

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

InnovaDerma plc

(incorporated and registered in England and Wales under number 09226823)

NOTICE OF GENERAL MEETING

Notice of the General Meeting of the Company to be held as a virtual meeting (details for joining the meeting are set out below) on 16 December 2020 at 10 a.m. (GMT) is set out at the end of this circular.

Please complete and submit a proxy form appointing the Chairman as proxy in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the time of the holding of the General Meeting.

PART I

InnovaDerma plc

(incorporated and registered in England and Wales under number 09226823)

Registered Office:

27 Old Gloucester Street
London
WC1N 3AX
United Kingdom

23 November 2020

To the holders of the Ordinary Shares in InnovaDerma plc

Notice of General Meeting

Dear Shareholder,

I am pleased to be writing to you with details of our General Meeting (**GM**) which we are holding as a virtual meeting on 16 December 2020 at 10.00 a.m. (GMT). The formal notice of the General Meeting is set out on page 6 of this document.

Background

The Company had received a requisition notice ("**Requisition Notice**") from Edale Capital LLP ("**Edale**"), a shareholder holding in excess of 5% of the Company's voting capital. The Requisition Notice proposed the following resolutions:

1. pursuant to Article 25 of the Company's Article of Association and he having given notice in writing to the Company of his willingness to act as a director, Simon Pyper be appointed as a director of the Company;
2. the re-election of Joseph Bayer as a director of the Company, who retires by rotation and being eligible, offers himself for re-election; and
3. the re-election of Rodney Turner as a director of the Company, who retires by rotation and being eligible, offers himself for re-election.

The Requisition Notice from Edale was received by the Company after expiry of the deadline for the shareholders to respond to the original AGM notice for making any requisitions for any matters to be considered and resolutions to be approved at the AGM.

Having consulted with its advisors, the Board believes that the best way to comply with the intention of the Requisition Notice is to call a new General Meeting on 16 December 2020 at 10 a.m. (GMT) to consider these resolutions which will be in interaction with and shortly after the AGM on 16 December 2020 at 10 a.m. (GMT). As set out below, resolution 3 is not being proposed as Rodney Turner has confirmed that he will not seek re-election and that he will resign with effect from the beginning of the General Meeting.

The Board continues to believe that good corporate governance is important to the operation of the Company and supports the proposal to have all directors stand for re-election.

Simon Pyper

The board have interviewed Simon Pyper and carried out the usual due diligence on a new director. Following this the board are pleased to confirm that they believe Mr Pyper will bring a strong skillset to the board and they are happy to recommend his appointment at the General Meeting.

Simon Pyper has extensive public company experience having held Chief Executive Officer and Chief Financial Officer roles at formerly AIM listed Be Heard Group and Global Data plc. He also held finance roles at Musgrave UK and Arcadia Group Plc. Simon has a proven track record of financial management and shareholder value creation through his previous roles and brings with him deep digital marketing and retail experience.

The board currently considers Simon Pyper to be independent and does not believe there are any factors that would count against Simon Pyper being independent.

As the board are recommending the appointment of Mr Pyper, the provisions of Article 25.2 of the Company's articles of association do not need to be complied with.

Board Composition and Leadership of InnovaDerma

The board of the Company has been through some significant changes in the last 12 months and further changes are proposed by the resolutions to strengthen its composition and ensure it has the right skills and expertise to take the business forward and generate value for all shareholders. As previously announced, in the RNS notice dated 18 November 2020 Blake Hughes has been appointed as the new CEO and has been appointed to the board as a director of the Company with effect from 18 November 2020.

The board will then compose five directors, two of whom will be independent non-executive directors. Joe Bayer has stepped down as Interim CEO following the appointment of Blake Hughes. He will remain as Executive Chairman to support Blake and ensure a smooth handover of the CEO function. Joe intends to step back to Non-executive Chairman after the transition has been completed.

As announced, Rodney Turner has confirmed that after completing two three year terms, he does not seek re-election and that he will resign with effect from the beginning of the General Meeting and therefore will not be standing for re-election as requested by Edale Capital.

The board believes the complementary skills of existing and proposed new directors will provide stability and ensure an effective and entrepreneurial board with a good balance of knowledge, skills and experience. The board further believes this structure will ensure the Company is well-positioned to navigate through the challenges presented by COVID-19 and take it to the next stage of growth.

Interaction with Annual General Meeting

As announced by the Company on 23 October 2020 and 11 November 2020, the annual general meeting (the “**AGM**”) called for 10 a.m. on 11 November 2020 was adjourned to the same date and time as the General Meeting called by this notice. This is to allow the shareholders to consider the resolutions proposed at the AGM and the resolutions proposed for the GM at the same time.

As a matter of law, these are two separate meetings and will be recorded as such. However, the board has taken all reasonable steps to have these resolutions considered at the same time and, for all practical purposes (as far as possible) for the two meetings to be considered as one.

COVID – Virtual GM

Given current measures around the COVID-19 situation and the desire of the Company to protect the health and safety of Shareholders, the GM will be run as a virtual meeting.

As shareholders cannot attend in person, the Company encourages all shareholders to vote by submitting a proxy form in advance of the GM. Please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible.

NOTE: Shareholders should appoint the Chairman of the GM as their proxy. Under the current meeting arrangements, if a shareholder appoints someone else as their proxy, that proxy will not be able to attend the GM or cast the shareholder's vote at the virtual meeting. All resolutions at the GM will be decided on a poll.

Alternatively, you may submit votes electronically, if you hold your shares in CREST, through the CREST system. The registrars must receive your votes by 10 a.m. (GMT) on 14 December 2020.

Shareholders are invited to submit any questions for the Board to consider in respect of the business of the GM. Questions should be submitted by email by sending them to agminnovaderma@tbcardew.com by 5.00 p.m. on 03 December 2020 under the title "InnovaDerma Shareholder Questions" and should include any shareholder's full name. A selection of key

questions (relating to the business of the GM) and the Company's responses will be posted on the Company's website by close of business on 08 December 2020 so that shareholders may review these before confirming their proxy vote.

In order to ensure that shareholders are able to follow the proceedings of the GM, the Company will provide access to an online audio and presentation link, accessible via the online Investor Meet Company platform. Shareholders that wish to attend the GM should register for the event in advance via the following link: <https://www.investormeetcompany.com/innovaderma-plc/register-investor>.

The online presentation link will be opened at approximately 9.55 a.m. on 16 December 2020. **However, please note that shareholders will not be able to vote at the GM via the online presentation link.**

The Company believes these measures are necessary and appropriate in light of the current pandemic, to protect the health and wellbeing of the Company's employees, shareholders and the wider communities in which we operate.

Business of the meeting

Explanatory notes on all the business to be considered at this year's GM appear on page 11 of this document.

Recommendation

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. The Board recommends that all shareholders exercise their discretion as to how to vote.

Yours sincerely,



Joseph Bayer
Chairman

PART II

InnovaDerma plc

NOTICE OF GENERAL MEETING

Notice is hereby given that the general meeting of InnovaDerma Plc (the **Company**) will be held as a virtual meeting on the 16 December 2020 at 10.00 am (GMT) to consider and, if thought fit, pass the resolutions below. **Shareholders will not be able to attend the GM at a physical location.**

Covid-19 Update

Given current measures around the COVID-19 situation in the UK and the desire of the Company to protect the health and safety of Shareholders, the Board has decided that the GM will now be run as a virtual meeting. Shareholders will not be able to attend the GM at a physical location.

Shareholders are therefore requested to submit their votes, in respect of the business to be considered at the GM, via proxy, as early as possible. Shareholders should appoint the Chairman of the GM as their proxy. **Under the current meeting arrangements, if a shareholder appoints someone else as their proxy, that proxy will not be able to attend the GM or cast the shareholder's vote at the virtual meeting. All resolutions at the GM will be decided on a poll.**

We have arranged to conduct the virtual GM through an online platform called the Investor Meet Company Platform. In order to ensure that shareholders are able to follow the proceedings of the GM, the Company will provide access to an online audio and presentation link, accessible via the online Investor Meet Company platform. Shareholders that wish to attend the GM should register for the event in advance via the following link:

<https://www.investormeetcompany.com/innovaderma-plc/register-investor>.

All resolutions will be proposed as ordinary resolutions.

ORDINARY RESOLUTIONS

1. To appoint Simon Pyper as a director of the Company.
2. To re-elect Joseph Bayer as a director of the Company, who retires by rotation and being eligible, offers himself for re-election.

23 November 2020

By order of the Board

A handwritten signature in black ink, appearing to read 'J. Bayer', followed by a period.

Joseph Bayer

Chairman

Registered Office: 27 Old Gloucester Street, London WC1N 3AX

Registered in England and Wales No. 09226823

Notes

Covid-19 update - Attendance at meeting

Given current measures around the COVID-19 situation and the desire of the Company to protect the health and safety of Shareholders, the GM will be run as a virtual meeting.

As shareholders cannot attend in person, the Company strongly encourages all shareholders to vote by submitting a proxy in advance of the GM. Please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. Alternatively, you may submit votes electronically, if you hold your shares in CREST, through the CREST system. The registrars must receive your votes by 10 a.m. (GMT) on 14 December 2020.

Shareholders are therefore requested to submit their votes, in respect of the business to be considered at the GM, via proxy, as early as possible.

NOTE: Shareholders should appoint the Chairman of the GM as their proxy. If a shareholder appoints anyone other than the Chairman of the meeting as their proxy, the proxy will not be able to physically attend the GM and will not be able to vote at the virtual meeting.

Shareholders are invited to submit any questions for the Board to consider in respect of the business of the GM. Questions should be submitted by email by sending them to agminnovaderma@tbcardew.com by 5.00 p.m. on 03 December 2020 under the title "InnovaDerma Shareholder Questions" and should include any shareholder's full name. A selection of key questions (relating to the business of the GM) and the Company's responses will be posted on the Company's website by close of business on 08 December 2020 so that shareholders may review these before confirming their proxy vote.

In order to ensure that shareholders are able to follow the proceedings of the GM, the Company will provide access to an online audio and presentation link, accessible via the online Investor Meet Company platform. Shareholders that wish to attend the GM should register for the event in advance via the following link: <https://www.investormeetcompany.com/innovaderma-plc/register-investor>.

The online presentation link will be opened at approximately 9.55 a.m. on 16 December 2020. However, please note that shareholders will not be able to vote at the GM via the online presentation link.

Please note that the Company is holding the GM virtually using the provisions provided for under the Corporate Insolvency and Governance Act 2020.

1. Shareholders are entitled to appoint the Chairman as their proxy to exercise all or any of their rights to vote on their behalf at the meeting. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. **NOTE: If a shareholder appoints anyone other than the Chairman of the meeting as their proxy, the proxy will not be able to physically attend the GM and will not be able to vote at the virtual meeting.**
2. To be valid the completed proxy form appointing the Chairman as the proxy must be received by post or (during normal business hours only) by hand at SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS or by scanning a signed copy of the proxy form and emailing this to office@slcregistrars.com, by no later than 10 am (GMT) on 14 December 2020.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 6 below) will not prevent a shareholder attending the General Meeting virtually if he/she wishes to do so, but they will not be able to vote via the virtual meeting or change their proxy instruction.
4. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.30pm (GMT) on 14 December 2020 (or, in the event of any adjournment, at 6.30 pm (GMT) on the date which is two days before the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. As at 20 November 2020, being the last practicable date prior to issuing this notice, the Company's issued share capital consists of 14,496,633 ordinary shares of €0.10 each, carrying one vote each.
6. CREST members who wish to appoint Chairman as their proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual, which can be viewed at www.euroclear.com. 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.
7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA01) by 10 am on 14 December 2020. 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.

8. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular 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(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. 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.
10. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares. **If a corporate representative is appointed they will not be able to physically attend the GM and will not be able to vote at the virtual meeting.**
11. Shareholders are invited to submit any questions for the Board to consider in respect of the business of the GM. Questions should be submitted by email by sending them to agminnovaderma@tbcardew.com by 5pm (GMT) on 03 December 2020 under the title "InnovaDerma Plc Shareholder Questions" and should include any shareholder's full name. A selection of key questions (relating to the business of the GM) and the Company's responses will be posted on the Company's website by close of business on 08 December 2020 so that shareholders may review these before confirming their proxy vote. The company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company that the question be answered.
12. A copy of this notice, and other information required by s.311A of the Companies Act 2006, can be found at <https://www.innovaderma.com/company-publications/>.
13. Shareholders may not use any electronic address provided in either this notice of meeting or any related documents (including the chairman's letter and the proxy form) to communicate with the Company for any purposes other than those expressly stated.

EXPLANATORY NOTES TO RESOLUTIONS

All resolutions are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 1 (Appointment of Simon Pyper as a director)

Simon Pyper is being proposed for the appointment as director of the Company.

The board have interviewed Simon Pyper and carried out the usual due diligence on a new director. Following this the board are pleased to confirm that they believe Mr Pyper will bring a strong skillset to the board and they are happy to recommend his appointment at the General Meeting.

Simon Pyper has extensive public company experience having held Chief Executive Officer and Chief Financial Officer roles at formerly AIM listed Be Heard Group and Global Data plc. He also held finance roles at Musgrave UK and Arcadia Group Plc. Simon has a proven track record of financial management and shareholder value creation through his previous roles and brings with him deep digital marketing and retail experience.

The board currently considers Simon Pyper to be independent and does not believe there are any factors that would count against Simon Pyper being independent.

As the board are recommending the appointment of Mr Pyper, the provisions of Article 25.2 of the Company's articles of association do not need to be complied with.

Resolution 2 (re-election of director)

Article 26.1 of the Company's Articles of Association **does not** require the directors to retire by rotation each year. However, the Board continues to believe that good corporate governance is important to the operation of the Company and supports the proposal to have all directors stand for re-election. Joseph Bayer is therefore standing for re-election as a director by resolution 2. More detail on his specific skills and experience can be found at www.innovaderma.com/board-of-directors

The Board is satisfied that Joseph Bayer director continues to make an effective and valuable contribution and that he demonstrates excellent commitment to his role.