board remains keen to encourage engagement with Shareholders. To that end, the Directors would like to invite questions from Shareholders in advance of and during the EGM. Should Shareholders wish to submit questions to the Board prior to the deadline for proxy voting they can do so, and these will be responded to on an individual basis. In addition, the Board will offer shareholders the opportunity to dial into the EGM, at which time they can also submit questions to the Board.

Shareholders wishing to access the dial-in facility or submit questions are asked to email nancy.fahmy@idhcorp.com by close of business on Wednesday, 16 December 2020.

RECOMMENDATION

The Board unanimously recommends that you vote in favour of all the Resolutions, as the Directors intend to do in respect of their own beneficial shareholdings where applicable.

Yours faithfully,

LORD ANTHONY ST JOHN, CHAIRMAN

Dated: 4 December 2020

Part 2

INTEGRATED DIAGNOSTICS HOLDINGS PLC

(Incorporated in Jersey with registered number 117257)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Shareholders of Integrated Diagnostics Holdings Plc (the "**Company**") will be held at the Headquarters of IDH Integrated Diagnostics Holdings, Building B216-F7, Smart Village, Giza, Egypt on Wednesday, 23 December 2020 at 1.00 pm (GMT) / 3.00 pm local time (EET) for the following purposes:

1. To consider and, if thought fit, pass the following resolution as a special resolution which, in accordance with Article 3 of the Company's Articles of Association will require a majority of three-fourths of the members voting in person or by proxy on this resolution to be passed:

THAT the Company is hereby generally and unconditionally authorised to list and offer the Company's Shares on the Egyptian Exchange (the "**EGX**"), and to take all necessary steps and procedures with all governmental and non-governmental authorities, including but not limited to the Egyptian Financial Regulatory Authority, Misr for Central Clearing, Depository and Registry and the EGX to effect the listing and any offering and/or placing on the EGX.

2. To consider and, if thought fit, pass the following resolution as a special resolution which, in accordance with Article 3 of the Company's Articles of Association will require a majority of three-fourths of the members voting in person or by proxy on this resolution to be passed:

THAT subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed each of the authorised 180,000,000 limited shares of \$1.00 each in the capital of the Company, whether issued or not, be subdivided into 4 limited shares of \$0.25 each (the "**Subdivision**").

3. To consider and, if thought fit, pass the following resolution as a special resolution which, in accordance with Article 3 of the Company's Articles of Association will require a majority of three-fourths of the members voting in person or by proxy on this resolution to be passed:

THAT subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed paragraph 6 of the memorandum of association of the Company be deleted and replaced with the following:

"The authorized nominal share capital of the Company is US\$180,000,000 divided into 720,000,000 limited shares of US\$0.25 each."

4. To consider and, if thought fit, pass the following resolution as an ordinary resolution which will require a simple majority of the members voting in person or by proxy on this resolution to be passed:

THAT subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed and in substitution for all existing and unexercised authorities and powers (including resolution 10 passed at the 2020 AGM), the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of article 12 of the Articles of Association to exercise all or any of the powers of the Company to issue and allot or agree to issue and allot Equity Securities of the Company or to grant rights to subscribe for, or to convert any security into, Equity Securities of the Company up to 120,000,000 ordinary shares of US\$0.25 each, being 20 per cent of the issued share capital of the Company following the Subdivision, to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the Articles of Association) and this authority shall, unless previously renewed, varied or revoked by the Company in a general meeting, expire at the earlier of the conclusion of the next annual general meeting of the Company held after the date on which this resolution is passed or 23 September 2021 save that the directors of the Company may issue and allot or agree to issue and allot Equity Securities, notwithstanding that this authority has expired, if they are allotted in pursuance of an offer or agreement made by the Company

before this authority expires, which would or might require Equity Securities to be allotted after this authority expires.

5. To consider and, if thought fit, pass the following resolution as a special resolution which, in accordance with Article 3 of the Company's Articles of Association will require a majority of three-fourths of the members voting in person or by proxy on this resolution to be passed:

THAT subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed and in substitution for all existing and unexercised authorities and powers (including resolution 13 passed at the 2020 AGM), the directors of the Company be and are hereby empowered generally and unconditionally pursuant to article 12.4 of the Articles of Association to allot Equity Securities (whether directly, or by way of options, warrants, convertible instruments or other grant of rights for Equity Securities convertible upon exercise of such options, warrants, convertible instruments or other grant of rights) pursuant to the authority conferred upon them by resolution 4, such that article 13.1 of the Articles of Association shall not apply to the allotment, provided that this authority and power shall be limited to:

- (i) the allotment of Equity Securities in connection with a rights issue or similar offer in favour of ordinary shareholders where the Equity Securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements, treasury shares, record dates or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body of, any territory;
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of up to 30,000,000 ordinary shares of US\$0.25 each, representing 5 per cent of the issued share capital of the Company following the Subdivision;

and this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the earlier of conclusion of the next annual general meeting of the Company held after the date on which this resolution is passed or 23 September 2021, save that the directors of the Company may allot Equity Securities or rights to subscribe for or convert securities into Equity Securities notwithstanding that this authority has expired, if they are allotted in pursuance of an offer or agreement made by the Company before this authority expires, which would or might require Equity Securities to be allotted after this authority expires.

6. To consider and, if thought fit, pass the following resolution as a special resolution which, in accordance with Article 3 of the Company's Articles of Association will require a majority of three-fourths of the members voting in person or by proxy on this resolution to be passed:

THAT subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed and in substitution for all existing and unexercised authorities and powers (including resolution 14 passed at the 2020 AGM), the Company is hereby generally and unconditionally authorised pursuant to Article 57 of the Companies (Jersey) Law 1991 to make market purchases of Equity Securities in the capital of the Company on such terms and in such manner as the Directors shall determine provided that:

- (i) the maximum number of Equity Securities authorised to be purchased is 60,000,000 ordinary shares of \$0.25 each, representing up to 10 per cent. of the sum of the issued ordinary share capital of the Company following the Subdivision;
- (ii) the minimum price which may be paid for each Equity Security is US\$0.25;
- (iii) the maximum price (exclusive of expenses) which may be paid for each Equity Security is, in respect of a share contracted to be purchased on any day, an amount equal to the higher of (i) 105% of the average of the closing middle market quotations for the Equity Securities taken from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which that Equity Security is to be purchased; and (ii) the higher of the last independent trade and the highest current independent bid for the Equity Security on the London Stock Exchange at the relevant time,

and this authority will (unless previously renewed, varied or revoked by the Company in general meeting) expire at the earlier of the conclusion of the next annual general meeting of the Company held after the date on which this resolution is passed or 23 September 2021, save that the Company may make a

contract to purchase Equity Securities under this authority before this authority expires which will or may be executed wholly or partly after its expiration.

7. To consider and, if thought fit, pass the following resolution as an ordinary resolution which will require a simple majority of the members voting in person or by proxy on this resolution to be passed:

THAT, subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed and pursuant to Article 58A (1)(b) of the Companies (Jersey) Law 1991, the holding by the Company of the Equity Securities purchased to the authority conferred by Resolution 6 as treasury shares in accordance with the provisions of the Companies (Jersey) Law 1991 be approved.

8. To consider and, if thought fit, pass the following resolution as an ordinary resolution which will require a simple majority of the members voting in person or by proxy on this resolution to be passed:

THAT, subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed the execution and delivery by the Company of any documents that are necessary or expedient in connection with the Company holding the Equity Securities purchased pursuant to the authority conferred by Resolution 7 as treasury shares be approved.

By order of the Board of Directors of Integrated Diagnostics Holdings Plc

LORD ANTHONY ST JOHN, CHAIRMAN

Dated: 4 December 2020

Registered Office Address:
12 Castle Street, St. Helier, Jersey, JE2 3RT, Channel Islands

EXPLANATORY NOTES TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING

1. Definitions

“2020 AGM”	the Company's 2020 annual general meeting which took place on 23 June 2020
“Articles of Association”	the Articles of Association of the Company
“Board” or “Directors”	the directors of the Company, whose names and biological details are set out on pages 64 to 65 of the annual accounts of the Company for the year ended 31 December 2019, and “Director” shall mean any of them
“Chairman”	the chairman of the Company, as set out on page 64 of the annual accounts of the Company for the year ended 31 December 2019
“Company”	Integrated Diagnostics Holdings Plc
“Companies Law”	the Companies (Jersey) Law 1991 (as amended), and every order, regulation or other subordinate legislation made under it
“Dual Listing”	the proposed dual listing of the Company's ordinary shares on the EGX
“£”	Egyptian pounds, the lawful currency of Egypt
“EGX”	the Egyptian Exchange
“Equity Securities”	ordinary shares in the Company, or rights to subscribe for, or to convert securities into, ordinary shares in the Company
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company convened at the Headquarters of IDH Integrated Diagnostics Holdings, Building B216-F7, Smart Village, Giza, Egypt on Wednesday, 23 December 2020 at 1.00 pm (GMT) / 3.00 pm local time (EET)
“LSE”	the London Stock Exchange
“Notice of EGM”	the notice convening the EGM which is set out in Part 2 of this Circular
“Placing”	the proposed placing of the Placing Shares to new investors on the EGX, including Egyptian institutional investors and retail investors through a share offering and placement
“Placing Shares”	new or existing Shares representing up to 5 per cent. of the Company's existing issued share capital
“Register of Members”	the register of members of the Company
“Resolutions”	the resolutions set out in the Notice of EGM and “Resolution” shall mean any of them
“Shareholders”	the holders of the Shares
“Shares”	ordinary shares of US\$1.00 each in the capital of the Company and/or, subject to the approval of the Subdivision, ordinary shares of US\$0.25 each in the capital of the Company (as the context

	requires)
“Subdivision”	the proposed subdivision of the Company’s issued share capital, pursuant to which each Share of US\$1.00 will be subdivided into four Shares of US\$0.25 each
“Transaction”	together, the Dual Listing and the Placing
“US\$”	US dollars, the lawful currency of the United States of America
“US Securities Act”	the US Securities Act of 1933, as amended

2. Proxy Information

- 2.1. A Shareholder, or their duly appointed representative, is entitled to appoint one or more proxies (whether they are Shareholders or not) to vote in place of the Shareholder. ***Given shareholders will not be able to attend the EGM in person, you are strongly requested to appoint only the Chairman of the meeting as your proxy and shareholders are asked to take this into account in reviewing the information set out below.***
- 2.2. To appoint a proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be either:
- submitted electronically via Link Group portal, www.signalshares.com; by following the
 - on-screen instructions, in particular at the “Proxy Voting” link, by no later than the deadline set out below. In order to appoint a proxy using the Website, members will need to log into their Signal Shares account, or register if they have not previously done so. To register, members will need to identify themselves with their Investor Code which is detailed on their share certificate or available from our Registrar, Link Group; or
 - lodged using the CREST Proxy Voting Service in accordance with the procedure set out below; or
 - by requesting a hard copy form of proxy directly from the registrars, Link Group, on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link Group are open between 9.00 am – 5.30 pm (GMT), Monday to Friday excluding public holidays in England and Wales.

in each case so as to be received no later than 1.00 pm (GMT) on Monday, 21 December 2020 (or, in the case of an adjournment, not later than 48 hours, excluding non-working days, before the time fixed for the holding of the adjourned meeting).

- 2.3. The form of proxy and the power of attorney or other authority, if any, under which it is executed, or a copy of it certified by a notary, shall be delivered to Link Group, at PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 1.00 pm (GMT) on Monday, 21 December 2020 (or, in the case of an adjournment, not later than 48 hours, excluding non-working days before the time fixed for holding of the adjourned meeting).
- 2.4. 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 voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 2.5. In order for a proxy appointment or instruction made by means of CREST 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 instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company’s agent, Link Group (CREST Participant ID: RA10), no later than 1.00 pm (GMT) on Monday, 21 December 2020 (or, in the case of an adjournment, not later than 48 hours, excluding non-working days before the time fixed for holding of the adjourned meeting). 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 Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

- 2.6. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited 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, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 2.7. 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.
- 2.8. Any corporation which is a Shareholder may, by resolution of its directors or other governing body or in accordance with its governing law or constitutional documents, authorise such person as it thinks fit to act as its representative at the Extraordinary General Meeting, and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation which they represent as that corporation could exercise if it were a natural person who is a Shareholder. A Director, the Secretary or other person authorised for the purpose by the Secretary may require a representative to produce a certified copy of the resolution of authorisation before permitting him to exercise his powers.

3. Closure of Register

- 3.1. The Company specifies that only those Shareholders registered in the Register of Members of the Company as at close of business on Monday, 21 December 2020 (being 48 hours, excluding non-working days, before the Extraordinary General Meeting in accordance with Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999) are entitled to vote at the Extraordinary General Meeting in respect to the number of Shares registered in their name at that time.
- 3.2. Changes to entries on the Register of Members after that time shall be disregarded when determining the rights of any person to vote in the Extraordinary General Meeting.

4. Company's Share Capital

- 4.1. As at 3 December 2020 (being the last practicable date prior to publication of this notice), the Company's issued share capital comprised 150,000,000 Shares. Each Share carries the right to one vote at a general meeting of the Company and therefore the total number of voting rights in the Company as at 3 December 2020 is 150,000,000. As at the date of this Circular, the Company does not hold any Shares in treasury.

5. Voting by poll

- 5.1 Article 88 of the Articles of Association provides that at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Law, a poll may be demanded:

- (i) by the Chairman; or
- (ii) (except on the election of the chairman of the meeting or on a question of adjournment) by not less than 3 Shareholders present in person or by proxy and entitled to vote; or
- (iii) by a Shareholder or Shareholders present in person or by proxy and representing not less than 10% of the total voting rights of all the Shareholders having the right to vote on the resolution; or
- (iv) any Shareholder or Shareholders present in person or by proxy holding shares conferring a right to vote on the resolution, being shares on which an aggregate sum has been paid up equal to not less than 10% of the total sum paid up on all the shares conferring that right.

The appointment of a proxy to vote on a matter at a meeting authorises the proxy to demand, or join in demanding, a poll on that matter. In applying the provisions of this Article, a demand by a proxy counts (a) for the purposes of paragraph (ii) above, as a demand by the shareholder, (b) for the purposes of paragraph (iii) above, as a demand by a shareholder representing the voting rights that the proxy is

authorised to exercise, and (c) for the purposes of paragraph (iv) above, as a demand by a shareholder holding the shares to which those rights are attached.

Article 89 of the Articles of Association further provides that unless a poll is so demanded (and the demand is not duly withdrawn), a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Article 90 of the Articles of Association provides that the demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result on a show of hands declared before the demand was made. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. If the demand for a poll is withdrawn, the Chairman or any other member entitled may demand a poll.

6. Article 78 of the Company's Articles of Association permits the right of a member to participate in the business of any general meeting shall include, without limitation, the right to speak, vote on a show of hands, vote on a poll, be represented by a proxy and have access to all documents which are required by the Companies Law or these Articles to be made available at the meeting.
7. Article 72 of the Company's Articles of Association provides that, where so requested in the manner set out in section 527(4) of the United Kingdom's Companies Act 2006 by holders representing at least five per cent. of the total voting rights of all the holders who have a right to vote at the general meeting at which the Company's annual accounts are laid, or by at least 100 holders who have such right to vote and hold shares in the Company on which there has been paid up an average sum, per member, of at least £100, the Company shall publish on its website a statement setting out any matter relating to the audit of the Company's accounts or any circumstances connected with an auditor of the Company ceasing to hold office, and the Company shall comply with all the obligations relating to the publication of such statement contained in the provisions of sections 527 to 529 (other than section 527(5) and excluding the reference to "See also section 153 (exercise of rights where shares are held on behalf of others)" in section 527(2)) of the United Kingdom's Companies Act 2006 as if it were a company incorporated in the United Kingdom to which such provisions apply, provided always that the Company shall not be required to comply with the obligation set out in section 527(1) of the United Kingdom's Companies Act 2006 where the Board believes in good faith that the rights conferred by this article are being abused.