

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 4 May 2023 at 11.30 a.m.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 5 will be proposed as ordinary resolutions and resolutions 6 to 7 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 2022. 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 Iain Gladstone Ross as a director of the Company.
4. To re-elect Robert Edward Hawkins as a director of the Company.
5. 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 £132,230.40 in respect of the allotment and issue of up to 13,223,040 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 5, 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 5, 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 £132,230.40; 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.
7. That any pre-emption rights, whether contained 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 £132,230.40 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

Dated: 29 March 2023

Registered Office:

Mereside Alderley Park
Alderley Edge
Manchester
SK10 4TG

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. You can register your vote(s) for the meeting either:
 - by logging on to www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions;
 - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 6 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11.30 a.m. on 2 May 2023.

6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) 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.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited’s (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer’s agent, Share Registrars (CREST Participation ID 7RA36), by 11.30 a.m. on 2 May 2023. 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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 (SI 2001/3755).

7. 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 enquiries@shareregistrars.uk.com.
8. 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.
9. 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.
10. 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.
11. 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.
12. As at close of business on 29 March 2023 (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 28 March 2023 was 66,115,201.

