

PLEASE REFER TO THE NOTES BELOW THE RESOLUTIONS, IN PARTICULAR NOTES 1-4 IN RELATION TO THE EFFECT OF COVID-19 RESTRICTIONS ON THE ANNUAL GENERAL MEETING.

Notice is hereby given that the Annual General Meeting of the Company will be held at Omega House, Hillfoots Business Village, Clackmannanshire FK12 5DQ, on 15 September 2021 at 11am for the following purposes:

1. To receive and adopt the reports of the Directors and the auditors and the audited accounts for the year ended 31 March 2021.
2. To re-appoint Ernst & Young LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be fixed by the Directors.
3. To re-elect Mr William Rhodes as a Director of the Company.
4. To elect Dr Simon Douglas as a Director of the Company.
5. That, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £2,435,098.68 ordinary shares of 4 pence each ("Ordinary Shares"), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next Annual General Meeting of the Company or, if earlier, on 31 October 2022 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Companies Act 2006, but without prejudice to any allotment already made or to be made pursuant to such authority.

Resolution 6 is proposed as a special resolution.

6. That, conditional upon the passing of resolution 5 above, and in accordance with section 570 of the Companies Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 5 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:
 - 6.1 the allotment of equity securities in connection with an issue in favour of the holders of Ordinary Shares where the equity securities respectively attributable to the interests of all holders of Ordinary Shares are proportionate (as nearly as may be) to the respective number of Ordinary Shares held by them but subject to such exclusions or arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements arising or any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
 - 6.2 the allotment of equity securities otherwise than pursuant to subparagraph 6.1 above up to an aggregate nominal amount of £365,264.80,

and provided that this power shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next Annual General Meeting of the Company or, if earlier, 31 October 2022, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By order of the Board



Kieron Harbinson
Company Secretary
12 July 2021

Registered in England and Wales number: 5017761

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Effect of COVID-19 on the Annual General Meeting

1. Given the ongoing global situation with COVID-19, regulators, governments and public health authorities have issued varying directives which may impact the structure and timing of the Annual General Meeting. At the time of posting, the roadmaps set out by the UK and Scottish Governments suggest that, at the time of the meeting, restrictions will have been lifted sufficiently for a physical meeting to take place. However, at present that would not be possible and the detail and timing of the lifting of restrictions is subject to change.

If changing restrictions or guidance mean it is necessary to change the arrangements for the Annual General Meeting (which may include holding a closed meeting or restricting the number of shareholders who can attend in person), we will publish details on our website and through RNS.

2. The Company is committed to protecting the safety and wellbeing of its workforce and shareholders. Therefore, assuming a physical meeting is possible, it may be necessary to impose certain safety measures which may include (but not be limited to) social-distancing at the meeting and the wearing of face masks (except for those to whom an exemption applies). We will monitor the relevant guidance and communicate any such requirements prior to the meeting.
3. In light of the ongoing situation, and even if a physical meeting may be possible, we strongly encourage and request shareholders not to attend in person due to the COVID-19 related risk associated with travelling and attending at the meeting. Instead, we invite you to submit a proxy form appointing the Chair to vote on the Resolutions on your behalf.

Shareholders who do wish to attend the meeting in person, should this be possible, are asked to register their attendance by emailing omega@walbrookpr.com as soon as practicable and no later than 8 September 2021. This is so that we can make appropriate arrangements to manage risk and ensure the meeting is conducted in as safe a way as possible. Failure to register does not preclude your attendance at the meeting.

4. Given there remains some uncertainty around whether shareholders will be able to attend the Annual General Meeting (for example if restrictions and guidance at the time of the meeting do not allow):
 - a. we strongly recommend that all shareholders appoint the Chair of the meeting as proxy. This will ensure that your vote is counted even if attendance at the meeting is restricted or you or any other proxy you might appoint are unable to attend in person; and
 - b. voting on the Resolutions will be by way of a poll rather than a show of hands. A poll ensures that the votes of members who are unable to attend, but who have appointed a proxy who is in attendance, are taken into account in the final voting results.

Entitlement to attend and vote

5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at 11am on 13 September 2021 shall be entitled to attend and vote at the Meeting.

Appointment of proxies

6. If you are a member of the Company at the time set out in Note 5 above, you are entitled to appoint a proxy to exercise all or any of your rights in respect of the Resolutions and you should have received a proxy form with this notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
7. A proxy does not need to be a member of the Company but must attend the Meeting to represent you, and it may not be possible for any person who is not the Chairman of the Meeting to attend the Meeting physically (see Note 4 above). Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.

We strongly recommend that you appoint the Chairman of the Meeting as your proxy rather than a named person who will not be permitted to attend the physical meeting.

8. You may (though as noted above it is not recommended) appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the registrars of the Company, Share Registrars Limited, on 01252 821 390.
9. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
10. The notes to the proxy form explain how to: (a) direct your proxy to vote on each resolution or withhold their vote; (b) appoint proxies; (c) change proxy instructions; and (d) terminate proxy appointments.

Corporate representing

11. Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of this procedure.

Issued shares and total voting rights

12. As at the date of this Annual Report the Company's issued voting share capital comprised 182,632,404 ordinary shares of 4 pence each. Each ordinary 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 is 182,632,404 as at the date of this Annual Report.

Communications with the Company

13. You may not use any electronic address provided either in this notice of Annual General Meeting, or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.

Voting through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof 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(s), 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 instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it relates to the appointment of a proxy or to 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 (7RA36) by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo 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(s), to procure that his or 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 CREST 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.

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.