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Destiny Pharma plc

(the "Company")

(incorporated in England and Wales with registered number 03167025)

Annual General Meeting

Directors

Nick Rodgers, Non-executive Chairman
Neil Clark, Chief Executive Officer
Shaun Claydon, Chief Financial Officer
Dr William (Bill) Love, Chief Scientific Officer
Anthony (Joe) Eagle, Non-executive Director
Peter Morgan, Non-executive Director
Dr Huaizheng Peng, Non-executive Director

Registered office:

Unit 36, Sussex Innovation Centre
Science Park Square,
Falmer, Brighton BN1 9SB
Registered in England and Wales
with number 03167025

29 April 2019

To the holders of our ordinary shares

Dear Shareholder

2019 Annual General Meeting

I am pleased to invite you to our 2019 Annual General Meeting to be held at 10.00 a.m. on 4 June 2019 at the offices of finnCap Limited, the Company's joint broker, at 60 New Broad Street, London, EC2M 1JJ. The Notice of AGM, which follows this letter, sets out the business to be considered at the meeting. The appendix to this letter contains explanatory notes about the resolutions in the notice. A copy of our 2018 Annual Report is also enclosed. The document may also be viewed online on our website at www.destinypharma.com/reports-presentations.

Action to be taken

A proxy appointment form for use in connection with the Annual General Meeting is enclosed with this document. You are requested, whether or not you intend to attend the meeting, to complete the form in accordance with its instructions and then to send it to Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF. To be valid, the completed form must be received at that address by 10.00 a.m. on 31 May 2019. Completion and return of the form will not preclude you from attending and voting at the meeting.

Recommendation

Your directors consider the passing of all the resolutions in the notice of the Annual General Meeting to be in the best interests of Destiny Pharma plc and our shareholders as a whole. Your directors unanimously recommend you to vote in favour of each of these resolutions. The directors who own Destiny Pharma plc shares, being Joe Eagle, Bill Love and Peter Morgan, intend to vote all their shares in favour of each resolution.

Yours sincerely

Nick Rodgers
Chairman

Notice of Annual General Meeting

Notice is given that the 2019 Annual General Meeting of the Company will be held at the offices of finnCap Limited, at 60 New Broad Street, London, EC2M 1JJ on 4 June 2019 at 10.00 a.m. to transact the business set out below. Resolutions 1 to 6 below will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution.

Ordinary resolutions

1. That the Company's annual accounts for the year ended 31 December 2018 and the accompanying auditor's, strategic and directors' reports as now laid before the meeting be received.
2. That Nick Rodgers be re-elected as a director.
3. That Shaun Claydon be re-elected as a director.
4. That Crowe U.K. LLP be re-appointed as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which annual accounts are laid before the Company.
5. That the Audit Committee be authorised to fix the auditor's remuneration.
6. 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 £146,217.32;
 - b) this authority shall expire on 31 August 2020 or, if earlier, on the conclusion of the Company's next annual general meeting; and
 - 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.

Special resolution

7. That 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, pursuant to the authority conferred on them by resolution 6 in the notice of this meeting or by way of a 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 (each as referred to in the Financial Services Authority's listing rules) 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, treasury shares or 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 paragraph (a) above) with an aggregate nominal value of £87,730.39,

and shall expire when the authority conferred on the directors by resolution 6 in the notice of this meeting expires 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 and so that 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.

By order of the Board

Shaun Claydon

Company Secretary and Director

29 April 2019

Registered office:

Unit 36, Sussex Innovation Centre

Science Park Square,

Falmer, Brighton BN1 9SB

Registered in England and Wales with number 03167025

Notes

Notes

1. A member who is entitled to attend and vote at the meeting 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 vote at the meeting.
2. The right of a member of the Company to vote at the meeting will be determined by reference to the register of members. A member must be registered on that register as the holder of ordinary shares by close of business on 31 May 2019 in order to be entitled to attend and vote at the meeting as a member in respect of those shares.
3. Forms for the appointment of a proxy in respect of the meeting have been provided to members with this notice of meeting. Hard copy forms for the appointment of a proxy are also available on request from Link Asset Services on 0871 664 0300 (calls cost 12p per minute plus network extras. Lines are open from 9.00 a.m. to 5.30 p.m., Monday to Friday excluding UK public holidays). 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 relied on to sign it, or a certified copy of such item) to Link Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF so as to be received by 10.00 a.m. on 31 May 2019.
4. A member may not use any electronic address provided by the Company in this document or with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the meeting other than as expressly stated in it.

Appendix – explanatory notes

Resolution 1 – 2018 Annual Report

The directors are required by legislation to present the Company's 2018 Annual Report to members at the Annual General Meeting. The 2018 Annual Report contains the accounts for Destiny Pharma plc for the year ended 31 December 2018, the auditor's report on those accounts and the directors' and strategic reports for the year.

Resolutions 2 and 3 – re-election of Nick Rodgers and Shaun Claydon as directors

At the meeting Nick Rodgers and Shaun Claydon, who have been appointed as directors since the last annual general meeting, will be proposed for election by shareholders as a director in accordance with our articles of association.

Further information about Nick and Shaun can be found on page 24 of the Company's 2018 Annual Report and on the Company's website at www.destinypharma.com/company/board.

Resolutions 4 and 5 – auditor's re-appointment and remuneration

Resolution 4 is for the re-appointment of Crowe U.K. LLP as the Company's auditor to hold office until the conclusion of the next general meeting at which statutory accounts are laid before the company. Crowe Clarke Whitehill LLP changed its name to Crowe U.K. LLP on 25 June 2018. Resolution 5 is to authorise the Audit Committee of the Company's board of directors to fix the auditor's remuneration.

Resolution 6 – authority to allot shares

Resolution 6 will, if passed, allow the directors to issue shares within limits set by the UK Pre-Emption Group. It will authorise the directors to allot ordinary shares of up to a maximum nominal amount of £146,217.32. This equals, in amount, one third of our issued share capital as at 28 April 2019. The authority will expire on 31 August 2020 or, if earlier, at the conclusion of our next annual general meeting.

Resolution 7 – disapplication of pre-emption rights

Resolution 7 will, if passed, allow the directors to allot shares pursuant to Resolution 6 for a cash consideration up to a maximum nominal amount of £87,730.39 without the directors being required to offer the shares to shareholders in accordance with their statutory pre-emption rights. This equals, in amount, to twenty per cent of the Company's issued share capital as at 28 April 2019. Resolution 7 will also allow the directors to allot the maximum amount of shares permitted under Resolution 6 in connection with a rights issue or open offer without having to comply with shareholders' statutory pre-emption rights.