

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

*If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial adviser.*

*If you have recently sold or transferred all of your shares in Bivictrix Therapeutics plc, please send this notice and the accompanying documents as soon as possible 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.*

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**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 (“**AGM**”) of Bivictrix Therapeutics plc (“**Company**”) will be held at the office of Bivictrix Therapeutics plc at Mereside Alderley Park, Alderley Edge, Macclesfield, England, SK10 4TG on 24 July 2024 at 3.00 p.m.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 5 (inclusive) will be proposed as ordinary resolutions and resolution 6 will be proposed as a special resolution.

The directors of the Company consider that all the proposals to be considered at the AGM are in the best interests of the Company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

**Ordinary Resolutions**

1. To receive and adopt the directors’ report, annual accounts and auditor’s report for the financial year ending 31 December 2023. A copy of the annual report can be downloaded at: <https://www.bivictrix.com>.
2. To re-appoint Crowe U.K. LLP as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the directors of the Company to determine and fix the remuneration of the auditors of the Company.
3. To re-appoint Susan Day Lowther as a director of the Company.
4. To re-appoint William Drummond Paris as a director of the Company.
5. To resolve that, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution to the extent not utilised at the date this resolution is passed and without prejudice to any allotment of shares or grant or rights already made, offered or agreed to be made pursuant to such authorities, in accordance with section 551 of the Companies Act 2006 (“**Act**”), the board of directors of the Company be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into any shares in the Company up to an aggregate nominal amount of £165,052.17.

The authorities conferred on the board of directors of the Company under this resolution 5 shall, unless renewed, varied or revoked by the Company, expire on 24 October 2025 or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted and the board of directors of the Company may allot shares or grant

rights to subscribe for or convert securities into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

**Special Resolution**

6. That, subject to the passing of resolution 5, the board of directors of the Company be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to the allotment of equity securities or sale of treasury shares to any person up to an aggregate nominal amount of £165,052.17.

The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on 24 October 2025, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the board of directors of the Company may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

*By order of the Board*

**Tiffany Thorn**  
*Director*

Dated: 25 June 2024

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

## Notes

1. Only those shareholders registered in the Company's register of members at:
  - 3.00 p.m. on 22 July 2024; or
  - if the meeting is adjourned, 48 hours prior to the adjourned meeting (excluding non-working days) before the time set for the adjourned meeting,shall be entitled to attend, speak and vote at the 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.

Persons who are not shareholders of the Company (or duly appointed proxies or corporate representatives) will not be admitted to the meeting unless prior arrangements are made with the Company.
2. Any shareholders attending in person will be expected to adhere to any special arrangements and safety measures which the Company may put in place on the day.
3. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at <https://www.bivictrix.com>.
4. 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.
5. 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. To appoint more than one proxy, please send an email to [enquiries@shareregistrars.uk.com](mailto:enquiries@shareregistrars.uk.com). You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by you will result in the proxy appointment being invalid. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chair) and give your instructions directly to them.
6. The completion and return of a proxy form does not preclude a member from attending and voting in person at the meeting convened by this notice or any adjournment of it. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
7. You can:
  - register your proxy appointment electronically by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions;
  - appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form completed and signed (if the appointer is a corporation, executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company) by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX; or
  - in the case of CREST members, register your proxy appointment by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 9 below.

In order for a proxy appointment to be valid the proxy appointment and instructions must be received by Share Registrars Limited by 3.00 p.m. on 22 July 2024.

8. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the registrar before the latest time for the receipt of proxies will take precedence.
9. 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 (available via [www.euroclear.com](http://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.

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, 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, Share Registrars (CREST Participation ID 7RA36), by no later than 3.00 p.m. on 22 July 2024, or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting (excluding non-business days). 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.

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 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(s), to procure that their 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 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).

10. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).
11. Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the deadline for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant deadline will be disregarded.
12. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited at [enquiries@shareregistrars.uk.com](mailto:enquiries@shareregistrars.uk.com).
13. 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.
14. A shareholder may terminate a proxy instruction but to do so you will need to inform the Company in writing by either:
  - sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. 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; or
  - sending an email to [enquiries@shareregistrars.uk.com](mailto:enquiries@shareregistrars.uk.com).
15. In either case, the revocation notice must be received by Share Registrars Limited no later than 3.00 p.m. on 22 July 2024.
16. 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.
17. A corporation that is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that they do not do so in relation to the same shares.
18. 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.
19. As at 6.00pm on 24 June 2024 (being the latest practicable date prior to publication of this document), the Company's issued share capital comprised 82,526,088 ordinary shares of £0.01 each. No shares are held in treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and, accordingly, the total number of voting rights of the Company as at 6.00pm on 24 June 2024 was 82,526,088. As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and posted on the Company's website.
20. Copies of the service contracts of the executive directors, non-executive directors' letters of appointment are available for inspection at the Company's registered office during the usual business hours on any weekend (Saturdays, Sundays and public holidays excluded) from the date of this notice until the conclusion of the meeting.
21. Except as provided above, shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
  - Sending an email to [enquiries@shareregistrars.uk.com](mailto:enquiries@shareregistrars.uk.com).You may not use any electronic address provided either:
  - in this notice; or
  - in any related documents (including the annual report for the year ended 2023 and proxy form),to communicate with the Company for any purposes other than those expressly stated.
22. The Company may process personal data of attendees at the meeting. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data, including your name, contact details and the votes you cast. The Company shall process such personal data in accordance with its privacy policy, which can be found at <https://www.bivictrix.com>.

## **Explanatory Notes to the Resolutions to be proposed at the Annual General Meeting**

### **Resolution 1**

#### *Report and accounts*

The directors will present the audited financial statements of the Company for the period ended 31 December 2023 together with the directors' report and the auditor's report on those financial statements.

### **Resolution 2**

#### *Re-appointment of auditors and fixing of auditors' remuneration*

At every annual general meeting at which accounts are laid before shareholders, the Company is required to appoint an auditor to hold office from the end of the meeting until the next such meeting. Resolution 2 proposes that Crowe U.K. LLP be re-appointed as the Company's auditors to hold office until the next annual general meeting and that the directors be authorised to set their remuneration.

### **Resolutions 3 and 4**

#### *Re-appointment of directors*

Under the articles of association of the Company, at least one third of the total number of directors subject to retirement by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third shall retire at the annual general meeting and shall then be eligible for re-appointment. Brief biographical details of each of the directors can be found on pages 22 and 23 of the 2023 Annual Report and Accounts for the year ended 31 December 2023 and on the Company's website: <https://www.bivictrix.com>.

Susan Day Lowther was appointed as a director of the Company on 11 August 2021 and William Drummond Paris was appointed as a director of the Company on 11 August 2021. They are both British, their service address is the registered office of the Company and they are residents in the United Kingdom.

### **Resolution 5**

#### *General authority to allot new shares*

This resolution deals with the directors' authority to allot shares and grant rights to subscribe for, or to convert any security into, shares in accordance with section 551 of the Act. The directors currently have a general authority to allot new shares in the Company and to grant rights to subscribe for, or convert any securities into, shares. This authority is, however, due to expire at the AGM and the board would like to seek a new authority to provide the directors with flexibility to allot new shares and grant rights up until the Company's next annual general meeting, within the limits prescribed by The Investment Association. If passed, the resolution will authorise the directors to allot and grant rights to subscribe for or convert any security into shares up to a maximum nominal amount of £165,052.17 (representing 16,505,217 ordinary shares of £0.01 each). This amount represents approximately 20 per cent. of the Company's issued ordinary shares (excluding treasury shares) as at 24 June 2024 (being the latest practicable date prior to publication of this document).

The maximum nominal amount of Relevant Securities (including equity securities) which may be allotted under this resolution is £165,052.17.

As at close of business on 24 June 2024 (being the latest practicable date prior to publication of this document), the Company did not hold any treasury shares.

The authority granted by this resolution will expire on 24 October 2025 or, if earlier, on the conclusion of next year's annual general meeting.

### **Resolution 6**

#### *General disapplication of pre-emption rights*

Resolution 6 will be proposed as a special resolution, which requires a majority of at least 75 per cent. to be passed. The resolution will, if passed, give the board of directors of the Company the authority to allot equity securities or sell treasury shares for cash without first offering them to existing shareholders pro rata to their existing shareholdings.

The authority in resolution 6 is limited to allotments or sales up to a maximum nominal amount of £165,052.17 which represents approximately 20 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 24 June 2024 (being the latest practicable date prior to the publication of this document). The authorities set out in this resolution will expire on the conclusion of next year's annual general meeting or, if earlier, on 24 October 2025.

