

Notice of 2019 Annual General Meeting

**THIS DOCUMENT IS IMPORTANT AND
REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent advisor duly authorised under the Financial Services and Markets Act 2000.

If you have recently sold or otherwise transferred all your shares in Vectura Group plc, please pass this document and the accompanying document(s) to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Notice of the Annual General Meeting of Vectura Group plc (the "Company") to be held at 10.30 a.m at the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ on Wednesday 29 May 2019 is set out on pages 2 to 5 of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a Form of Proxy either in hard copy or by electronic means in accordance with the instructions printed on the Form as soon as possible but in any event so as to be received by not later than 10.30 a.m. on Friday 24 May 2019. If you hold Vectura Group plc shares in CREST, you may also appoint a proxy using CREST by following the instructions set out on page 9 of this document. Completion and return of the Form of Proxy will not preclude you from attending and voting at the Annual General Meeting in person, should you so wish.

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Registered office

Vectura Group plc
One Prospect West
Chippenham
Wiltshire SN14 6FH
www.vectura.com

8 April 2019

Dear Shareholder

2019 Annual General Meeting

I am pleased to invite you to the 2019 Annual General Meeting (AGM) of Vectura Group plc (the "Company"). The AGM will take place on Wednesday 29 May 2019 at the offices of our lawyers, Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ and will commence at 10.30 a.m.

A Notice of Meeting, including the proposed Resolutions, follows this letter. A copy of the Notice of Meeting and the Company's Report and Accounts for the year ended 31 December 2018 can be viewed on our website at www.vectura.com.

The AGM provides an opportunity for your Directors to meet with you, provide our thoughts on the development of the Company and answer your questions. We therefore encourage you to attend. However, if you are unable to do so, please complete and return your Form of Proxy as soon as possible but in any event so as to arrive not later than 10.30 a.m. on Friday 24 May 2019. Please note that if you return your Form of Proxy, you may still attend, speak and vote at the AGM in person if you subsequently wish to do so.

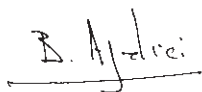
There are 20 Resolutions proposed at the AGM and we will once again take all of these on a poll vote. This will be conducted at the meeting by means of a paper poll, with each shareholder having one vote for each share held. The voting results will be notified to the London Stock Exchange as soon as possible following the conclusion of the meeting and posted on the Company's website.

Explanatory notes in respect of the proposed Resolutions are set out in the Notice of Meeting. Your Directors consider each Resolution to be in the best interests of the Company and its shareholders as a whole and unanimously recommend you vote in favour of each of them, as they intend to do in respect of their own beneficial shareholdings.

If you have any questions regarding your shareholding (e.g. share certificates) or you have received more than one copy of the Notice of Meeting, please call our registrars, Computershare, on 0370 707 1387.

My Board colleagues and I look forward to seeing as many of you as possible at the AGM and thank you for your continued support.

Yours sincerely

A handwritten signature in black ink, appearing to read "B. Angelici", with a horizontal line underneath.

Bruno Angelici
Chairman
Vectura Group plc

Vectura Group plc

Notice of 2019 Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of Vectura Group plc (the "Company") will be held at the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ on Wednesday 29 May 2019 at 10.30 a.m. for the purposes of considering and, if thought fit, passing the following Resolutions.

Resolutions 1 to 16 will be proposed as Ordinary Resolutions and each such Resolution must receive over 50% of the votes cast to be passed.

Resolutions 17 to 20 will be proposed as Special Resolutions and each such Resolution must receive at least 75% of the votes cast in order to be passed.

Ordinary Resolutions

Report and Accounts

- 1 To receive the Company's Report and Accounts for the financial year ended 31 December 2018, including the independent auditor's report (together, the "Report and Accounts").

Directors' Remuneration Report

- 2 To approve the Directors' Remuneration Report for the year ended 31 December 2018 (excluding the Directors' Remuneration Policy) as set out on pages 79 to 103 of the Report and Accounts.

Appointment of Director

- 3 To appoint Paul Fry as a Director of the Company.
- 4 To appoint Anne Whitaker as a Director of the Company.
- 5 To appoint Dr Kevin Matthews as a Director of the Company.

Reappointment of Directors

- 6 To reappoint Dr Per-Olof Andersson as a Director of the Company.
- 7 To reappoint Bruno Angelici as a Director of the Company.
- 8 To reappoint Dr Susan Foden as a Director of the Company.
- 9 To reappoint James Ward-Lilley as a Director of the Company.
- 10 To reappoint Neil Warner as a Director of the Company.
- 11 To reappoint Dr Thomas Werner as a Director of the Company.
- 12 To reappoint Juliet Thompson as a Director of the Company.

Reappointment of auditor

- 13 To reappoint KPMG LLP as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next meeting at which the accounts of the Company are laid.

Remuneration of auditor

- 14 To authorise the Audit Committee for and on behalf of the Board to determine the auditor's remuneration.

Political expenditure

- 15 To authorise the Company and all companies that are its subsidiaries at any time during the period for which this Resolution has effect for the purposes of section 366 of the Companies Act 2006 to:

- (a) make political donations to political parties or independent election candidates (as such terms are defined in sections 363 and 364 of the Companies Act 2006), not exceeding £25,000 in aggregate;
- (b) make political donations to political organisations other than political parties (as such terms are defined in sections 363 and 364 of the Companies Act 2006), not exceeding £25,000 in aggregate; and
- (c) to incur political expenditure (as such term is defined in section 365 of the Companies Act 2006), not exceeding £25,000 in aggregate,

during the period beginning with the date of the passing of this Resolution and ending with the conclusion of the next AGM of the Company (or, if earlier, close of business on 30 June 2020), unless previously renewed, revoked or varied by the Company in general meeting, provided that the maximum amounts referred to in (a), (b) and (c) may comprise sums in different currencies which shall be converted at such rate as the Board may in its absolute discretion determine to be appropriate.

Authority to allot shares

- 16 That, in substitution for all existing general authorities, the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company:

- (a) up to an aggregate nominal amount of £55,449; and
- (b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a further aggregate nominal amount of £55,449 in connection with an offer by way of rights issue,

provided that this authority shall, unless renewed, revoked or varied by the Company in general meeting, expire at the conclusion of the next AGM of the Company, or on 30 June 2020, whichever is the earlier (save that the Company may, prior to its expiry, revocation or variation, make offers, or enter into agreements, which would, or might, require shares to be allotted or rights to be granted after the expiry, revocation or variation of such authority and the Directors may allot shares or grant rights in pursuance of any such offer or agreement as if the authority conferred hereby had not expired or been revoked or varied). References in this Resolution 16 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Companies Act 2006) are to the nominal amount of shares that may be allotted pursuant to the rights.

Ordinary Resolutions continued

Authority to allot shares continued

For the purposes of this Resolution 16 “rights issue” means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, including an offer to which the Directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Special Resolutions

Disapplication of pre-emption rights

17 That, in substitution for all existing general authorities and subject to the passing of Resolution 16, and in accordance with sections 570 and 573 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot equity securities of the Company (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by Resolution 16 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- (a) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of, or an invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of Resolution 16, by way of rights issue only):
 - (i) in favour of ordinary shareholders where the equity securities are proportionate (as nearly as practicable) to the respective number of ordinary shares held by such holders; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions or make any other arrangements as the Directors may deem necessary or appropriate in relation to treasury shares, fractional entitlements, record dates, or legal or practical problems arising in, or pursuant to, the laws of any territory or the requirements of any regulatory body or stock exchange in any territory, or any other matter; and

- (b) to the allotment of equity securities pursuant to the authority granted by paragraph (a) of Resolution 16 and/or sale of treasury shares for cash (in each case otherwise than pursuant to paragraph (a) of this Resolution 17 up to an aggregate nominal amount of £8,317 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares, by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights),

such authority to be subject to the continuance of the authority conferred by Resolution 16 and to expire unless renewed, revoked or varied by the Company in general meeting, at the conclusion of the next AGM of the Company or, if earlier, on 30 June 2020 but, in each case, prior to its expiry, revocation or variation the Company may make offers, and/or enter into agreements, which would, or might, require equity securities to be allotted or rights to be granted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities or grant rights (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired or been revoked or varied.

For the purpose of this Resolution 17, “rights issue” has the same meaning as in Resolution 16 above.

18 That, subject to the passing of Resolution 16, and in accordance with sections 570 and 573 of the Companies Act 2006, the Directors be generally and unconditionally authorised (in addition to any authority granted under Resolution 17) to allot equity securities of the Company (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by Resolution 16 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities and/or sale of treasury shares for cash up to an aggregate nominal amount of £8,317 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares, by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights); and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this Notice, 8 April 2019,

Special Resolutions continued

Disapplication of pre-emption rights continued

such authority to be subject to the continuance of the authority conferred by Resolution 16 and to expire unless renewed, revoked or varied by the Company in general meeting, at the conclusion of the next AGM of the Company or, if earlier, on 30 June 2020 but, in each case, prior to its expiry, revocation or variation the Company may make offers, and/or enter into agreements, which would, or might, require equity securities to be allotted or rights to be granted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities or grant rights (and sell treasury shares) under any such offer or agreement as if the authority had not expired or been revoked or varied.

Authority to purchase own shares

- 19 That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined by section 693(4) of the Companies Act 2006) of its ordinary shares of 0.025p on such terms and in such manner as the Directors may from time to time determine provided that:
- (a) the Company shall not purchase ordinary shares with an aggregate nominal value of more than £16,634 (representing 10% of the issued ordinary share capital);
 - (b) the Company shall not pay less than the nominal share value for an ordinary share (excluding expenses);
 - (c) the Company shall not pay more (excluding expenses) for each ordinary share than the higher of (1) an amount equal to 105% of the average of the middle market price of an ordinary share as derived from the UK Listing Authority Daily Official List for the five business days immediately preceding the date on which the Company agrees to buy the ordinary shares concerned and (2) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;

- (d) this authority shall continue in force until the conclusion of the next AGM of the Company after the date on which this Resolution is passed or, if earlier, on 30 June 2020; and
- (e) the Company may agree before the authority terminates under this Resolution 19 to purchase ordinary shares where the purchase contract will or may be executed (either wholly or in part) after the authority terminates and the Company may complete such purchase contract notwithstanding that the authority has terminated.

Notice of general meetings

- 20 To authorise the calling of any general meetings of the Company other than an AGM by notice of not less than 14 clear days.

By order of the Board



John Murphy
General Counsel and Company Secretary
Vectura Group plc
8 April 2019

Explanation of business to be conducted at the Annual General Meeting

The notes on the following pages give an explanation of the proposed Resolutions.

Resolutions 1 to 16 (inclusive) are proposed as Ordinary Resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast (more than 50%) must be in favour of the Resolution. Resolutions 17 to 20 (inclusive) are proposed as Special Resolutions. This means that, for each of those Resolutions to be passed, at least three-quarters of the votes cast (75%) must be in favour of the Resolution.

The Directors consider 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 unanimously recommends that you vote in favour of all the Resolutions, as they propose to do in respect of their own beneficial holdings of ordinary shares in the issued share capital of the Company.

Ordinary Resolutions

Resolution 1 – Report and Accounts

The Company is required to present to the shareholders of the Company its Report and Accounts for the financial year ended 31 December 2018, including the Strategic Report, the Directors' Report and the Auditor's Report to shareholders at the AGM. This provides an opportunity to discuss the performance of the Company during the period, its management and its prospects for the future. A copy of the Report and Accounts of the Company for the financial year ended 31 December 2018 is enclosed with this Notice of Meeting, or made available to you electronically on our website at www.vectura.com.

Resolution 2 – Directors' Remuneration Report

This Resolution seeks shareholder approval for the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the year ended 31 December 2018, as set out on pages 79 to 103 in the Report and Accounts. The Directors' Remuneration Report contains details of the remuneration arrangements for, and payments made to, Directors for the year ended 31 December 2018. The Directors' Remuneration Policy was approved by shareholders at the AGM on 25 May 2017 for a period of up to three years and is, therefore, not required to be put to shareholders for approval at this year's AGM. It will be put to shareholders for approval again by no later than the AGM in 2020. A summary of the Directors' Remuneration Policy can be found on pages 79 to 103 in the Report and Accounts and the full Remuneration Policy can be found on the Company's website at www.vectura.com.

This Resolution is an advisory vote and the Directors' entitlements to remuneration are not conditional upon it.

Resolutions 3 to 12 – appointment and reappointment of Directors

Article 56 of the Company's Articles of Association and provision B7 of the UK Corporate Governance Code published by the Financial Reporting Council (the "UK Corporate Governance Code") require that any person appointed by the Board to fill a casual vacancy or as an additional Director should be subject to appointment by shareholders at the first AGM after their appointment.

At this year's AGM, Paul Fry, Anne Whitaker and Dr Kevin Matthews will stand for appointment by the shareholders for the first time, following their appointment as new Directors to the Board on 22 October 2018, 1 June 2018 and 29 March 2019 respectively. The Board believes that Paul, who has significant experience in senior positions in the healthcare and telecommunications sectors, Anne, who has more than 25 years' experience in the life science industry, including significant experience in the US respiratory sector, and Kevin who has more than 20 years' experience in senior management roles in the chemical, technology and pharmaceutical sectors will significantly enhance the skill set on the Board for delivery of its strategic priorities.

The UK Corporate Governance Code provides that all directors of FTSE 350 companies should be subject to annual appointment by shareholders and, as such, all Directors (apart from Paul Fry, Anne Whitaker and Dr Kevin Matthews) offer themselves for reappointment.

In addition, the UK Corporate Governance Code provides that any director who has served for more than nine years should stand for annual reappointment. The Board acknowledges that some shareholders may have concerns regarding the independence of Dr Susan Foden (SID) and Dr Thomas Werner based on their respective lengths of service. Dr Susan Foden has been a Non-Executive Director of Vectura since January 2007 and Dr Thomas Werner has served on the boards of Skyepharma and Vectura since May 2009.

It continues to be the belief of the other Board members that Susan Foden and Thomas Werner are fully independent in thought and action in terms of their participation in Board and Committee meetings, and they have the full support of the other Board members in the activities they undertake.

The performance of all Directors proposed for appointment and reappointment has been evaluated by the Chairman and the Board and it has been determined that they each perform effectively and show full commitment to their roles on the Board.

The Board therefore recommends that you support the appointments of Paul Fry, Anne Whitaker and Dr Kevin Matthews and the reappointment of each of the retiring Directors standing for reappointment. Biographical details of each Director can be found in Appendix 1 to this Notice of Meeting.

Resolutions 13 and 14 – Reappointment and remuneration of auditor

It is a requirement of the Companies Act 2006 that the Company's auditor be appointed at each general meeting at which accounts are laid. The Audit Committee keeps under review the independence and objectivity of the external auditor. Further information can be found in Company's Report and Accounts on page 77. After considering relevant information, the Audit Committee has recommended to the Board the reappointment of KPMG LLP as auditor to hold office from the conclusion of this meeting until the conclusion of the next meeting at which the accounts of the Company are laid.

Resolution 14 proposes that the Audit Committee be authorised for and on behalf of the Board to determine the auditor's remuneration.

Explanation of business to be conducted at the Annual General Meeting continued

Ordinary Resolutions continued

Resolution 15 – authority for political donations and expenditure

Resolution 15 concerns Part 14 of the Companies Act 2006 which provides that political donations made by a company to political parties, other political organisations and independent election candidates or political expenditure incurred by a company must be authorised in advance by shareholders.

It is the Company's policy not to make donations to, or incur expenditure on behalf of, political parties, other political organisations or independent election candidates and the Board has no intention of changing this policy. However, as a result of the wide definitions in the Companies Act 2006, normal expenditure (such as expenditure on organisations concerned with matters of public policy, law reform and representation of the business community) and business activities (such as communicating with the Government and political parties at local, national and European level) might be construed as political expenditure or as a donation to a political party or other political organisation and fall within the restrictions of the Companies Act 2006.

This Resolution does not purport to authorise any particular donation or expenditure but is expressed in general terms as required by the Companies Act 2006 and is intended to authorise normal donations and expenditure. If approved, Resolution 15 will allow the Company and its subsidiaries to make political donations (as defined in the Companies Act 2006) to political or independent election candidates up to an aggregate limit of £25,000, to make political donations to political organisations other than political parties up to an aggregate limit of £25,000 and to incur political expenditure (as defined in the Companies Act 2006) up to an aggregate limit of £25,000, each in the period to the conclusion of the next AGM of the Company (or, if earlier, close of business on 30 June 2020), whilst avoiding, because of the uncertainty over the definitions used in the Companies Act 2006, inadvertent or technical infringement of the Companies Act 2006. Any political donation made or political expenditure incurred which is in excess of £200 will be disclosed in the Company's Annual Report for next year, as required by the Companies Act 2006. The authority will not be used to make political donations within the normal meaning of that expression.

Resolution 16 – authority to allot shares

Resolution 16 seeks shareholder approval to renew the Directors' authority to allot shares.

The Investment Association share capital management guidelines on directors' authority to allot shares state that its members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital. The guidelines provide that any routine authority to allot shares representing in excess of one-third of the Company's issued share capital should only be used to allot shares pursuant to a fully pre-emptive rights issue.

In accordance with these guidelines, the Board seeks the shareholders' authority to allot shares in the capital of the Company up to a maximum nominal amount of £110,898, representing the Investment Association's guidelines limit of approximately two-thirds of the nominal value of the Company's issued ordinary share capital of £166,347 as at 8 April 2019 (the latest practicable date prior to publication of this Notice). Of this amount, £55,449 (representing approximately one-third of the Company's issued ordinary share capital) can only be allotted pursuant to a rights issue.

It is the Company's policy to seek renewal of this authority annually and the authority sought under this Resolution will expire at the end of the Company's next AGM or, if earlier, 30 June 2020.

The Directors have no present intention to exercise this authority. However, the Directors consider it appropriate to maintain the flexibility that this authority provides to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

As at 8 April 2019 (being the latest practicable date before publication of this Notice), the Company does not hold any ordinary shares in the capital of the Company in treasury.

Special Resolutions

Resolutions 17 and 18 – disapplication of pre-emption rights

Under section 561 of the Companies Act 2006, when new shares or other equity securities are allotted or treasury shares sold for cash, they must first be offered to existing shareholders pro rata to their holdings. The Directors are seeking the disapplication of pre-emption rights in accordance with the Statement of Principles issued by the Pre-Emption Group.

Resolution 17 authorises Directors to allot new shares, pursuant to the authority given by Resolution 16, or to sell treasury shares for cash:

- (a) up to a nominal amount of £110,898, representing approximately two-thirds of the nominal value of the Company's issued ordinary share capital of £166,347 as at 8 April 2019 (the latest practicable date prior to publication of this Notice), to existing shareholders on a pre-emptive basis. However, unless the shares are allotted pursuant to a rights issue (rather than an open offer), the Directors may only allot shares up to a nominal amount of £55,449, (representing approximately one-third of the nominal value of the Company's issued ordinary share capital of £166,347 as at 8 April 2019 (the latest practicable date prior to publication of this Notice)) (in each case, subject to any limits, restrictions or arrangements, such as for fractional entitlements and overseas shareholders, as the Directors consider necessary or appropriate); and/or
- (b) otherwise up to a maximum nominal amount of £8,317 (representing approximately 5% of the nominal value of the Company's issued ordinary share capital of £166,347 as at 8 April 2019 (being the latest practicable date before publication of this Notice of Meeting)),

in each case as if the pre-emption rights of section 561 of the Companies Act 2006 did not apply.

Resolution 18 additionally authorises the Directors to allot new shares (or sell treasury shares) for cash, without the shares first being offered to existing shareholders in proportion to their existing holdings, in connection with the financing (or refinancing, if the authority is to be used within six months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. The authority under Resolution 18 is limited to a nominal value of £8,317 (representing approximately 5% of the nominal value of the Company's issued ordinary share capital of £166,347 as at 8 April 2019 (being the latest practicable date before publication of this Notice of Meeting)).

Special Resolutions continued

Resolutions 17 and 18 – disapplication of pre-emption rights continued

The Directors intend to adhere to the provisions in the Pre-Emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in Resolution 16 either in excess of an amount equal to 5% of the total issued ordinary share capital of the Company (excluding treasury shares) or in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period, without prior consultation with shareholders. Any issuances under the authority sought under Resolution 17 would adhere to the Pre-Emption Group's Statement of Principles.

Resolutions 17 and 18 comply with the Investment Association's share capital management guidelines and follow the resolution templates issued by the Pre-Emption Group in May 2016.

Save in respect of issues of shares in connection with employee share schemes, the Directors have no immediate plans to make use of the authorities sought in Resolutions 17 and 18. There are currently 16,282,705 options outstanding under the Company's share plans for which newly issued shares could be used. The Directors consider the authorities sought to be appropriate in order to provide the Company with flexibility to take advantage of business opportunities as they arise. Shareholders should note that Resolutions 17 and 18 are subject to Resolution 16 being passed.

If both Resolutions 17 and 18 are approved, the authorities will expire on 30 June 2020 or, if earlier, the date of the next AGM.

Resolution 19 – authority to purchase own shares

The Company is seeking authority to make market purchases of its ordinary shares. It is common practice for listed companies to have such authority and the Directors consider that it is prudent for the Company to be granted such authority at the 2019 AGM.

The proposed authority is for a maximum nominal amount of £16,634 which represents not more than 10% of the nominal value of the Company's issued ordinary share capital of £166,347 as at 8 April 2019 (being the latest practicable date before publication of this Notice of Meeting) and will expire at the end of the AGM to be held in 2020 or, if earlier, 30 June 2020. The maximum price which may be paid for an ordinary share is the higher of (1) an amount equal to 105% of the average of the middle market quotations for the five business days preceding the purchase and (2) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out and the minimum price that may be paid for an ordinary share is its nominal value of 0.025p.

No purchases were made under the existing authority granted at the AGM held on 17 May 2018. The Directors have no present intention to exercise the authority sought by this Resolution. The Company will only use this authority to purchase shares in the market after careful consideration by the Directors (taking into account market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company) and in circumstances where to do so would result in an increase in earnings per share and would be in the best interests of shareholders generally.

The Directors intend that any shares purchased in the market under this authority will be cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under its share schemes. Whilst held in treasury, the shares are not entitled to receive any dividends and have no voting rights. The Directors believe that it is appropriate for the Company to have the option to hold its own shares in treasury and that doing so enables the Company to sell the shares quickly and cost effectively or use them to satisfy awards under the Company's employee share schemes and provides the Company with additional flexibility in the management of its capital base. The Directors will have regard to investor group guidelines which may be in force at the time of any such purchase, holding or resale of shares held in treasury. As at 8 April 2019 (being the latest practicable date before publication of this Notice of Meeting), no shares were held in treasury by the Company.

If approved, this authority will expire at the end of the Company's next AGM or on 30 June 2020, whichever is earlier. The Directors intend to seek renewal of this authority at each AGM of the Company.

On 8 April 2019 (being the latest practicable date before publication of this Notice), the Company had 16,282,705 options outstanding over the Company's ordinary shares, representing approximately 2.45% of the nominal value of the Company's issued ordinary share capital. If the existing authority given at the Company's AGM last year and the authority now being sought by this Resolution were to be exercised in full, these options (assuming no further ordinary shares are issued after 8 April 2019) would represent approximately 3.06% of the Company's issued ordinary share capital at that date. The Company has no warrants in issue in relation to its shares.

Resolution 20 – notice of general meetings

This Resolution seeks to renew an authority granted at last year's AGM to allow the Company to call general meetings other than an Annual General Meeting on not less than 14 clear days' notice.

Under the Companies Act 2006 the notice period required for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days (Annual General Meetings must continue to be held on at least 21 clear days' notice). If passed, this Resolution will enable the Company to retain maximum flexibility to seek shareholder approval for any future change or transaction more quickly, where it is thought by the Directors to be an advantage to the shareholders as a whole to do so. The Resolution will be effective until the Company's next AGM, when it is intended that a similar Resolution will be proposed.

Shareholders should note that to call a general meeting on fewer than 21 clear days' notice, the Company will be required to provide a means for all shareholders to vote electronically for that meeting.

Notes for shareholders

Resolutions to be decided by a poll

- 1 All Resolutions proposed at the AGM will be decided by a poll. This is a more transparent method of voting and means that the votes of all shareholders, including those of our shareholders who cannot attend the meeting but who submit a Form of Proxy, are counted.

Entitlement to attend and vote

- 2 To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company the number of votes that may be cast), the Company specifies, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, that shareholders must be registered in the Register of Members of the Company as at 6.00 p.m. on Friday 24 May 2019 (or, in the event of any adjournment, at 6.00 p.m. on the date that is two business days before the date of the adjourned meeting).

Changes to entries in the Register of Members after the relevant deadline shall be disregarded in determining the rights of any persons to attend and vote (and the number of votes they may cast) at the AGM or adjourned meeting.

Appointment of proxies

- 3 Members of the Company entitled to attend, speak and vote at the AGM are entitled to appoint a proxy to exercise on their behalf all or any of their rights to attend and to speak and vote at the AGM. A shareholder may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy or proxies may be appointed by:
 - (a) completing and returning the accompanying hard copy Form of Proxy (see notes 11, 12 and 13);
 - (b) lodging a proxy using the internet (see note 14); or
 - (c) through the CREST electronic proxy appointment service (see notes 16 to 19). If you wish your proxy to speak on your behalf at the AGM you will need to appoint a proxy of your own choice (not the Chairman) and give your instructions directly to them.
- 4 The return of a completed Form of Proxy, the lodgement of a proxy using the internet or any CREST Proxy Instruction will not prevent a shareholder attending the AGM and voting in person if he or she wishes to do so. If you have appointed a proxy and attend the meeting in person, your proxy appointment will be automatically terminated.
- 5 The statement of the rights of shareholders in relation to the appointment of proxies in notes 3 and 4 above does not apply to Nominated Persons (see note 20). The rights described in notes 3 and 4 above can be exercised only by shareholders of the Company.
- 6 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 that is put before the AGM.

- 7 To change your proxy instructions, please submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 8 Where you have appointed a proxy using the hard-copy Form of Proxy and would like to change the instructions using another hard-copy Form of Proxy, please contact Computershare's helpline on 0370 707 1387 or, if telephoning from outside the UK, on +44 370 707 1387 from Monday to Friday between 8.30 a.m. and 5.30 p.m. Calls to Computershare's 0370 number from landlines are typically charged up to 9p per minute; calls from mobiles typically cost between 3p and 55p per minute. Calls from landlines and mobiles are included in free call packages but providers' costs may vary. Calls to Computershare from outside the UK are charged at applicable international rates. Calls may be recorded and monitored randomly for security and training purposes. Computershare cannot provide advice on the merits of the proposed Resolutions, nor give any financial, legal or tax advice.
- 9 If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 10 In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice, clearly stating your intention to revoke your proxy appointment, to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. In the case of a shareholder that is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received no later than 10.30 a.m. on Friday 24 May 2019, or 48 hours before the time appointed for the holding of an adjourned AGM. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then, subject to note 4, your proxy appointment will remain valid.

Appointment of proxy using hard-copy Form of Proxy

- 11 A Form of Proxy that may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services PLC on 0370 707 1387. The notes to the Form of Proxy that accompanies this Notice explain how to direct your proxy to vote or withhold your vote on each Resolution.
- 12 In the case of joint holders, the signature of only one of the joint holders is required on the Form of Proxy. Where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the more senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first-named being the more senior).
- 13 To be valid, any hard-copy Form of Proxy must be completed and signed and received by post or (during normal business hours only) by hand at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 10.30 a.m. on Friday 24 May 2019, or 48 hours before the time appointed for the holding of an adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) for the taking of the poll at which it is to be used.
- 14 As an alternative to completing the hard-copy Form of Proxy, you can submit your proxy by electronic means by lodging a proxy with Computershare Investor Services PLC using the internet at www.eproxyappointment.com. You will be asked to enter a Control Number, Shareholder Reference Number (SRN) and PIN, all of which are printed on the hard-copy Form of Proxy, and to agree to certain terms and conditions. To be valid, a proxy lodged by electronic means must be lodged no later than 10.30 a.m. on Friday 24 May 2019, or 48 hours before the time appointed for the holding of an adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) for the taking of the poll at which it is to be used.

Receipt of documents or information relating to proxies

- 15 You may submit any documents relating to proxies, such as any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy or a notice of termination of the authority of a proxy, by email to web.queries@computershare.co.uk. However, any Form of Proxy sent to this address will not be valid. Any proxy should either be submitted in hard copy in accordance with note 13, by electronic means in accordance with note 14, or through the CREST electronic proxy appointment service in accordance with notes 16 to 19.

Appointment of proxies through CREST

- 16 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

- 17 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 the specifications of Euroclear UK & Ireland Limited (the operators of CREST), 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 3RA50) by 10.30 a.m. on Friday 24 May 2019. 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 Application 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.
- 18 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 message. 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 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 the CREST system by any particular time. In this regard, 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.
- 19 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.

Nominated persons

- 20 If you are a person who has been nominated by a shareholder under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person"):
 - (a) You may have a right under an agreement between you and the shareholder who has nominated you to have information rights (the "Relevant Member") to be appointed or to have someone else appointed as a proxy for the AGM.
 - (b) If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.
 - (c) Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

Notes for shareholders continued

Corporate representatives

- 21 Any corporation that is a member can appoint one or more corporate representatives to exercise on its behalf the same powers as if it were an individual member of the Company provided that they do so in relation to different shares held.

Issued shares and total voting rights

- 22 As at 8 April 2019 (being the latest practicable date before publication of this Notice of Meeting) the Company's issued share capital consisted of 665,387,145 ordinary shares of 0.025p each, carrying one vote each. At 8 April 2019 the Company did not hold any shares in treasury. Therefore, the total number of voting rights in the Company as at 8 April 2019 was 665,387,145.
- 23 Further information can be found at www.vectura.com about:
- (a) the matters set out in this Notice of Meeting;
 - (b) the total number of shares in the Company and the shares of each class in respect of which shareholders are entitled to exercise voting rights at the AGM;
 - (c) the total number of voting rights that shareholders are entitled to exercise at the AGM in respect of the shares of each class; and
 - (d) any shareholders' statements, shareholders' Resolutions and shareholders' matters of business received by the Company after the date of this Notice of Meeting.

Entitlement to ask questions

- 24 Pursuant to section 319A of the Companies Act 2006, any shareholder attending the AGM has the right to ask questions relating to the business being dealt with at the meeting. In certain circumstances, prescribed by section 319A, the Company need not answer a question. For example, where answering the question would interfere unduly with the operation of the meeting or involve disclosure of confidential information, or the answer is in the undesirable interest of the Company.

Entitlement to raise audit concerns

- 25 Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:
- (a) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; or
 - (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with section 527 or section 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business that may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Details of communications

- 26 Except as provided above, shareholders who wish to communicate with the Company in relation to the AGM should do so by writing to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. No other methods of communication will be accepted. In particular, you may not use any electronic address provided either in this Notice of Meeting or in any related documents (including in the Chairman's letter and the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Documents on display

- 27 The following documentation is available for inspection during business hours at the registered office of the Company and at the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ, on any weekday (public holidays excluded) from the date of this Notice until the close of the meeting, and will also be available for inspection at the place of the AGM from 10.00 a.m. on the day of the meeting until the conclusion of the meeting:
- (a) copies of the Executive Directors' service contracts and contracts of appointment between the Non-Executive Directors and the Company; and
 - (b) copies of this Notice and the Report and Accounts of the Company for the year ended 31 December 2018.

Appendix 1: Directors' biographies

Paul Fry
Chief Financial Officer



Appointment to the Board

Paul Fry was appointed Chief Financial Officer on 22 October 2018.

Experience and expertise

He graduated from Oxford University in 1988 and qualified as an accountant with the Chartered Institute of Management Accountants in 1991.

Paul joined Vectura from Immunocore, a privately held T Cell Receptor biotechnology company, where he had been chief financial officer since January 2017. Before joining Immunocore, he served as director of global finance operations at Vodafone Plc, where he was responsible for key financial controller activities and core processes as well as large transformation programmes. Prior to his role at Vodafone, he spent more than 25 years at GlaxoSmithKline (GSK), where he held a number of senior roles including head of global finance services and as CFO for GSK's Italian pharmaceutical business.

Current external appointments

Paul does not currently hold any other directorships.

Anne Whitaker
Non-Executive Director



Appointment to the Board

Anne Whitaker was appointed to the Vectura Board as a Non-Executive Director in June 2018.

Experience and expertise

She has more than 25 years of experience in the life science industry, including senior leadership roles with large pharmaceutical, biotech and speciality pharma companies. She has significant experience in the US respiratory sector and was, until recently, serving as president and chief executive officer of KNOW Bio, LLC and its wholly owned subsidiary, Novoclem Therapeutics, Inc. Previously, Anne was executive vice president and company group chairman at Valeant Pharmaceuticals. Prior to that, Anne served as president and chief executive officer of Synta Pharmaceuticals, now part of Madrigal Pharmaceuticals, Inc. She also served as president, North America pharmaceuticals at Sanofi, and held several commercial leadership roles at GlaxoSmithKline.

Current external appointments

Anne is currently a director and CEO of Dance Biopharma Holdings Inc., an independent director of Cree, Inc., a NASDAQ traded company, and an independent director of Mallinckrodt plc. She is also a trustee for the University of North Alabama.

Dr Kevin Matthews
Non-Executive Director



Appointment to the Board

Dr Kevin Matthews was appointed to the Vectura Board as a non-Executive Director on 29 March 2019.

Experience and expertise

Kevin has more than 20 years' experience in senior management roles in the chemical, technology and pharmaceutical sectors. He has significant marketing, strategy and management expertise and was, until the end of 2018, Executive Chair of Itaconix plc, an AIM-listed polymers business, having successfully led the organisation as Chief Executive Officer. A Fellow of the Royal Society of Chemistry, Kevin has a strong technical background and has previously held CEO roles at technology companies including Isogenica, a privately-held antibody drug discovery company and Oxonica plc, an advanced materials business. Prior to this he held leadership roles in multinational chemical companies Rhodia S.A, Albright & Wilson plc and ICI.

Current external appointments

Kevin is currently a Non-Executive Director on the Board of FTSE SmallCap performance materials business, Low & Bonar plc, where he chairs the Remuneration Committee. He is also an advisor to the Board of the privately held specialty chemicals company, Scott Bader.

Bruno Angelici
Non-Executive Chairman



Appointment to the Board

Bruno Angelici was appointed to the Vectura Board on 1 December 2013 and became Non-Executive Chairman in February 2014. Following the merger with Skyepharma in June 2016, Bruno became Chairman of the enlarged Vectura Group plc.

Experience and expertise

Bruno has an MBA (Kellogg School of Management) and business and law degrees from Reims.

Bruno's career includes senior management roles in pharmaceutical and medical device companies. Bruno retired from AstraZeneca in 2010 as executive vice president international after a 20-year career. He was responsible for Europe, Japan, Asia Pacific, Latin America, the Middle East and Africa having originally joined as president of ICI Pharmaceuticals France. He was a non-executive director of Novo Nordisk A/S, a global healthcare company and world leader in diabetes care. Prior to this, he was at Baxter, a US-based global supplier of medical devices. He has extensive international business leadership experience, including in the US, and brings a deep understanding to the Company of the medical device and pharmaceutical industries.

Current external appointments

Bruno is a non-executive director of Smiths Group plc, a technology group and a member of the supervisory board of Wolters Kluwer NV, a global information services and publishing company.

Appendix 1: Directors' biographies continued

James Ward-Lilley Chief Executive Officer



Appointment to the Board

James Ward-Lilley was appointed Chief Executive Officer of Vectura in September 2015 and became CEO of the enlarged Group following the merger with Skyepharma in June 2016.

Experience and expertise

James holds an Institute of Marketing Diploma, a BA (Hons) degree and an MBA.

Prior to joining Vectura, James was a senior executive at AstraZeneca, and was the commercial vice president leading respiratory, inflammation and autoimmunity, global product and portfolio strategy. In this role he had responsibility for the development of AstraZeneca's respiratory, inflammation and autoimmunity strategy which included its on market assets Symbicort® and Pulmicort®, its biologics pipeline and the acquisitions of Almirall's respiratory business and Pearl Therapeutics. Prior to this, he led the AstraZeneca investor relations team from 2011 to 2012. James' extensive 28 year management career at AstraZeneca was across a range of commercially focused roles. James progressed from sales and marketing roles in the UK through to country head of Belgium and Luxembourg. He then led AstraZeneca's business in China to become the number one pharmaceutical company in that market. James went on to become regional vice president for Central Eastern Europe and the Middle East, where the business enjoyed strong growth.

Current external appointments

James does not currently hold any other directorships. James does not currently hold any other directorships.

Susan Foden Non-Executive Director



Appointment to the Board

Dr Susan Foden joined the Vectura Board in January 2007 and is Senior Independent Director.

Experience and expertise

She holds an MA and a DPhil in biochemistry from Oxford University.

Susan brings significant experience in venture capital, UK biotech and healthcare companies to the Board. Prior to undertaking a plural career, from 2000 to 2003 she was an investor director with the London-based venture capital firm Merlin Biosciences Limited, and was chief executive officer of the technology transfer company Cancer Research Campaign Technology Ltd from 1987 to 2000.

Current external appointments

Susan holds a number of non-executive directorships with both public and private companies in the biotech and healthcare field, including BTG plc, BerGenBio ASA, Evgen Pharma plc and Oxford Ancestors Limited.

Per-Olof Andersson Non-Executive Director



Appointment to the Board

Dr Per-Olof Andersson joined the Vectura Board in April 2015.

Experience and expertise

He holds a degree in medicine from Lund University, Sweden.

Per-Olof is an expert in international research and development within the pharmaceuticals, bio-pharmaceuticals and speciality pharmaceutical industry and has considerable experience in respiratory therapeutic development. In 2011, Per-Olof retired from Almirall where he was executive director for R&D and a member of the board of directors. Prior to joining Almirall in 2006, Per-Olof had a distinguished international career at Pharmacia and Pfizer over a period of nearly 20 years. Since 2011, Per-Olof has been an independent consultant advising biotech and pharma companies. To support the 2018 Corporate Governance Code, Per-Olof has been appointed as the nominated Non-Executive Director who will oversee engagement between the Board and the workforce.

Current external appointments

Per-Olof does not currently hold any other directorships.

Neil Warner Non-Executive Director



Appointment to the Board

Neil Warner was appointed to the Board of Vectura as a Non-Executive Director in February 2011.

Experience and expertise

Neil holds an economics degree from the University of Leeds and is a Fellow of the Institute of Chartered Accountants.

Neil brings significant financial and leadership experience in multinational listed companies. He was finance director at Chloride Group plc, a position he held for 14 years until the company's acquisition by Emerson Electric. Prior to this, Neil spent six years at Exel plc (formerly Ocean Group plc and acquired by DHL/Deutsche Post in December 2005), where he held a number of senior posts in financial planning, treasury and control. He has also held senior positions in Balfour Beatty plc (formerly BICC Group plc), Alcoa and PricewaterhouseCoopers and was a non-executive director of Dechra Pharmaceuticals plc, where he was the senior independent director and chair of the audit committee. Neil was formerly the non-executive chairman of Enteq Upstream plc, a specialist reach and recovery products and technologies provider to the upstream oil and gas services market.

Current external appointments

Neil is senior independent director and audit committee chair of Trifast plc, a global leader in design, technology and manufacturing of industrial fasteners for the automotive and technology sectors. He is also a non-executive director, chair of the audit committee and member of the remuneration committee of Directa Plus plc which floated on AIM in May 2016. Directa Plus is one of the world's largest producers of graphene-based materials, marketed under its "Graphene Plus" (G+) brand, which can be used by third parties in a wide variety of industrial and commercial applications.

Thomas Werner
Non-Executive Director



Appointment to the Board

Thomas Werner was appointed to the Board of Skyepharma as a Non-Executive Director in May 2009 and joined the Board of Vectura following the merger in June 2016.

Experience and expertise

He holds a degree in chemistry from the University of Göttingen.

Thomas has over 30 years of experience in the pharmaceutical industry, previously as senior vice president of GlaxoSmithKline where he was managing director for Germany and also co-ordinated its European oncology business. Prior to that, he was responsible for Glaxo Wellcome Germany and Central Europe, Bristol-Myers Squibb Germany and Convatec Germany/Central Europe. He has held various non-executive positions including Riemser Pharma GmbH and New Oncology AG. Beside his business responsibilities, he has previously served for many years on the board of trustees of the Paul Ehrlich Foundation and the Robert Koch Foundation and was a director of the American Chamber of Commerce in Germany representing healthcare companies.

Current external appointments

Thomas is chairman of Fertin Pharma, a Danish medicated chewing gum company and of the investment advisory committee of the Seventure (France) Health for Life capital investment fund. He is also vice chairman of Basilea Pharmaceutica Ltd.

Juliet Thompson
Non-Executive Director



Appointment to the Board

Juliet Thompson was appointed to the Vectura Board as a Non-Executive Director in December 2017.

Experience and expertise

Juliet has a BSc in economics and is a chartered accountant.

She has spent over 20 years actively involved in the life sciences sector working as an investment banker and strategic advisor to healthcare companies in Europe. She headed up the European healthcare team at Stifel (formerly Oriel) and prior to this was a founding partner of Code Securities, a healthcare investment banking boutique which was acquired by Nomura, later forming Nomura Code.

Current external appointments

Juliet is deputy chairman of Nexstim plc, a Nasdaq-listed Finnish medical technology company, and sits on the boards of Novacyt S.A., a French company whose shares are admitted to trade on AIM, and GI Dynamics, Inc., a US headquartered, Australian stock exchange listed company. She chairs the audit committee of each of these three companies. She was appointed a director and remuneration committee chair of Scapa Group plc on 21 January 2019, and also as a member of both its audit and risk and nomination committees.



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