

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all of your shares in Oncimmune Holdings plc, please forward this document, together with the accompanying documents, as soon as possible either 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.

ONCIMMUNE HOLDINGS PLC

09818395

Incorporated in England and Wales under the Companies Act 2006

(the **Company**)

NOTICE OF ANNUAL GENERAL MEETING

To be held on 30 November 2020 at 10.00 am

At the offices of Zeus Capital, 10 Old Burlington Street, London, W1S 3AG

6 November 2020

Dear Shareholder

This document comprises the notice of the 2020 Annual General Meeting ("**AGM**") of Oncimmune Holdings plc.

The resolutions to be put to the AGM cover receipt and adoption of the Annual Report and Accounts, approval of the remuneration report, the reappointment of the auditors and the renewal of authorities to issue shares and disapply the statutory pre-emption rights to a limited extent.

Impact of Covid-19 on the AGM

As a result of the current UK Government guidance on social distancing and prohibiting public gathering over certain numbers, we have taken the decision that this year **unfortunately it will not be possible for shareholders to attend the AGM in person**. The AGM will therefore be primarily functional in formation with only a small number of Directors and/or other employee shareholders attending in person.

Details on how you can vote by proxy are set out below in this Notice. **The Board therefore requests that shareholders appoint the Chairman of the meeting as a proxy and provide their voting responses in advance of the AGM.**

In order to facilitate engagement with shareholders, shareholders can submit questions to the Directors ahead of the AGM by email to agm2020@oncimmune.com. The Directors will endeavour to respond to appropriately raised questions in a timely manner.

Explanation of resolutions to be proposed at the AGM

The following notes provide an explanation of the resolutions proposed in this notice of AGM.

Resolutions 1 to 5 (inclusive) are proposed as ordinary resolutions. This means that for each of the resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution.

Resolution 6 is proposed as a special resolution. This means that for this resolution to be passed, at least 75% of the votes cast must be in favour of the resolution.

Resolution 1 – Reports and accounts

The Company is required to present to the shareholders of the Company its annual report and accounts for the year ended 31 May 2020 (the "**Annual Report and Accounts**"). In accordance with the Company's articles of association (the "**Articles**"), a copy of the Annual Report and Accounts of the Company for the year ended 31 May 2020 is available to all shareholders on the Company's website: www.oncimmune.com/investors.

Resolution 2 – Directors remuneration report

The Company produces a yearly report on the Director's remuneration (the "**Remuneration Report**"). Resolution 2 proposes that the Remuneration Report for the year ended 31 May 2020 be approved by the AGM. The Remuneration Report is set out on page 38 of the Annual Report and Accounts.

Resolution 3 and resolution 4 – Re-appointment of the auditors and determination of the auditors' remuneration

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company's shareholders, to hold office until the end of the next such meeting. Resolution 3 proposes the reappointment of Grant Thornton UK LLP as auditors and, in accordance with standard practice, resolution 4 gives authority to the Directors to determine the remuneration to be paid to the auditors.

Resolution 5 – Authority to allot shares

Under s.551 of the Companies Act 2006 (the "**Act**"), the Directors are prevented, subject to certain exceptions, from allotting shares without the authority of the shareholders in a general meeting. Resolution 5 will authorise the Directors to allot relevant securities up to an aggregate nominal amount of £210,008.45 (representing 33% of the nominal value of the issued share capital of the Company as at 5 November 2020). The Directors' authority will expire at the conclusion of the next AGM.

Resolution 6 – Disapplication of pre-emption rights

Under s.561 of the Act, when new shares are allotted, they must first be offered to existing shareholders pro rata to their holdings. The Directors are seeking the disapplication of pre-emption rights in accordance with s.571 of the Act. It is proposed that the disapplication of these statutory pre-emption rights be approved to give the Directors power to allot shares either: (i) in relation to a pre-emptive offer of equity securities to the shareholders; or (ii) in relation to the issue of equity securities to any person up to a maximum aggregate nominal amount of £63,638.92 (representing 10% of the nominal value of the issued share capital of the Company as at 5 November 2020). The disapplication of pre-emption rights will expire at the conclusion of the next AGM.

Save in respect of issues of options and shares in connection with the Company's employee share schemes and the issue of warrants to Company's lender (IPF Management SA) in accordance with the terms of the Company's debt facility, the Directors have no immediate plans to make use of the authority sought in resolutions 5 and 6. The Directors consider the authority sought to be appropriate in order to provide the Company with flexibility to take advantage of business opportunities as they arise.

Action required for voting

Given the necessary restrictions which the Company has implemented with regards to attendance at the AGM, the Company requests that **all shareholders appoint the Chairman of the meeting as a proxy** and provide their voting responses in advance of the AGM.

Please note you will not receive a form of proxy for the AGM in the post. Instead, if you would like to vote on the resolutions you can:

- (a) submit a proxy vote online at www.signalshares.com. You will need to log into your online account, or register if you have not previously done so. To register you will need your Investor Code, which is detailed on your share certificate and is available from our registrar, Link Asset Services. Alternatively, it can be found on the letter or email that notified you of the AGM. Once logged on, you can click on the 'Vote Online Now' button to vote;
- (b) in the case of CREST members only, complete a CREST Proxy Instruction as set out in the notes to the Notice of AGM; or
- (c) submit a hard copy form of proxy (appointing the Chairman of the AGM as your proxy). You may request this directly from the registrars, Link Asset Services by calling 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. Alternatively, you can request a hard copy proxy card by emailing enquiries@linkgroup.co.uk Hard copy proxy forms must be returned to the Company's registrars at Link Asset Services PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF.

Recommendation

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 and are most likely to promote the success of the Company. The Directors unanimously recommend that the shareholders vote in favour of all the resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely

Meinhard Schmidt
Chairman

Company Number: 09818395

ONCIMMUNE HOLDINGS PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the **Meeting**) of Oncimmune Holdings plc (the **Company**) will be held at the offices of Zeus Capital, 10 Old Burlington Street, London, W1S 3AG on 30 November 2020 at 10:00 am.

You will be asked to consider and vote on the resolutions below, which will be proposed as ordinary and special resolutions as indicated.

ORDINARY RESOLUTIONS

1. Resolution 1 - Report and accounts

To receive and adopt the Company's annual accounts for the financial year ended 31 May 2020 together with the Directors' reports and auditor's report on those accounts.

2. Resolution 2 - Directors' remuneration report

To approve the Directors' Remuneration Report, as set out in the Company's annual report and accounts for the financial year ended 31 May 2020.

3. Resolution 3 - Re-appointment of the auditors

To re-appoint Grant Thornton UK LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.

4. Resolution 4 - Determination of the auditors' remuneration

To authorise the Directors to determine the remuneration of the auditors for the year ended 31 May 2021.

5. Resolution 5 - Authority to allot shares

That, in substitution for all subsisting authorities to the extent unused and in accordance with s.551 of the Companies Act 2006 (the "**Act**"), the Directors be generally and unconditionally authorised to allot equity securities (as defined by s.560 of the Act) up to an aggregate nominal amount of £210,008.45 (representing 33% of the nominal value of the issued share capital of the Company as at 5 November 2020) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 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 equity securities to be allotted and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

6. Resolution 6 - Disapplication of pre-emption rights

That, subject to the passing of resolution 5, the Directors be authorised to allot equity securities (as defined in s.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 s.561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

- a) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) to any person up to an aggregate nominal amount of £63,638.92 (representing 10% of the nominal value of the issued share capital of the Company as at 5 November 2020).

The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting, 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 Directors 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



Company Secretary

6 November 2020

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. Entitlement to attend and vote

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

(a) 10:00 am on 28 November 2020; or

(b) if this meeting is adjourned, 48 hours prior to the adjourned meeting,

shall be entitled to appoint one or more proxies attend, speak and vote at the meeting in respect of the number of shares registered in their name at that time. 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.

2. Website giving information regarding the meeting

Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at <http://www.oncimmune.com/investors>.

3. Appointment of proxies

A shareholder is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend and speak and vote on his/her behalf at the meeting. A proxy need not be a shareholder.

Given the restrictions on attendance detailed above, shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy. Appointment of any person other than the Chairman of the meeting may result in votes not being cast.

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 do this, that shareholder can log on to www.signalshares.com and complete the online instructions. Alternatively, shareholders can request a Proxy Form from Link Asset Services as set out below. A shareholder appointing more than one proxy should indicate the number of shares for which each proxy is authorised to act on his or her behalf.

Shareholders can:

- (a) submit a proxy vote online by logging on to www.signalshares.com and following the instructions;
- (b) request a hard copy form of proxy directly from the registrars, Link Asset Services, by calling 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales; or
- (c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by 10.00 am on 28 November 2020.

The return of a completed Proxy Form or vote, will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.

If a shareholder submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

A 'Vote withheld' is not a vote in law, which means that the vote will not be counted in the proportion of votes 'For' and 'Against' the resolution. A shareholder who does not give any voting instructions in relation to a resolution should note that his/her proxy will have authority to vote or to withhold a vote on that resolution as he/she thinks fit. A proxy will also have authority to vote or to withhold a vote on any other business (including amendments to resolutions) which properly comes before the meeting as he/she thinks fit.

4. Appointment of proxy by joint members

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).

5. Corporate representatives

A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

6. Appointment of proxies through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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 or instruction 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 & Ireland Limited's 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 (ID RA10) by 10.00 am on 28 November 2020 or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application 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 Euroclear UK & Ireland Limited 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 his 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 system 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.

7. Changing proxy instructions

Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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 Link Asset Services.

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.

8. Termination of proxy appointment

A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating his/her intention to revoke his/herr proxy appointment to Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4ZF.

The revocation notice must be received by Link Asset Services no later than 10:00 am on 28 November 2020.

If you attempt to revoke your proxy appointment, but the revocation is received after 10:00 am on 28 November 2020, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

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.

9. Questions

In order to facilitate engagement with shareholders, shareholders can submit questions to the Directors ahead of the AGM by email to agm2020@oncimmune.com. The Directors will endeavour to respond to appropriately raised questions in a timely manner.

10. Documents on display

The following documents, which are available for inspection during normal business hours at the registered office of the Company (public holidays excluded) will also be available for inspection at the place of the AGM from 9:45 am on 30 November 2020 until its conclusion:

- (a) printed copies of this notice and the documentation sent with it to shareholders using electronic communications including the Annual Report and financial statements for the financial year ended; and
- (b) the Company's memorandum and articles of association.

11. Issued shares and total voting rights

As at 5 November 2020 (being the latest business day prior to the publication of this notice) the Company's issued share capital consists of 63,638,925 ordinary shares of £0.01 each, carrying one vote each. Therefore, the total voting rights in the company are 63,638,925.

12. Communication

The Company's website is www.oncimmune.com.

None of the e-mail addresses referred to in this document may be used for any purpose other than those specified.