PART III

NOTICE OF GENERAL MEETING

BIVICTRIX THERAPEUTICS LIMITED

(incorporated and registered in England and Wales with registered number 13470690)
(the **"Company"**)

NOTICE IS HEREBY GIVEN THAT a general meeting of the Company (the **"General Meeting"**) will be held at 1.00 p.m. on 23 May 2025 at the Company's registered office, Mereside Alderley Park, Alderley Edge, Manchester SK10 4TG to consider and, if thought fit, approve the following resolutions set out below (each a "**Resolution**" and together, the "**Resolutions**").

In this notice (the **"Notice"**), unless otherwise defined, words and defined terms shall have the same meaning as words and defined terms in the Circular to which this Notice is attached.

ORDINARY RESOLUTION

1. **THAT** in accordance with section 551 of the Companies Act 2006 ("**Act**"), the directors be generally and unconditionally authorised to exercise all and any powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("**Rights**"):

   1.1 up to an aggregate nominal amount of £160,000 in connection with the issue of Rights under the Warrants; and

   1.2 up to an aggregate nominal amount of £197,052.17, being approximately 20% of the nominal amount of the Company's issued share capital immediately following completion of the Fundraise,

   provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the date this Resolution is passed save that the Company may, before such expiry, make an offer or agreement (including the Warrants) which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares in pursuance of that offer or agreement as if this authorisation had not expired.

   This authority is in addition to all previous authorities conferred on the directors in accordance with section 551 of the Act.

SPECIAL RESOLUTION

2. **THAT** subject to the passing of Resolution 1 above and in accordance with section 570 of the Act, the directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1 above, as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:

   2.1 the allotment of pursuant to Resolution 1.1 above of equity securities up to an aggregate a nominal amount of £160,000; and

   2.2 the allotment (otherwise pursuant to Resolution 1.1 above) of further equity securities up to an aggregate nominal amount of £197,052.17,

provided that this power shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the date this Resolution is passed save that the Company may, before such expiry, make an offer or agreement (including the Warrants) which would or might require equity securities to be allotted after such expiry and the directors may allot shares in pursuance of that offer or agreement as if this power had not expired.

By order of the Board
Alison Lindsay Halsall
Company Secretary

Registered Office:
Mereside Alderley Park
Alderley Edge
Macclesfield
England
SK10 4TG

2 May 2025

EXPLANATORY NOTES TO THE NOTICE OF GENERAL MEETING:

1. The following notes explain your general rights as a Shareholder and your rights to attend and vote at the General Meeting or to appoint someone else to vote at the General Meeting on your behalf.

2. Only those shareholders registered in the Company's register of members at:

   - 1.00 p.m. on 21 May 2025; 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 General 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 General Meeting.

3. Persons who are not shareholders of the Company (or duly appointed proxies or corporate representatives) will not be admitted to the General Meeting unless prior arrangements are made with the Company.

4. 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.

5. If you are a shareholder who is entitled to attend and vote at the General 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. 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.

6. 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. 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.

7. The completion and return of a Form of Proxy does not preclude a member from attending and voting in person at the General Meeting or any adjournment of it. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

8. You can register your vote(s) for the General Meeting either:

   8.1 by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions;

   8.2 by post or by hand by returning the enclosed Form and Proxy 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) to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX; or

   8.3 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 10 - 13 below.

   In order for a proxy appointment to be valid the proxy appointment and instructions must be received by Share Registrars Limited by 1.00 p.m. on 21 May 2025.

9. 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.

10. 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). 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.

11. 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 1.00 p.m. on 21 May 2025 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.

12. 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.

13. 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).

14. 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).

15. 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.

16. 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.

17. 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.

18. 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.

    In either case, the revocation notice must be received by Share Registrars Limited no later than 1.00 p.m. on 21 May 2025.

19. 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.

20. 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.

21. 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.

22. As at 6.00 p.m. on 1 May 2025 (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 6.00 p.m. on 1 May 2025 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.

23. Except as provided above, shareholders who have general queries about the meeting should send an email to enquiries@shareregistrars.uk.com and no other methods of communication will be accepted.

24. You may not use any electronic address provided either:

- in this notice; or
- in any related documents,

to communicate with the Company for any purposes other than those expressly stated.