

**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 (as amended).

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 GENERAL MEETING**

To be held on 27 March 2023 at 10:00am

at the offices of Pinsent Masons LLP, 30 Crown Place, Earl Street, London EC2A 4ES

3 March 2023

Dear Shareholder

This document comprises the notice of a General Meeting ("GM") of Oncimmune Holdings plc.

The resolutions to be put to the GM cover receipt and adoption of the Annual Report and Accounts, approval of the remuneration report and the appointment of the auditors.

In order to further facilitate engagement with shareholders, shareholders can submit questions to the Directors ahead of the GM by email to [ir@oncimmune.com](mailto:ir@oncimmune.com). The Directors will endeavour to respond to appropriately raised questions in a timely manner.

**Explanation of resolutions to be proposed at the GM**

The following notes provide an explanation of the resolutions proposed in this Notice of GM.

All of the resolutions 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 1 – Reports and accounts**

The Company is required to present to the shareholders of the Company its annual report and accounts for the financial period ended 31 August 2022 (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 financial period ended 31 August 2022 is available to all shareholders on the Company's website: [www.oncimmune.com/investors](http://www.oncimmune.com/investors).

## **Resolution 2 – Directors’ remuneration report**

The Company produces a yearly report on the Directors’ remuneration (the "**Remuneration Report**"). Resolution 2 proposes that the Remuneration Report for the financial period ended 31 August 2022 be approved by the GM. The Remuneration Report is set out on page 19 of the Annual Report and Accounts.

## **Resolution 3 and Resolution 4 – Appointment of 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 appointment of Crowe U.K. 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.

## **Action to be taken**

Please note that you will not receive a form of proxy for the GM 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](http://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 Group contact details for which are set out below. Alternatively, it can be found on the letter or email that notified you of the GM. 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 GM; or
- (c) submit a hard copy form of proxy. You may request this directly from the registrars, Link Group 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 [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk). Hard copy proxy forms must be returned to the Company’s registrars at Link Group PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

**Recommendation**

The Directors of the Company consider that all the proposals to be considered at the GM 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 faithfully

A handwritten signature in black ink, appearing to read 'Alistair Macdonald', written in a cursive style.

Alistair Macdonald  
Chairman

Company Number: 09818395

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**ONCIMMUNE HOLDINGS PLC**

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**NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting (the **Meeting**) of Oncimmune Holdings plc (the **Company**) will be held at the offices of Pinsent Masons LLP, 30 Crown Place, Earl Street, London EC2A 4ES on 27 March 2023 at 10:00am.

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 period ended 31 August 2022 together with the Directors' reports and auditor's report on those accounts.

**2. Resolution 2 - Directors' remuneration report**

To receive and adopt the Directors' Remuneration Report, as set out in the Company's annual report and accounts for the financial period ended 31 August 2022.

**3. Resolution 3 - Appointment of the auditors**

To appoint Crowe U.K. 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 financial period ended 31 August 2023.

By order of the Board



Company Secretary  
3 March 2023

## NOTES TO THE NOTICE OF GENERAL MEETING

### 1. Entitlement to attend and vote

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

- (a) 10:00am on 24 March 2023; or
- (b) if this meeting is adjourned, 48 hours prior to the adjourned meeting,

shall be entitled to appoint one or more proxies to attend 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 vote on his/her behalf at the meeting. A proxy need not be a shareholder.

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](http://www.signalshares.com) and complete the online instructions. Alternatively, shareholders can request a Proxy Form from Link Group 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](http://www.signalshares.com) and following the instructions;
- (b) request a hard copy form of proxy directly from the registrars, Link Group, 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 Group at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 10:00am on 24 March 2023.

The return of a completed proxy form or vote will not prevent a shareholder attending the GM 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](http://www.euroclear.com)). 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 & International 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 10:00am on 24 March 2023 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 & International 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.

**Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.**

## **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 Group.

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/her proxy appointment to Link Group at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

The revocation notice must be received by Link Group no later than 10:00am on 24 March 2023.

If you attempt to revoke your proxy appointment, but the revocation is received after 10:00am on 24 March 2023, 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 GM 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 GM by email to [ir@oncimmune.com](mailto:ir@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 GM from 9:45am on 27 March 2023 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 period ended 31 August 2022; and
- (b) the Company's memorandum and articles of association.

## **11. Issued shares and total voting rights**

As at 2 March 2023 (being the latest business day prior to the publication of this notice) the Company's issued share capital consists of ordinary shares of £0.01 each, carrying one vote each. Therefore, the total voting rights in the company are 74,142,147.

## **12. Communication**

The Company's website is [www.oncimmune.com](http://www.oncimmune.com).

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