

NOTICE OF ANNUAL GENERAL MEETING

BIVICTRIX THERAPEUTICS PLC

(Incorporated and registered in England and Wales with company number 13470690)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Bivictrix Therapeutics plc ("**Company**") will be held at the Company's Registered Office on 31 March 2022 at 12.00 p.m.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 9 will be proposed as ordinary resolutions and resolutions 10 to 11 will be proposed as special resolutions.

Ordinary Resolutions

1. To receive the directors' report and annual accounts and the auditor's report for the financial year ending 31 December 2021. A copy of the annual report can be downloaded at: <https://www.bivictrix.com>.
2. To reappoint Crowe U.K. LLP as auditors of the Company from the conclusion of the meeting until the conclusion of the next Annual General Meeting.
3. To re-elect Tiffany Jane Thorn as a director of the Company.
4. To re-elect Iain Gladstone Ross as a director of the Company.
5. To re-elect William Drummond Paris as a director of the Company.
6. To re-elect Susan Day Lowther as a director of the Company.
7. To re-elect Robert Edward Hawkins as a director of the Company.
8. To re-elect Michael Kauffman as a director of the Company.
9. To grant the directors general authority in accordance with section 551 of the Companies Act 2006 ("**Act**") to allot shares, or grant rights to subscribe for, or convert any security into any shares ("**Rights**") up to an aggregate nominal amount of £66,115.20 in respect of the allotment and issue of up to 6,611,520 ordinary shares of £0.01 each in the capital of the Company with such authority expiring on the conclusion of the next Annual General Meeting of the Company.

Special Resolutions

10. That, subject to the passing of resolution 9, the directors be empowered pursuant to section 570 of Act to allot equity securities (as defined in s560 of the Act) pursuant to the general authority conferred on them by resolution 9, as if section 561 of the Act did not apply to such allotment, provided that this power shall:
 - a) be limited to the allotment of equity securities up to an aggregate nominal amount of £66,115.20; and
 - b) expire on the conclusion of the next Annual General Meeting of the Company provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to such an offer or agreement notwithstanding that the power conferred by this resolution has expired.

11. That any pre-emption rights, whether contain in the articles of association dated 28 July 2021 or otherwise, be hereby waived and dis-applied in respect of the allotment of shares or grant of Rights of up to an aggregate nominal amount of £66,115.20 until the conclusion of the Annual General Meeting, save that the Company may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of such period and the directors may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired.

By order of the Board

Tiffany Thorn
Director

Registered Office:
Mereside Alderley Park
Alderley Edge
Manchester
SK10 4TG

Dated: 4 March 2022

Notes

1. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at <https://www.bivictrix.com>.
2. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights at the meeting and you should have received a proxy form with this notice of meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
4. The completion and return of a Form of Proxy does not preclude a member from attending and voting in person at the meeting convened by this notice or any adjournment of it.
5. To be effective, such Form of Proxy and any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be delivered, duly completed, to Sophie Fleetwood at 86 Deansgate, Manchester, M3 2ER or by email to Sophie Fleetwood at sophie.fleetwood@slaterheelis.co.uk so as to be received no later than 12.00 p.m. on 29 March 2022.
6. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by either:
 - a) Sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Company. In the case of a shareholder which 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.
 - b) Sending an email to Sophie Fleetwood at sophie.fleetwood@slaterheelis.co.uk.
7. In either case, the revocation notice must be received by the Company not less than 48 hours before the time appointed for holding the annual general meeting.
8. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.
9. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
10. A special resolution requires 75 per cent. of the votes cast by those shareholders voting in person or by proxy at the meeting excluding any votes which are withheld to be voted in favour of the resolution.
11. As at close of business on 4 March 2022 (being the latest practicable date prior to publication of this document), the Company's issued share capital comprised 66,115,201 Ordinary Shares. No shares are held in treasury. Accordingly, the total number of voting rights of the Company as at 4 March 2022 was 66,115,201.