

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the Resolutions to be voted on at the Special Meeting of the Stockholders of LungLife AI, Inc. ("LungLife" or the "Company") to be held on 20 May 2025. If you are in any doubt about what action you should take, you should consult your stockbroker, bank manager, solicitor or other appropriate independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser.**

The directors of LungLife, whose names appear on page 2 of this Document, accept responsibility for the information contained in this Document. To the best of the knowledge of the Directors (who have taken reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

If you have sold or otherwise transferred all of your Common Shares in LungLife AI, Inc. (the "**Company**"), please send this Document and the accompanying Form of Proxy at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, these documents should not be forwarded or sent in, into or from any jurisdiction in which release, publication or distribution would be unlawful and therefore persons into whose possession this Document and any accompanying documents come should inform themselves about and observe any applicable requirements. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of Common Shares, you should retain this Document and the accompanying Form of Proxy; however, please also contact your bank, stockbroker or other agent through whom the sale or transfer was effected immediately.

This Document should be read in conjunction with the Notice of Special Meeting of LungLife to be held at the offices of Allenby Capital Limited at 5<sup>th</sup> Floor, St Helen's Place, London, EC3A 6AB at 4.00 p.m. on 20 May 2025 which is set out on page 14 of this Document.

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## **LUNGLIFE AI, INC.**

*(incorporated in the state of Delaware, USA under the Delaware General Corporation Law with registered file number 4771503)*

### **Proposed Cancellation of admission of the Common Shares to trading on AIM**

### **Approval of Exclusive License and Distribution Agreement with Circulogene Theranostics, Inc.**

**and**

### **Notice of Special Meeting**



### **Nominated Adviser and Joint Broker**

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**Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I of this Document and which contains, amongst other things, the Directors' unanimous recommendation that you vote in favour of the Resolutions to be proposed at the Special Meeting. This Document should be read in conjunction with the Notice of Special Meeting as set out at the end of this Document. The whole text of this Document should be read.**

Allenby Capital Limited ("Allenby Capital") is the nominated adviser and joint broker to the Company and will not regard any other person as its client and will not be responsible to anyone else for providing the protections afforded to the clients of Allenby Capital or for providing advice in relation to such proposals. Allenby Capital has not authorised the contents of, or any part of, this Document and no liability whatsoever is accepted by Allenby Capital for the accuracy of any information or opinions contained in this Document or for the omission of any information. Allenby Capital as nominated adviser to the Company owes certain responsibilities to the London Stock Exchange which are not owed to the Company, the Directors, Stockholders or any other person.

This Document should be read in its entirety. Your attention is drawn to the letter from the Non-Executive Chair of the Company set out in Part I of this Document which includes a recommendation of the Directors that Stockholders vote in favour of the Resolutions to be proposed at the Special Meeting.

Copies of this Document are available free of charge on the Company's website: [www.lunglifeai.com](http://www.lunglifeai.com).

## **FORWARD LOOKING STATEMENTS**

This Document includes “forward-looking statements” which include all statements other than statements of historical facts, including, without limitation, those regarding the Company’s financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by, or that include, the words “targets”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “anticipates”, “expressions of interest”, “would”, “could” or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company’s control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company’s present and future business strategies and the environment in which the Company will operate in the future. These forward-looking statements speak only as at the date of this Document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless it is required to do so by applicable law, regulation or the AIM Rules.

## **NOTICE TO OVERSEAS PERSONS**

The distribution of this Document and/or the Form of Proxy in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

## **NO INCORPORATION OF WEBSITE INFORMATION**

The contents of the Company's website or any hyperlinks accessible from the Company's website do not form part of this Document and Stockholders should not rely on them.

## **INTERPRETATION**

Certain terms used in this Document are defined and certain technical and other terms used in this Document are explained at the section of this Document under the heading "Definitions".

All times referred to in this Document and the Form of Proxy are, unless otherwise stated, references to London time.

All references to legislation in this Document and the Form of proxy are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2025

Announcement of the proposed Cancellation and approval to enter into the Exclusive License and Distribution Agreement with Circulogene Theranostics, Inc.	29 April
Publication and posting of this Document and the Form of Proxy	29 April
Latest time for receipt of proxy appointments in respect of the Special Meeting	4:00 p.m. on 16 May
<b>Special Meeting</b>	<b>4:00 p.m. on 20 May</b>
Announcement of result of Special Meeting	20 May
Expected last day of dealings in Common Shares on AIM	28 May
<b>Expected time and date of Cancellation</b>	<b>7:00 a.m. on 29 May</b>

### Notes:

1. Each of the times and dates above is indicative only and is subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified by the Company to Stockholders by announcement through a Regulatory Information Service.
2. All of the above and below times refer to London time unless otherwise stated.
3. The timetable above assumes that the Resolutions set out in the Notice of Special Meeting will be passed.
4. Events listed in the above timetable following the Special Meeting are conditional on the Resolutions being passed at the Special Meeting without amendment.

## **DIRECTORS, SECRETARY, REGISTERED OFFICE AND ADVISERS**

<b>Directors</b>	Gordon Roy Davis – Non-Executive Chair Paul Carmelo Pagano – Chief Executive Officer David Mark Anderson – Chief Financial Officer Andrew Norman Boteler – Senior Independent Non-Executive Director Sara Jane Barrington – Non-Executive Director
<b>Company Secretary</b>	David Anderson
<b>Registered Office</b>	850 New Burton Road Suite 201, Dover Delaware 19904 USA
<b>Nominated Adviser and Joint Broker</b>	Allenby Capital Limited 5 St Helen's Place London EC3A 6AB
<b>Registrars</b>	MUFG Corporate Markets Mont Crevelt House Bulwer Avenue St Sampson Guernsey GY2 4HL
<b>Depositary</b>	MUFG Corporate Markets Trustees (UK) Limited Central Square 29 Wellington Street Leeds LS1 4DL
<b>Depositary's Custodian</b>	MUFG Corporate Markets Trustees (Nominees) Limited Central Square 29 Wellington Street Leeds LS1 4DL

## **PART I - LETTER FROM THE CHAIR**

### **LUNGLIFE AI, INC.**

*(incorporated in the State of Delaware, USA under the Delaware General Corporation Law with registered file number 4771503)*

*Directors:*  
Gordon Roy Davis  
Paul Pagano  
David Anderson  
Andrew Norman Boteler  
Sara Jane Barrington

*Registered office:*  
850 New Burton Road  
Suite 201, Dover  
Delaware 19904  
USA

29 April 2025

Dear Stockholder

#### **PROPOSED CANCELLATION OF ADMISSION OF THE COMMON SHARES TO TRADING ON AIM**

#### **APPROVAL OF EXCLUSIVE LICENSE AND DISTRIBUTION AGREEMENT WITH CIRCULOGENE THERANOSTICS, INC.**

**AND**

#### **NOTICE OF SPECIAL MEETING**

### **1. Introduction**

On 3 February 2025, the Company announced that the Board intended to seek Stockholder approval for the voluntary cancellation of admission of the Common Shares to trading on AIM (the "Cancellation"). On 29 April 2025, the Company announced that it is seeking Stockholder approval for the Cancellation at the Special Meeting, which has been convened for 4.00 p.m. UK time on 20 May 2025 at the offices of Allenby Capital Limited, 5 St Helen's Place, London EC3A 6AB.

On 17 April 2025, the Company also announced that it had entered into an Exclusive License and Distribution Agreement with Circulogene Theranostics, Inc ("Circulogene") (the "Agreement"), a US-based comprehensive liquid biopsy diagnostics company, pursuant to which, if approved by Stockholders and certain other approvals are obtained, *inter alia*, the Company will receive total advanced payments of \$750,000, guaranteed minimum royalty payments of \$450,000 and gives an Asset Purchase Option to acquire the LungLB test and related assets for \$6,200,000 less payments received by the later of 30 September 2025 or 60 days after Completion (as defined below) of the Agreement.

Completion of the Agreement also requires, among other things, obtaining Stockholder approval to approve the Agreement, which the Company is seeking via the Agreement Approval Resolution. Further details of the Agreement can be found in section 2 of this Part I, below.

If the Cancellation Resolution is passed at the Special Meeting, it is anticipated that the Cancellation will become effective at 7.00 a.m. on 29 May 2025. The Cancellation Resolution is conditional, pursuant to Rule 41 of the AIM Rules, upon the approval of not less than 75 per cent. of the votes cast (whether by Stockholders present in person or by proxy) at the Special Meeting.

In accordance with Rule 41 of the AIM Rules, the Company has notified the London Stock Exchange of the date of the proposed Cancellation, which, subject to Stockholder approval of the Cancellation Resolution, is expected to become effective at 7.00 a.m. on 29 May 2025.

Accordingly, the Board is seeking Stockholder approval for the Cancellation and the Agreement. Further details are set out below.

**The purpose of this Document is to provide information on the background to and reasons for the proposed Cancellation; to explain the consequences of the Cancellation; and provide reasons why the Directors unanimously consider the Resolutions to be in the best interests of the Company and its Stockholders as a whole. The purpose of this Document is also to provide information on the background and reasons for entering into the Agreement; to explain the consequences of the Agreement; and provide reasons why the Directors unanimously consider both the Cancellation Resolution and the Agreement Approval Resolution to be in the best interests of the Company and its Stockholders as a whole and recommend that the Stockholders approve the same.**

The Notice of the Special Meeting is set out on page 14 of this Document.

## **2. Background to and reasons for the proposed Resolutions**

The Common Shares have been admitted to trading on AIM since the Company's initial public offering in July 2021. Since the Company's initial public offering, and subsequent fundraise in March 2024, LungLife has been able to use the funds to advance its LungLB® test, including the successful clinical validation of LungLB® following conclusion of the multi-site validation trial in 2024.

On 3 February 2025, the Company provided an operational and funding update (the "**February 2025 Update**"), which noted, among other things, that it had become clear to the Board that the most appropriate course of action would be for the Board to seek approval from the Stockholders of the Company to cancel the admission of the Company's Common Shares to trading on AIM in accordance with Rule 41 of the AIM Rules for Companies.

In the February 2025 Update, the Company also stated that the Board proposed to continue to consider potential sources of funding options for the Company but, should none be identified, nor any strategic agreement reached, the Board anticipated the orderly winding up of the business in due course.

On 17 April 2025, the Company announced that Circulogene had continued to perform diligence relating to payor and payment processes and following that due diligence has re-engaged with LungLife in relation to the commercial licencing of the Company's LungLB® test, which has led to the Company entering into the Agreement.

### *Licensing Terms*

As announced on 17 April 2025, under the Agreement, an advanced payment of \$375,000 has been paid to LungLife by Circulogene following signature (the "Advanced Payment"). If LungLife fails to obtain the required consents to allow for completion of the Agreement ("Completion"), including but not limited to, obtaining Stockholder approval and obtaining certain other consents under the Agreement (the "Required Consents"), then LungLife will be required to return the Advanced Payment within thirty days following termination of the Agreement. The Advanced Payment is made pursuant to a promissory note (the "Promissory Note") provided by LungLife that is secured by certain of LungLife's physical assets.

In order to progress Completion of the Agreement, the Company is seeking Stockholder approval to approve the Agreement, via the Agreement Approval Resolution. As at the date of this Document the Company is working with the relevant stakeholders in order to satisfy the Required Consents.

Following Completion of the Agreement, a further payment of \$375,000 is to be received by LungLife and the liability under the Promissory Note, including the security interest in certain of LungLife's physical assets, falls away. From Completion, Circulogene will have the exclusive right and license to improve, further develop, utilise, practice, market, distribute, offer for sale, sell and otherwise commercialise the LungLB® test along with all software and intellectual property which is licensed by the Company in the United States and its territories, along with, among other things, certain of the Company's equipment which shall be transferred to Circulogene. The Company will work with Circulogene to allow for Circulogene to be able to provide the LungLB® test from its own laboratory as contemplated under the Agreement by 31 August 2025.

LungLife will receive royalty payments equivalent of twenty per cent of the net revenue collected by Circulogene in relation to the LungLB® test for the first year of the Agreement, but with guaranteed minimum royalty payments covering the first three quarters of this year of \$450,000, provided that, if the

actual royalty payments earned in that period equate to less than \$450,000, the shortfall will be offset against future royalty payments due under the Agreement. Following the one year anniversary of the signing of the Agreement, the royalty percentage shall automatically be reduced from twenty per cent. to fifteen per cent.

The initial term of the Agreement is for a period of two years from Completion, after which there is the ability to renew in successive periods for one year, upon the mutual agreement of LungLife and Circulogene, for a maximum of five renewal terms. The initial term is subject to a potential increase to 10 years from Completion in certain circumstances described below.

The Agreement may be terminated by either LungLife or Circulogene in various circumstances, including if the Required Consents, including but not limited to Stockholder approval to approve the Agreement or to allow for the exercise of the Agreement's asset purchase option (the "Asset Purchase Option", as described below), are not met within certain specified timeframes.

#### *Asset Purchase Option Terms*

In addition to the terms above, from Completion, the Agreement also contains the Asset Purchase Option, whereby Circulogene has the option but not an obligation, by the later of 30 September 2025 or sixty (60) days after Completion (the "Option Window"), to acquire the licensed IP, the leased equipment and all other applicable licenses for a consideration of \$6,200,000, less all payments received by LungLife referred to above, but subject to and conditional on, among other things, Stockholder approval of a purchase agreement at the time of exercise and potentially the consent of the Company's Stockholders being given in a meeting pursuant to Rule 15 of the AIM Rules for Companies (as this may be applicable).

Should the Asset Purchase Option be exercised, the Board currently expects that the Company would make a distribution to Stockholders of a portion of the proceeds receivable by LungLife, with the remainder to be used fund the operations of the Company.

If Circulogene exercises the Asset Purchase Option but the transaction is unable to be consummated due to circumstances of LungLife or circumstances outside the reasonable control of Circulogene, such as LungLife's failure to obtain the required Stockholder consent or its breach of the Agreement, then Circulogene has the option to either terminate the Agreement or extend the initial term of the Agreement for a period of ten (10) years from Completion. In that circumstance, the royalty payments would be reduced to ten percent of the net revenue collected by Circulogene in relation to the LungLB® test for the remainder of the term.

#### *Right of First Refusal*

If, during the term of the Agreement, LungLife receives an offer to purchase a controlling interest in the Company, to purchase the LungLB® test or related assets, or to exclusively license the LungLB® test outside of the United States and its territories, then, during a certain election period following such offer, Circulogene will have a right of first refusal to itself consummate the proposed transaction on the offered terms or, if LungLife receives the offer within the Option Window, to effectuate the Asset Purchase Option (i.e., purchase the licensed IP, the leased equipment and all other applicable licenses for a consideration of \$6,200,000, less all payments received by LungLife referred to above), but subject to and conditional on, among other things, Stockholder approval of a purchase agreement at the time of exercise and potentially the consent of the Company's Stockholders being given in a meeting pursuant to Rule 15 of the AIM Rules for Companies (as this may be applicable).

The Company has not capitalised the research and development expenditure associated with the creation of the LungLB® test and the LungLB® test is therefore recorded as having nil carrying value in the Company's statement of financial position. The Company's unaudited statement of financial position as at 30 June 2024, announced in the Company's half-year report on 22 August 2024, carried an intangible asset value of \$5.8 million in relation to a license to access certain de-identified patient records at the Mount Sinai Hospital, which does not form part of the Agreement and will not be subject to the Asset Purchase Option. Approximately \$0.5 million of unaudited losses were attributable to the LungLB® test over the year ended 31 December 2024, being the research and development expenditure over that period.

#### *Promissory Note*



The Advanced Payment of \$375,000 was made pursuant to a Promissory Note under which interest of 7.5% is payable and the amount is secured by a lien in certain tangible assets of the Company. In the event Completion takes place the amount of \$375,000 is no longer repayable and the liability under the Promissory Note, including the security interest in certain of LungLife's physical assets, falls away.

#### *About Circulogene*

Founded over a decade ago, Circulogene is a US-based liquid biopsy diagnostics company. With multiple clinical laboratories and an extensive testing menu, it supports precision medicine initiatives for patients at risk of cancer and those diagnosed with cancer using proprietary methodologies for tumour analysis, ensuring accurate and timely cancer treatment. As part of a conglomerate of healthcare entities, Circulogene benefits from comprehensive support across the healthcare continuum, including sales, marketing, and revenue cycle management (billing).

Copies of the Agreement and the documents delivered or deliverable thereunder including the Promissory Note and Security Agreement can be requested by Stockholders by emailing: [investors@lunglifeai.com](mailto:investors@lunglifeai.com).

#### *Operational Update*

Since the February 2025 Update, given the constraints of the Company's cash position and obligations, as outlined in the February 2025 Update, the Company undertook various cost reductions that were envisaged at the time of the February 2025 Update.

On 31 March 2025 the Company had an unaudited cash balance of approximately \$850,000 and since the beginning of February 2025 has taken action to reduce expenditure, including the termination of six members of staff. The Agreement will require the re-hiring of a minority of these members of staff, and it is anticipated that the Company's existing cash balances combined with the minimum funding under the Agreement following Completion will satisfy the Company's funding needs into 2026.

**Should the Agreement Approval Resolution not be approved by Stockholders, or if any of the other Required Consents are not satisfied or if the Agreement were to be terminated, then the Company would be obligated to repay the Advanced Payment pursuant to the Promissory Note, and under these circumstances in the absence of additional financing the Board currently anticipates that the Company would only be able to manage its cash resources to provide a cash runway into Q3 2025, and accordingly in such circumstances the Board would likely revert to a strategy of winding up the Company's business. Accordingly, the Board considers, among other things, that it is important for Stockholders to vote in favour of Agreement Approval Resolution at the Special Meeting to allow for the proposals under the Agreement to proceed.**

Further to the Company's previous announcements, the Company submitted its application to the relevant Medicare contractor for the technical assessment of LungLB® in Q1 this year.

#### *Proposed Cancellation*

Following the Agreement, LungLife is expected to have a limited level of operating activity, with the Company's activities in the medium-term being expected to principally involve running the LungLB® test and the collection of royalties. Accordingly, the Board believes that LungLife will be best placed as a private company to pursue this and still considers that the most appropriate course of action is for the Company to propose to seek approval from the Stockholders of the Company to cancel the admission of the Company's common shares to trading on AIM in accordance with Rule 41 of the AIM Rules for Companies (the "Cancellation").

The Board has assessed that the considerable cost of maintaining admission to trading on AIM, including fees payable to its professional advisers, including the nominated adviser and brokers, AIM fees payable to the London Stock Exchange as well as the incremental legal, insurance, accounting and auditing fees, along with the considerable amount of management time associated with maintaining the Company's admission to trading on AIM are, in the Directors' opinion, disproportionate to the benefits to the Company given how Lunglife's operations are likely to proceed under the Agreement.

**Following extensive consideration, the Board has unanimously concluded that the proposed Cancellation and the Agreement are in the best interests of the Company and its Stockholders as a whole.**

### **3. Process for, and principal effects of, Cancellation**

Stockholders who wish to remain Stockholders of LungLife following Cancellation are welcome to do so. However, the Directors are aware that certain Stockholders may be unable, or unwilling, to hold Common Shares in a private company in the event that the Cancellation is approved and becomes effective. Such Stockholders should consider selling their Common Shares in the market prior to the Cancellation becoming effective, as the shares will be largely illiquid if LungLife is private.

**As a private company, there will be no formal market mechanism enabling Stockholders to trade in the Common Shares and the Common Shares (a) will be subject to trade restrictions imposed by US securities laws, and (b) may not be sold, transferred, assigned, pledged, or hypothecated unless an exemption from registration under US securities laws exists, as determined by LungLife, and which may require the holder to deliver to the Company an opinion of counsel regarding the same that is reasonably acceptable to the Company.**

**It is emphasised that there can be no guarantee that Stockholders will be able to buy or sell Common Shares following Cancellation. Given that there will be no market facility platform in place after Cancellation, Stockholders should be aware of the risks of remaining Stockholders of LungLife following Cancellation.**

The Board is not making any recommendation as to whether or not Stockholders should buy or sell their Common Shares.

Rule 41 of the AIM Rules requires any AIM company that wishes the London Stock Exchange to cancel the admission of its shares to trading on AIM to notify stockholders and to separately inform the London Stock Exchange of its preferred cancellation date at least 20 clear Business Days prior to such date.

In accordance with AIM Rule 41, the Directors have notified the London Stock Exchange of the Company's intention to cancel the Company's admission of its Ordinary Shares to trading on AIM on 29 May 2025, subject to the Cancellation Resolution being passed at the Special Meeting. Accordingly, if the Cancellation Resolution is passed at the Special Meeting, the Cancellation will become effective at 7.00 a.m. on 29 May 2025.

If the Cancellation becomes effective, Allenby Capital will cease to be the nominated adviser of the Company pursuant to the AIM Rules and the Company will no longer be required to comply with the AIM Rules.

Under the AIM Rules, it is a requirement that the Cancellation must be approved via a general resolution by not less than 75 per cent. of votes cast (by proxy or in person) at the Special Meeting. Accordingly, the Notice of Special Meeting set out at the end of this Document contains the Cancellation Resolution.

The principal effects of the Cancellation will include the following:

- **as a private company, there will be no formal market mechanism enabling Stockholders to trade in the Common Shares and the Common Shares (a) will be subject to trade restrictions imposed by US securities laws, and (b) may not be sold, transferred, assigned, pledged, or hypothecated unless an exemption from registration under US securities laws exists, as determined by LungLife, and which may require the holder to deliver to the Company an opinion of counsel regarding the same that is reasonably acceptable to the Company;**
- there will be no formal market quote or live pricing for the Common Shares, therefore it will be more difficult to sell Common Shares or for Stockholders to determine the market value of their investment in the Company, compared to shares of companies admitted to trading on AIM (or any other recognised market or trading exchange);

- it is possible that immediately following the publication of this Document, the liquidity and marketability of the Common Shares may be significantly reduced and their value adversely affected (although the Directors believe that the liquidity in the Common Shares is currently, and has for some time, been in any event, limited);
- the regulatory and financial reporting regime applicable to companies whose shares are admitted to trading on AIM will no longer apply;
- following the Cancellation, it is anticipated that the majority of the Directors will step down and there may only be two Directors on the Board;

Stockholders will no longer be afforded the protections given by the AIM Rules, such as the requirement to appoint an AIM nominated adviser or the requirement for Stockholders to be notified of price sensitive information or certain events and the requirement that the Company seek Stockholder approval for certain corporate actions, where applicable, including substantial transactions, reverse takeovers, related party transactions and fundamental changes in the Company's business, including certain types of acquisitions and disposals;

- the levels of disclosure and corporate governance within the Company will not be as stringent as for a company quoted on AIM. However, the Company intends to continue to communicate information to Stockholders, including via updates on the Company's website;
- the Company will no longer be subject to UK MAR regulating inside information and other matters;
- the Company will no longer be required to publicly disclose any change in major shareholdings in the Company;
- Allenby Capital will cease to be nominated adviser and joint broker to the Company for the purposes of the AIM Rules;
- UK stamp duty may be due on transfers of shares and agreements to transfer shares unless a relevant exemption or relief applies to a particular transfer; and
- the Cancellation may have personal taxation consequences for Stockholders. Stockholders who are in any doubt about their tax position should consult their own professional independent tax adviser.

**The above considerations are not exhaustive, and Stockholders should seek their own independent advice when assessing the likely impact of the Cancellation on them.**

#### **4. Transactions in the Common Shares prior to and post Cancellation**

##### **Prior to the Cancellation**

Stockholders should note that they are able to continue trading in the Common Shares on AIM up to the date of Cancellation. If the requisite Stockholders approve the Cancellation Resolution at the Special Meeting, it is anticipated that the last day of dealings in the Common Shares on AIM will be 28 May 2025. The Board is not making any recommendation as to whether or not Stockholders should buy or sell their Common Shares.

##### **Dealing and settlement arrangements post the Cancellation**

**In the event that the Cancellation becomes effective, there will be no market facility for dealing in the Common Shares and no price will be publicly quoted for Common Shares as from close of business on 28 May 2025, assuming that the Cancellation Resolution is approved. As such, interests in Common Shares are unlikely thereafter to be readily capable of sale and where a buyer is identified, it may be difficult to place a fair value on any such sale and such sale will require that an exemption from registration of the Common Shares is available under US securities laws.** While there can be no guarantee that Stockholders will be able to sell any Common Shares, any Stockholder seeking to do so following the Cancellation should contact the Company in writing by post to the UK registered office of the Company, Heywood House, Westbury, BA13 4NA or by email to:

[investors@lunglifeai.com](mailto:investors@lunglifeai.com). Subject, *inter alia*, to the trade restrictions imposed by US securities laws, the Company will then be able to advise as to whether the Directors are aware of any prospective buyers for any Common Shares which the holder thereof wishes to sell at that time. **It is emphasised that there can be no guarantee that Stockholders will be able to buy or sell Common Shares via the mechanism described above and given that there will be no market facility platform in place after Cancellation, Stockholders should therefore be aware of the risks of remaining Stockholders of LungLife following Cancellation.**

**If Stockholders wish to buy or sell Common Shares on AIM they must do so prior to the Cancellation becoming effective. As noted above, in the event that Stockholders approve the Cancellation, it is anticipated that the last day of dealings in the Common Shares on AIM will be 28 May 2025 and that the effective date of the Cancellation will be 29 May 2025.**

## 5. Options

The rights of certain individuals who hold options over Common Shares will be unaffected by the proposed Cancellation.

## 6. Special Meeting

The notice convening the Special Meeting to be held at the offices of Allenby Capital Limited, 5 St Helen's Place, London EC3A 6AB at 4:00 p.m. UK time on 20 May 2025 is set out at the end of this Document.

- Resolution 1 to be proposed at the Special Meeting is the Cancellation Resolution to approve the Cancellation (conditional, pursuant to Rule 41 of the AIM Rules, upon the approval of not less than 75 per cent. of the votes cast, whether by Stockholders present in person or by proxy) at the Special Meeting).
- Resolution 2 to be proposed at the Special Meeting is the Agreement Approval Resolution and is a general resolution to approve the Agreement (conditional upon the approval of the holders of a majority of the outstanding common stock).

## 7. Action to be taken

### *Holders of Share Certificates*

A Form of Proxy for use at the Special Meeting is enclosed.

Whether or not you intend to attend the Special Meeting, you are requested to return the Form of Proxy duly completed to the Company's registrars, MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible and in any event, so as to be valid, to arrive by 4:00 p.m. on 16 May 2025. As an alternative to completing the hard-copy Proxy Form, Stockholders can also vote via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/>. Submission of the Proxy vote does not affect your ability to attend the Special Meeting and vote in person, if you wish.

### *Holders of Depositary Interests*

A Form of Direction for use at the Special Meeting is enclosed.

By completing the enclosed Form of Direction, holders of Depositary Interests can instruct the Depositary to vote on their behalf at the Special Meeting, either in person or by proxy. If the Form of Direction is completed without any indications as to how the Depositary should vote, the Depositary Interest holder will be deemed as instructing the Depositary to abstain from voting. If the Depositary Interest holder wishes to instruct the Depositary (other than electronically using CREST or Proxymity), it must lodge the completed Form of Direction with the Depositary at the address stated on the Form of Direction during normal business hours no later than 4:00 p.m. on 15 May 2025.

Alternatively, Depositary Interest holders may instruct the Depositary how to vote by utilising the CREST electronic voting service. To instruct the Depositary how to vote or amend an instruction to vote via the CREST system, the CREST message must be received by the Depositary (CREST ID RA10) no later than 4:00 p.m. on 15 May 2025. 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 Company's Agent is able to retrieve the message. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed a voting service provider, should contact their CREST sponsor or voting service provider for assistance. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual.

If you are an institutional investor you may also be able to submit an instruction electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your instruction must be lodged by 4:00 p.m. on 15 May 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 72 hours before the time of the adjourned meeting. Before you can submit an instruction via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic submission of your instruction. An electronic instruction submitted via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your submission.

**8. Recommendation, irrevocable undertakings and letters of intent**

**The Board believes that both of the Resolutions are in the best interests of the Company and its Stockholders as a whole and unanimously recommends you to vote in favour of them, as the Directors intend to do in respect of their own beneficial shareholdings, which in aggregate represent 0.39% of the Common Shares currently in issue.**

Yours faithfully,  
Gordon Roy Davis  
Chair

## DEFINITIONS

The following definitions apply throughout this Document (including the Notice of Special Meeting) and the Form of Proxy unless the context requires otherwise:

<b>“Advanced Payment”</b>	Under the Agreement, an advanced payment of \$375,000 will shortly be paid to LungLife by Circulogene following signing of the Agreement
<b>"AIM"</b>	the market of that name operated by the London Stock Exchange
<b>"AIM Rules"</b>	the AIM Rules for Companies published by the London Stock Exchange from time to time
<b>“Allenby Capital”</b>	Allenby Capital Limited, the Company’s nominated adviser and joint broker pursuant to the AIM Rules
<b>“Agreement”</b>	the Exclusive License and Distribution Agreement between the Company and Circulogene Theranostics, Inc, as described in section 2 of Part I of this Document
<b>“Agreement Approval Resolution”</b>	Resolution 2 set out in the Notice of Special Meeting, to obtain Stockholder approval to approve the Agreement, which is required, among other things, for the Completion of the Agreement
<b>“Asset Purchase Option”</b>	the Agreement’s asset purchase option, as described in ‘Asset Purchase Option Terms’ in section 2 of Part I of this Document
<b>"Business Days"</b>	Any day upon which the London Stock Exchange is open for business
<b>"Bylaws"</b>	the bylaws of the Company, as amended and restated from time to time
<b>“Cancellation”</b>	the cancellation of admission of the Common Shares to trading on AIM in accordance with Rule 41 of the AIM Rules, subject to passing of the Cancellation Resolution
<b>“Cancellation Resolution”</b>	Resolution 1 set out in the Notice of Special Meeting, to approve the cancellation of the admission to trading on AIM of the Common Shares in accordance with Rule 41 of the AIM Rules for Companies
<b>“Circulogene”</b>	Circulogene Theranostics, Inc., a US liquid biopsy diagnostics company
<b>"Common Shares" or "Shares"</b>	shares of common stock of the Company with a par value per share of \$0.0001 per share
<b>"Company" or "LungLife"</b>	LungLife AI, Inc. a company incorporated in the State of Delaware, United States and having its registered office at 850 New Burton Road, Suite 201, Dover, Delaware 19904

<b>"CREST"</b>	the electronic systems for the holding and transfer of shares in dematerialised form operated by Euroclear UK & International Limited
<b>"Depositary"</b>	MUFG Corporate Markets Trustees (Nominees) Limited, Central Square, 29 Wellington Street, Leeds, LS1 4DL
<b>"Depositary Interests" or "DIs"</b>	dematerialised depositary interests representing underlying Common Shares that can be settled electronically through and held in CREST, as issued by the Depositary or its nominees who hold the underlying securities on trust
<b>"Directors" or "Board"</b>	the directors of the Company whose names appear on page 8 of this Document and "Director" shall mean any one of them
<b>"Disclosure Guidance and Transparency Rules"</b>	the disclosure rules and transparency rules made by the UK Financial Conduct Authority pursuant to section 73A of the Financial Services and Markets Act 2000
<b>"Existing Common Shares"</b>	the 30,658,603 Common Shares in issue as of the date of this Document
<b>"FCA"</b>	the Financial Conduct Authority of the United Kingdom
<b>"February 2025 Update"</b>	the operational and funding update announced by the Company on 3 February 2025
<b>"Form of Direction"</b>	the enclosed Form of Direction for use by Stockholders who hold Depositary Interests in connection with the Special Meeting
<b>"Form of Proxy"</b>	the enclosed Form of Proxy for use by Stockholders who hold share certificates in connection with the Special Meeting
<b>"FSMA"</b>	the Financial Services and Markets Act 2000 of the United Kingdom
<b>"Goodbody"</b>	Goodbody Stockbrokers UC, a company incorporated in Ireland with registered number 54223 and having its registered office at Ballsbridge Park, Ballsbridge, Dublin 4, D04 YW83 Ireland
<b>"London Stock Exchange"</b>	London Stock Exchange group plc
<b>"Notice" or "Notice of Special Meeting"</b>	the notice of the Special Meeting set out on page 14 of this Document
<b>"Promissory Note"</b>	a promissory note provided by LungLife that is secured by certain of LungLife's physical assets, as described in 'Promissory Note' in section 2 of Part I of this Document
<b>"Required Consents"</b>	the required consents to allow for Completion of the Agreement, including but not limited to, obtaining Stockholder approval and obtaining certain other consents under the Agreement
<b>"Resolutions"</b>	the Resolutions 1 and 2 to be proposed at the Special Meeting as set out in the Notice of Special Meeting, being the

	Cancellation Resolution and the Agreement Approval Resolution respectively
<b>"Stockholder"</b>	a holder of Common Shares
<b>"Special Meeting"</b>	The special meeting of the Company to be held at the offices of Allenby Capital Limited, 5 St Helen's Place, London EC3A 6AB at 4.00 p.m. on 20 May 2025
<b>"UK"</b>	the United Kingdom of Great Britain and Northern Ireland
<b>"UK MAR"</b>	Regulation (EU) (No 596/2014) of the European Parliament and of the Council of 16 April 2014 on market abuse to the extent that it forms part of the domestic law of the United Kingdom including by virtue of the European Union (Withdrawal) Act 2018 (as amended from time to time)
<b>"US", "USA" or "United States"</b>	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
<b>"£" and "p"</b>	United Kingdom pounds and pence sterling respectively
<b>"\$" and "c"</b>	United States dollars and cents respectively



## APPENDIX A - NOTICE OF SPECIAL MEETING

LUNGLIFE AI, INC.  
(the "Company")



**LungLife AI, Inc.**  
2545 W. Hillcrest Drive, Suite 140  
Thousand Oaks, California 91320  
USA

### NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

Dear Stockholder:

Notice is hereby given of a Special Meeting of the Stockholders (the "Special Meeting") of LungLife AI, Inc., a Delaware corporation (the "Company"), to be held on 20 May 2025 at 4:00 p.m. London time, at Allenby Capital Limited, 5 St Helen's Place, London EC3A 6AB or online via video link. Stockholders who would like to dial into the meeting, please register by emailing [investors@lunglifeai.com](mailto:investors@lunglifeai.com) and the dial in link will be sent by email. The Special Meeting was called by the Company's Board of Directors for the purposes of considering and, if thought fit, passing, the following Resolutions:

1. RESOLVED: THAT, in accordance with Rule 41 of the AIM Rules for Companies, the cancellation of the admission to trading on AIM (the market of that name operated by London Stock Exchange plc) of the common shares of \$0.0001 each in the capital of the Company be and is hereby approved and the officers and directors of the Company, and each of them, be authorised to take all action which is reasonable or necessary to effect such cancellation.
2. RESOLVED THAT, the transaction between the Company and Circulogene Theranostics, Inc. ("Circulogene") pursuant to which, among other things, (a) Circulogene would have an exclusive license to the Company's LungLB test and related assets in consideration of certain royalty payments, (b) Circulogene would have an option to purchase the Company's LungLB test and related assets for an aggregate purchase price of \$6,200,000 for a limited period of time, and (c) Circulogene would have a right of first refusal with respect to certain other transactions offered to the Company, on the terms and conditions and as described in the circular published by the Company on 29 April, 2025 which has been delivered to the stockholders, and the related agreements, including, without limitation, the Exclusive License and Distribution Agreement and all documents delivered or deliverable thereunder including, without limitation, the Senior Secured Promissory Note and the Security Agreement, copies of which have been made available to the stockholders, be, and hereby are, approved, ratified, and confirmed in all respects; the Company's officers each be, and each hereby is, authorized and empowered to cause the Company to perform all of its obligations with respect to such transaction and agreements and to take such other actions as they, or any of them, deem necessary, desirable, advisable, or appropriate to effectuate, carry out, and further the transactions contemplated by, and the intent and purposes of, such transaction and agreements; any and all actions heretofore or hereafter taken by any of the Company's officers as such officer deemed or deems necessary, desirable, advisable, or appropriate to consummate, effectuate, carry out, and/or further the transactions contemplated by and the intent and purposes of the foregoing be, and hereby are, adopted, affirmed, approved, and ratified in all respects as the acts and deeds of the Company.

Stockholders of record at 5:00 p.m. London Time on 28 April 2025 (the "**Record Date**") are entitled to notice of and to vote at the Special Meeting and any adjournment or postponement thereof.

**Your vote is important. Whether or not you expect to attend the Meeting, please read the circular to which this notice is attached and vote, either in person or by proxy, so that your shares can be represented at the Special Meeting.**

If you are a registered owner of the Company's shares, then you can vote your shares via the Investor Centre or by completing and returning the enclosed Form of Proxy. If you hold your Company shares through a broker, bank or other record holder, then please complete and return the voting instruction form that you receive from such a broker, bank or other record holder. If you are a holder of the Company's Depositary Interests, then you can vote your shares your shares via CREST, Proxymity or by completing and returning the enclosed Form of Direction.

You may attend the meeting in person at the time and place described in this notice.

You may attend the meeting virtually by emailing [investors@lunglifeai.com](mailto:investors@lunglifeai.com) and the dial in link will be sent by email.

This notice, circular, Form of Proxy and Form of Direction are being distributed and made available on or about 29 April 2025.

By Order of the Board of Directors,

*David Anderson*

Corporate Secretary

Date: 29 April 2025

Registered Office:

850 New Burton Road, Suite 201  
Dover, Delaware 19904 USA

**NOTES AND INFORMATION:**

- (1) Only holders of Common Stock on the register at and as of 5:00 p.m. London Time on the Record Date shall be entitled to attend and/or vote at the Special Meeting (or, to the extent permitted by law, any adjournment of the meeting). Such stockholders can vote in respect of the number of shares registered in their names at that time, and any subsequent changes to the register shall be disregarded in determining rights to attend and vote. A stockholder who is present in person or by proxy and who abstains from taking any of the stockholder actions described in this Document will be included in the number of stockholders present at the Special Meeting for the purpose of determining the presence of a quorum. Abstentions will not be counted in any of the proposals because they are not considered votes cast.
- (2) Any stockholder is entitled to appoint one or more proxies to exercise all or any of its rights to attend the Special Meeting and to speak and act on its behalf. If a stockholder appoints more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by that stockholder. A proxy need not be a stockholder of the Company but must attend the Special Meeting to represent the relevant stockholders who appointed the proxy.

A Form of Proxy which may be used to make such appointment and give proxy instructions is enclosed with these materials and is also available from the Company's secretary, David Anderson, by email at [danderson@lunglifeai.com](mailto:danderson@lunglifeai.com). To be effective, a duly completed Form or Proxy, together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority, must reach MUFG Corporate Markets, the Company's agent for receipt of proxies, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 4:00 p.m. on 16 May 2025 (or not less than 48 hours before the time fixed for any adjourned meeting).

If two or more valid but differing appointments of a proxy are received in respect of the same share for use at the same meeting, the one which is last received (regardless of its date or the date of its signature) shall be treated as replacing and revoking the others as regards that share; if the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.

- (3) Alternatively, stockholders can appoint a proxy online. To be effective, the proxy vote must be submitted via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/> so as to have been received by the Company's registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it.

Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>;



- (4) Unless voting instructions are indicated on the form or proxy, a proxy may vote or withhold its vote as it thinks fit on the resolution or on any other business (including amendments to resolutions) which may come before the meeting. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for or against a resolution.
- (5) If you require additional hard copy Form of Proxy or Form of Direction (or assistance with how to complete, sign and return it) or assistance in submitting your proxy appointment electronically, please email at [shareholderenquiries@cm.mpms.mufg.com](mailto:shareholderenquiries@cm.mpms.mufg.com) or call MUFG Corporate Markets on +44 (0)371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9:00 a.m. to 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales.
- (6) A stockholder must inform the Company in writing of any termination of the authority of a proxy.
- (7) Any corporation or other entity that is a stockholder may by a resolution of its directors or other governing body authorize such persons as it thinks fit to act as its representative at the Special Meeting or to approve a resolution submitted in writing and the person so authorized shall be entitled to exercise on behalf of the corporation or other entity which he or she represents the same powers (other than to appoint a proxy) as that corporation or other entity could exercise if it were an individual stockholder.
- (8) By completing the enclosed Form of Direction, via CREST or Proxymity, the holders of Depositary Interests can instruct MUFG Corporate Markets Trustees (Nominees) Limited (the "**Depositary's Custodian**") to vote on their behalf at the Special Meeting. The Depositary will appoint the Chair of the meeting as its proxy to cast its votes. The Chair of the meeting may also vote or abstain from voting as they think fit on any other business (including amendments to resolutions) which may properly come before the meeting. If the Form of Direction is completed without any indication as to how the Depositary should vote, the Depositary Interest holder will be deemed as instructing the Depositary to withhold from voting. If the Depositary Interest holder wishes to instruct the Depositary (other than electronically using CREST or Proxymity), they must lodge the completed Form of Direction with MUFG Corporate Markets at the address stated on the Form of Direction during normal business hours and in any case no later than 4:00 p.m. on 15 May 2025, or 72 hours before the time fixed for any adjourned meeting.
- (9) Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with 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 sponsor or voting service provider, who will be able to take appropriate action on their behalf. In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "**CREST Voting Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)).
- (10) To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent RA10 no later than 4:00 p.m. on 15 May 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available General procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depositary Interest holder concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders 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.
- (11) If you are an institutional investor you may also be able to submit an instruction electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your instruction must be lodged by 4:00 p.m. on 15 May 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 72 hours before the time of the adjourned meeting. Before you can submit an instruction via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic submission of your

instruction. An electronic instruction submitted via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your submission.

- (12) Depository interest holders wishing to attend the meeting should contact the Depository at MUFG Corporate Markets Trustees (Nominees) Limited, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by emailing [Nominee.Enquiries@cm.mpms.mufg.com](mailto:Nominee.Enquiries@cm.mpms.mufg.com) by no later than 4:00 p.m. on 15 May 2025 or 72 hours before any adjourned meeting.
- (13) A copy of this Special Meeting notice can be found at the Company's website (<https://lunglifeai.com/investors/>).
- (14) As at 5:00 p.m. London Time on the Record Date, the Company's issued share capital comprised 30,658,603 shares of Common Stock, par value US\$0.0001 per share, each fully paid. Each share of Common Stock carries the right to one vote at a stockholder meeting of the Company and, therefore, the total number of voting rights in the Company as at that time is 30,658,603. The Company does not hold any shares in treasury.

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