

This document is important and requires your immediate attention.

If you are in any doubt as to the action to be taken, please consult an appropriately authorised financial adviser immediately. If you have sold or transferred all of your holding of ordinary shares in Oxford Biomedica plc ("Oxford Biomedica" or the "Company"), you should hand this document to the stockbroker, bank or other agent through or to whom the sale or transfer was effected for transmission to the purchaser or transferee.



Oxford Biomedica plc

Notice of Annual General Meeting

Notice of the 2019 Annual General Meeting of the Company to be held at the offices of Covington & Burling LLP, 265 Strand, London WC2R 1BH on 29 May 2019 at 11:00 a.m. is set out on pages 1 to 4 of this document. You will no longer automatically receive a proxy form which will help reduce the Company's print and the distribution costs along with the impact on the environment, however you are encouraged to submit your vote electronically via Signal Shares (www.signalshares.com) or via CREST (if your shares are held electronically). Further details on how to submit your vote can be found in note 4.

Oxford Biomedica plc

Notice of Annual General Meeting

Dear Shareholder,

This document comprises the Notice of the 2019 Annual General Meeting ("AGM") of Oxford Biomedica plc ("Oxford Biomedica" or the "Company").

The resolutions to be put to the meeting cover approval of the Annual report and accounts (the "Annual report") (Resolution 1), the Directors' Remuneration Report (Resolution 2), the reappointment of all Directors (Resolutions 3 to 9), the appointment of the auditors (Resolution 10), the renewal of authorities to issue shares and the disapplication of pre-emption rights (Resolutions 11, 12 and 13), and approval to hold general meetings other than AGMs on 14 days' notice (Resolution 14).

Resolutions 1 to 11 (inclusive) are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than half of the votes cast (more than 50%) must be in favour of the resolution. Resolutions 12 to 14 (inclusive) are proposed as special resolutions. This means that, for each of those resolutions to be passed, at least three-quarters of the votes cast (75%) must be in favour of the resolution.

Resolution 1

The Directors are required to present to the AGM the audited financial statements of the Company for the year ended 31 December 2018. This provides an opportunity to discuss the performance of the Company during the period, its management and its prospects for the future. A copy of the Annual report for the financial year ended 31 December 2018 is enclosed with this Notice of Meeting, or made available to you electronically on our website at www.oxb.com.

Resolution 2

Resolution 2 relates to the Company's Directors' Remuneration Report. The Directors' Remuneration Report sets out remuneration arrangements for, and payments made to Directors in respect of 2018.

The Directors' Remuneration Policy was last approved by the shareholders at the 2018 AGM. In accordance with applicable legislation, the Company is required to seek approval for its Directors' Remuneration Policy at least every three years and, therefore, it is not required to be put to shareholders for approval at this year's AGM. It will be put to shareholders for approval again by no later than the AGM in 2021. A summary of the Directors' remuneration policy can be found on pages 84 to 89 in the Annual report and the full remuneration policy can be found on the Company's website at www.oxb.com.

This resolution is an advisory vote and the Directors' entitlements to remuneration are not conditional upon it.

Resolutions 3 to 9

The Company's Articles of Association ("Articles") require that any Director who was appointed after the last AGM or has served for three years, and one third of the other Directors retire from office by rotation at each AGM. However, to ensure that the Company comply with the revised UK Corporate Governance Code ("Revised Code"), produced by the Financial Reporting Council in July 2018, all Directors will now be subject to annual re-election. Accordingly, at the AGM, and in line with the Revised Code, Dr. Lorenzo Tallarigo, John Dawson, Stuart Paynter, Dr. Andrew Heath, Martin Diggle, Stuart Henderson and Dr. Heather Preston will all retire and be subject to re-election.

In addition, the UK Corporate Governance Code provides that any director who has served for more than nine years should stand for annual re-appointment. If re-elected to the Board at the AGM, Andrew Heath will reach the 10th anniversary in January 2020 of his original appointment as a Non-Executive Director. Following an internal review, the Board is satisfied that Andrew Heath remains independent in thought and action in terms of his participation in Board and Committee meetings, and has the full support of the other Board members in the activities he undertakes.

The performance of all Directors proposed for reappointment has been evaluated by the Chairman and the Board and it has been determined that they each perform effectively and show full commitment to their roles on the Board. The Board therefore recommends that you support the reappointment of each of the retiring Directors standing for reappointment.

Biographical details of each Director can be found below.

Dr. Lorenzo Tallarigo was appointed as Non-Executive Chairman of Oxford Biomedica in February 2016. He was previously Chairman of Intercept Pharmaceuticals where he led the company's successful IPO. He was also Chief Executive Officer and remains a Board member of Genextra, a holding company focused on identifying life science research to create successful businesses that develop novel treatments and technologies. Previously, he worked at Eli Lilly, where he held various positions of increasing seniority in a number of areas including clinical research, product management, marketing and general management, and ultimately as President of International Operations. He has a Doctor of Medicine degree from the University of Pisa (Italy) and a PMD from Harvard Business School.

John Dawson joined Oxford Biomedica's Board as a Non-Executive Director in August 2008, and was appointed Chief Executive Officer in October 2008. Previously he held senior management positions in the European operations of Cephalon Inc., including Chief Financial Officer and Head of Business Development Europe. While at Cephalon he led many deals building the European business to over 1,000 people, and to a turnover of several hundred million US dollars and in 2005 led the \$360 million acquisition of Zeneus by Cephalon. Prior to his time at Cephalon he was director of Finance and Administration of Sero Laboratories (UK) Limited. He is currently a non-executive director of Paion AG.

Stuart Paynter joined Oxford Biomedica's Board as Chief Financial Officer in August 2017. He has 16 years' experience in the pharmaceutical and healthcare sectors. He qualified as a chartered accountant with Haines Watts before moving to EDS. He subsequently joined Steris, and worked in a variety of roles within the healthcare and life sciences divisions prior to becoming the European Finance Director. He then moved to Shire Pharmaceuticals where he became the senior director of finance business partnering for all business outside of the US. He then moved to a corporate finance role before becoming the global head of internal audit. Prior to joining Oxford Biomedica he was head of finance business partnering at De La Rue plc. He is a member of the Institute of Chartered Accountants in England and Wales.

Dr. Andrew Heath was appointed to Oxford Biomedica's Board in January 2010 and became Deputy Chairman and Senior Independent Director in May 2011. Previously he was Chief Executive Officer of Protherics plc where he managed the company's significant growth and eventual acquisition by BTG for £220 million and held senior positions at Astra AB and Astra USA, including Vice President Marketing & Sales, and at Glaxo Sweden as Associate Medical Director. He is a non-executive director of Novacyt SA. He was previously a director of the UK BioIndustry Association.

Martin Diggle was appointed to Oxford Biomedica's Board as a Non-Executive Director in October 2012. He is a founder of Vulpes Investment Management which manages a number of funds, including the Vulpes Life Sciences Fund, Oxford Biomedica's largest shareholder. He has over 30 years' experience in investment banking and fund management, and has been an investor in life sciences and biotech for nearly 20 years. He is also an expert in emerging markets and Russia, in particular, where he was previously a partner and director of UBS Brunswick. He holds a Master's Degree in Philosophy, Politics and Economics from University of Oxford.

Stuart Henderson was appointed to Oxford Biomedica's Board as a Non-Executive Director and Chair of the Audit Committee in June 2016. Previously, he was a partner at Deloitte, where he was Head of European Healthcare and Life Sciences. Prior to this he was a partner at Arthur Andersen, where he was Head of Emerging Biotechnology. He has extensive audit and transaction experience and has worked with life sciences businesses ranging from start-ups to multinationals, as well as acting as reporting accountant on numerous IPO and Class 1 transactions. As Audit Partner, he has reported to the audit committees of publicly quoted companies for over 20 years. He is a former director of the Babraham Institute and currently sits as a non-executive director on the Boards of OneNucleus (the Life Sciences trade body for Cambridge and London), the Cell Therapy Catapult Limited and BioCity Group Limited.

Dr. Heather Preston was appointed to Oxford Biomedica's Board as a Non-Executive Director in March 2018. Dr. Preston is a Partner and Managing Director of TPG Biotech. She has over 25 years of experience in healthcare, as a scientist, physician and management consultant and she has been an investor in life sciences and Biotech for the last 16 years. She holds a degree in Medicine from the University of Oxford.

Directors

Dr. Lorenzo Tallarigo
Chairman

John Dawson
Chief Executive Officer

Stuart Paynter
Chief Financial Officer

Dr. Andrew Heath
Deputy Chairman
and Senior Independent
Director

Martin Diggle
Non-executive director

Stuart Henderson
Non-executive director

Dr. Heather Preston
Non-executive director

Resolution 10

It is a requirement of the Companies Act 2006 ("Act") that the Company's auditor be appointed at each general meeting at which accounts are laid. After considering relevant information, the Audit Committee has recommended to the Board the reappointment of KPMG LLP as auditor to hold office from the conclusion of this meeting until the conclusion of the next meeting at which the accounts of the Company are laid and that the Audit Committee be authorised, for and on behalf of the Board, to determine the auditor's remuneration.

Resolutions 11, 12 and 13

Resolution 11

Resolution 11 seeks shareholder approval to renew the Directors' authority to allot shares.

Under section 551 of the Act, the Directors cannot allot shares in the Company (other than shares allotted pursuant to an employee share scheme) unless they are authorised to do so by the Company in general meeting. Resolution 11 is proposed as an ordinary resolution to seek a new authority, which will replace any existing authorities granted prior to the AGM. It is proposed that the Directors be authorised to allot new shares or to grant rights to subscribe for or to convert any security into shares in the Company, subject to the normal pre-emption rights reserved to shareholders contained in the Act, up to an aggregate maximum nominal amount of £11,026,977, representing approximately one-third of the issued share capital of the Company as at 10 April 2018, being the last practicable date before the publication of this Notice.

In line with The Investment Association ("IA") guidelines, the authority will also permit the Directors to allot an additional one-third of the Company's issued share capital provided such shares are reserved for a fully pre-emptive rights issue. Resolution 11 reflects the IA's recommendations.

If the Directors wish to use the authority conferred in Resolution 11 to allot shares for cash, section 561(1) of the Act requires that the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. The shareholders' entitlement to be offered the new shares is known as a "pre-emption right".

However, for legal, regulatory and practical reasons, it might not be possible for new shares allotted by means of a rights issue to be issued to certain shareholders, particularly those resident overseas. Further, it might, in some circumstances, be in the Company's interests for the Directors to be able to allot some shares for cash without having to offer them first to existing shareholders. To enable this to be done, shareholders must first waive these pre-emption rights.

Resolution 12

Resolution 12 seeks the disapplication of pre-emption rights and reflects the recommendations set out in the Pre-Emption Group's ("PEG") Statement of Principles. It seeks to modify the pre-emption rights of existing shareholders as follows:

- Sub-paragraph (a) of Resolution 12 seeks authority for the directors to allot new shares for cash by way of a pre-emptive offer or rights issue and to make any arrangements which may be necessary to deal with any legal, regulatory and practical problems arising from a rights issue or other pre-emptive offer, for example, by excluding affected shareholders from the rights issue or other pre-emptive offer;
- Sub-paragraph (b) of Resolution 12 seeks authority to issue new shares up to a maximum aggregate nominal value of £1,654,046, equivalent to 5 per cent of the Company's issued ordinary share capital as at 10 April 2019, being the last practicable date before the publication of this Notice; and
- Resolution 12 limits the modification of pre-emption rights to a maximum time period of 15 months or the conclusion of the next AGM, whichever occurs first. This authority was previously granted at the 2018 AGM.

Resolution 13

Resolution 13 seeks the further disapplication of pre-emption rights and reflects the recommendations set out in the PEG Statement of Principles. It seeks to modify the pre-emption rights of existing shareholders as follows:

- Sub-paragraph (a) of Resolution 13 seeks authority to issue new shares up to a further maximum aggregate nominal value of £1,654,046, equivalent to 5 per cent of the Company's issued ordinary share capital as at 10 April 2019, being the last practicable date before the publication of this Notice;
- Sub-paragraph (b) of Resolution 13 requires that such shares are issued for cash in connection with an acquisition or specified capital investment; and
- Resolution 13 limits the modification of pre-emption rights to a maximum time period of 15 months or the conclusion of the next AGM, whichever occurs first. This authority was previously granted at the 2018 AGM. It is the Company's intention that such authority would only be used in connection with an acquisition or a specified capital investment which the Company would announce at the same time as it announces the issue of shares in reliance on such authority, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue of the shares.

Resolutions 12 and 13 are proposed as special resolutions to seek new authorities, which will replace existing authorities granted prior to the AGM. If granted, the authorities set out in Resolutions 12 and 13 will enable the Directors to allot new shares without first offering them to existing shareholders in proportion to their existing holdings and without further reference to shareholders.

However, the interests of existing shareholders are protected in that their proportionate interests in the Company cannot be reduced by more than 5 per cent through the issue of new shares for cash and cannot be reduced by more than a further 5 per cent through the issue of new shares for cash in connection with an acquisition or a specified capital investment. The Directors confirm that the authority granted by Resolution 13 will only be used in accordance with the PEG guidance.

The proposed authorities, if granted, will expire at the conclusion of the 2020 AGM or, if earlier, fifteen months from the date of the passing of the resolutions. It is the Directors' intention to renew these authorities annually.

Resolution 14

Resolution 14 is proposed to approve the holding of general meetings, other than AGMs, on 14 clear days' notice in accordance with the EU Shareholder Rights Directive. The authority will be effective until the 2020 AGM, when it is intended that the approval be renewed again. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice. If passed, this Resolution will enable the Company to retain maximum flexibility to seek shareholder approval for any future change or transaction more quickly, where it is thought by the Directors to be an advantage to the shareholders as a whole to do so.

Form of Proxy

You will no longer automatically receive a proxy form which will help reduce the Company's print and the distribution costs along with the impact on the environment, however you are encouraged to submit your vote electronically via Signal Shares (www.signalshares.com) or via CREST (if your shares are held electronically). Proxy forms are available upon request from our registrar, Link Asset Services (further details on how to submit your vote can be found in note 4). Shareholders are advised to submit a Proxy instruction in accordance with the instructions so as it arrives at the Company's registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU or to submit a proxy vote electronically via www.signalshares.com (see note 4), as soon as possible, but in any event no later than 11.00 a.m. on 24 May 2019. The return of a Form of Proxy or the electronic appointment of a proxy does not preclude you from attending and voting at the AGM if you so wish.

The Directors consider that the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders, and they recommend shareholders to vote in favour of the Resolutions.

Yours faithfully

Lorenzo Tallarigo

Chairman
17 April 2019

Oxford Biomedica plc

Notice of Annual General Meeting

Notice is hereby given that the 2019 Annual General Meeting ("AGM") of the Company will be held at the offices of Covington & Burling LLP, 265 Strand, London WC2R 1BH on 29 May 2019 at 11:00 a.m. to consider, and if thought fit, pass the following resolutions, of which the resolutions numbered 1 to 11 will be proposed as ordinary resolutions and the resolutions numbered 12, 13 and 14 will be proposed as special resolutions.

1. To receive and adopt the Company's Annual Report and Accounts (the "Annual Report") for the financial year ended 31 December 2018, the Directors' Report, and the Report of the Independent Auditors on those accounts.
2. To receive the Directors' Remuneration Report and the Report of the Independent Auditors on the auditable part of the Remuneration Report (excluding the Directors' Remuneration Policy set out at pages 84 to 89 of the Annual Report) for the financial year ended 31 December 2018.
3. To reappoint Dr. Lorenzo Tallarigo as a Director of the Company.
4. To reappoint John Dawson as a Director of the Company.
5. To reappoint Stuart Paynter as a Director of the Company.
6. To reappoint Dr. Andrew Heath as a Director of the Company.
7. To reappoint Martin Diggle as a Director of the Company.
8. To reappoint Stuart Henderson as a Director of the Company.
9. To reappoint Dr. Heather Preston as a Director of the Company.
10. To reappoint KMPG LLP as auditors of the Company from the conclusion of the meeting until the conclusion of the next AGM of the Company at which accounts are laid and to authorise the Directors to determine their remuneration.
11. That, in substitution for all existing authorities, the Directors be, and are, hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to:
 - (a) allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares up to an aggregate maximum nominal amount of £11,026,977;
 - (b) allot further equity securities (within the meaning of section 560(1) of the Act) up to an aggregate maximum nominal amount of £11,026,977 in connection with a right issue in favour of shareholders where such authority to expire at the end of the next AGM of the Company following the passing of this resolution or, if earlier, at the close of business on 29 August 2020 (unless previously revoked or varied by the Company in general meeting) but, in each case, prior to its expiry, revocation or variation the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires, or is otherwise revoked or varied and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if this authority had not expired or been revoked or varied.For the purposes of this Resolution 11 "rights issue" means an offer to:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, including an offer to which the Directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.
12. That, subject to the passing of Resolution 11 and in substitution for all existing authorities, the Directors be authorised to allot equity securities (as defined in s.560 of the Act) for cash under the authority given by Resolution 11 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:
 - (a) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of, or an invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of Resolution 11, by way of rights issue only):
 - (i) in favour of ordinary shareholders where the equity securities are proportionate (as nearly as practicable) to the respective number of ordinary shares held by such holders; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions or make any other arrangements as the Directors may deem necessary or appropriate in relation to treasury shares, fractional entitlements, record dates, or legal or practical problems arising in, or pursuant to, the laws of any territory or the requirements of any regulatory body or stock exchange in any territory, or any other matter; and
 - (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate maximum nominal amount of £1,654,046, such authority to expire at the end of the next AGM of the Company following the passing of this resolution or, if earlier, at the close of business on 29 August 2020 (unless previously revoked or varied by the Company in general meeting) but, in each case, prior to its expiry, revocation or variation the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires, or is otherwise revoked or varied and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if this authority had not expired or been revoked or varied.

For the purpose of this Resolution 12, "rights issue" has the same meaning as in Resolution 11 above.

13. That, subject to the passing of Resolution 11 and in substitution for all existing authorities, the Directors be authorised in addition to any authority granted under Resolution 12 to allot equity securities (as defined in s.560 of the Act) for cash under the authority given by Resolution 11 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:
- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate maximum nominal amount of £1,654,046; and
 - (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, such authority to expire at the end of the next AGM of the Company following the passing of this resolution or, if earlier, at the close of business on 29 August 2020 (unless previously revoked or varied by the Company in general meeting) but, in each case, prior to its expiry, revocation or variation the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires, or is otherwise revoked or varied and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if this authority had not expired or been revoked or varied.
14. That, in accordance with the Company's Articles of Association, a general meeting (other than an annual general meeting) may be held on not less than 14 days' notice.

By order of the Board

Lorenzo Tallarigo
Chairman
17 April 2019

Oxford Biomedica plc

Notice of Annual General Meeting

Notes

1. A Shareholder entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote on a show of hands and on a poll instead of him or her. A proxy need not be a member of the Company. Where a Shareholder appoints more than one proxy, each proxy must be appointed in respect of different shares comprised in his or her shareholding which must be identified on the proxy form. Each such proxy will have the right to vote on a poll in respect of the number of votes attaching to the number of shares in respect of which the proxy has been appointed. Where more than one joint Shareholder purports to appoint a proxy in respect of the same shares, only the appointment by the most senior Shareholder will be accepted as determined by the order in which their names appear in the Company's register of members. If you wish your proxy to speak at the meeting, you should appoint a proxy other than the chairman of the meeting and give your instructions to that proxy.
2. If you are not a Shareholder but you have been nominated by a Shareholder to enjoy information rights, you do not have the right to appoint a proxy or proxies pursuant to note (1). Please read note (9) below.
3. A corporation which is a shareholder may appoint one or more corporate representatives who have one vote each on a show of hands and otherwise may exercise on behalf of other Shareholders all of its powers as a Shareholder provided that they do not do so in different ways in respect of the same shares.
4. You can vote either:
 - by logging on to www.signalshares.com and following the instructions;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Asset Services, on 0871 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK, or email Link at enquiries@linkgroup.co.uk. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales

In order for a proxy appointment to be valid a proxy instruction must be completed. In each case the proxy instruction must be received by Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 11:00 a.m. on 24 May 2019. Shareholders who intend to appoint more than one proxy can obtain additional forms of proxy from Link Asset Services.

To register your vote electronically via Signal Shares (www.signalshares.com), select "Register an Account" then enter your surname, Investor Code, Postcode and an email address. Create a password and click "Register" to proceed. You will be able to vote immediately by selecting "Proxy Voting" from the menu. You can find your Investor Code on your share certificate or by calling Link Asset Services (please see note 4 for Link's contact details).

5. An abstention (or "vote withheld") option has been included on the Form of Proxy and in the available options for electronic proxy voting. The legal effect of choosing the abstention option on any resolution is that the Shareholder concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.

6. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act 2006 (the "Act"), the Company specifies that only those Shareholders registered in the register of members of the Company as at close of business on 24 May 2019 or, in the event that the meeting is adjourned, in such register not later than 48 hours before the time of the adjourned meeting (excluding any part of a day that is not a working day), shall be entitled to attend, or vote (whether in person or by proxy) at the meeting in respect of the number of shares registered in their names at the relevant time. Changes after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting or any adjourned meeting (as the case may be).
7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising 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 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 ("EUI") specification 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 Registrar (ID RA10) by 11:00 a.m. on 24 May 2019. 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 Registrar 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 members 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 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.
8. Completion a proxy instruction will not affect the right of such member to attend and vote in person at the meeting or any adjournment thereof.
9. If you are a person who has been nominated under section 146 of the Act to enjoy information rights, you may have a right, under an agreement between you and the Shareholder who has nominated you, to be appointed or to have someone else appointed for you as a proxy for the meeting. If you do not have such a right, or you do have such a right but do not wish to exercise it, you may have a right under such an agreement to give instructions to the Shareholder who nominated you as to the exercise of the voting rights attached to the ordinary shares in respect of which you have been nominated.
10. As at 10 April 2019, being the last practicable date before the publication of this Notice, the Company's issued share capital consisted of 66,161,865 ordinary shares of 50 pence each, carrying one vote each, so that the total number of votes at such date is 66,161,865.

11. Under section 527 of the Act, the Company may be required by Shareholders representing at least 5 per cent of the total voting rights of all Shareholders who have the right to vote at the meeting (excluding votes which attach to treasury shares) or by at least 100 Shareholders who have the right to vote at the meeting and hold shares in the Company on which there has been paid up an average sum, per Shareholder, of at least £100, to publish on a website a statement setting out any matter relating to:
- (i) the audit of the Company's accounts that are to be laid before this AGM (including the auditors' report and the conduct of the audit) or (ii) any circumstance connected with the auditors to the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act which, in either case, the requesting members propose to raise at the meeting. Such a request may be in hard copy or in electronic form, must identify the statement to which it relates, must be authenticated by the person or persons making it and must be received by the Company at least one week before the meeting. Such requests should be sent to the Company at Windrush Court, Transport Way, Oxford, OX4 6LT or may be faxed to 01865 783001 or e-mailed to enquiries@oxb.com. The Company may not require the shareholders requesting such website publication to pay its expenses in complying with the section. Where the Company is required to place a statement on a website, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at this AGM includes any statement that the Company has been required to publish on a website.
12. A copy of this Notice of meeting, together with any members' statements which, in each case, have been received by the Company after the despatch of this Notice and the other information required by section 311A of the Act are all available on the Company's website at www.oxb.com under 'investors: shareholder meetings'.
13. Shareholders, proxies and authorised representatives will be required to provide their names and addresses for verification against the register of members and proxy appointments received by the Company before entering the meeting. Each authorised representative must produce proof of his or her appointment, in the form of the actual appointment or a certified copy. Other than this, there are no procedures with which any such persons must comply in order to attend and vote at the meeting.
14. Shareholders, proxies and authorised representatives may raise questions at the meeting concerning any business being dealt with at the meeting and will receive answers, except that a question need not be answered where it would interfere unduly with the conduct of the meeting, would involve the disclosure of confidential information, where the answer has already been given on a website in the form of an answer to a question or where it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
15. The following documents will be available for inspection at the registered office of the Company at Windrush Court, Transport Way, Oxford, OX4 6LT during normal business hours on any week day (public holidays excepted) from the date of this Notice until the date of the AGM, and at the place of the meeting for one hour before the meeting and at the meeting itself:
- copies of the directors' service agreements and letters of appointment; and
 - the constitutional documents of the Company, comprising the Memorandum and Articles of Association.



Registered in England
No. 3252665

Registered Office
Windrush Court
Transport Way
Oxford, OX4 6LT