

# BIVICTRIX THERAPEUTICS PLC

(Company No. 13470690)

("Company")

## Annual General Meeting Proxy Form

Name and address

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.....  
.....

### Before completing this form, please read the explanatory notes overleaf.

I /We being a member of the Company appoint the Chairman of the meeting or (see note 3) .....

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 12:00 p.m. on 31 March 2022 at the Company's registered office and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

<b>ORDINARY RESOLUTIONS</b>	<b>For</b>	<b>Against</b>
1. To receive the directors' report and annual accounts and the auditor's report for the financial year ending 31st December 2021.		
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 £66,115,2 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.		
<b>SPECIAL RESOLUTIONS</b>	<b>For</b>	<b>Against</b>
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 disapplied 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.		

Signed ..... Dated .....

## Notes to the proxy form

### *Form of proxy*

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at an annual general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank they will be authorised in respect of your full voting entitlement. This form of proxy confers authority to demand or join in demanding a poll.
2. 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.

### *Appointment*

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish you proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may copy this form. If you are appointing more than one proxy, please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy and indicate by ticking the relevant box that the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.
5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most 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 most senior).

### *Voting Directions*

6. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

### *Returning your form of proxy*

7. To appoint a proxy using this form, the form must be:
  - Completed and signed;
  - Sent or delivered to the Company at Sophie Fleetwood, Slater Heelis Limited, 86 Deansgate, M3 2ER; and
  - Received by the Company no later than 12.00 p.m. on 29 March 2022.
8. In the case of a member which is a company, this proxy form 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 this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by sending your proxy form by email to [sophie.fleetwood@slaterheelis.co.uk](mailto:sophie.fleetwood@slaterheelis.co.uk). For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than 12.00 p.m. on 29 March 2022.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
11. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.