

**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 2022 Annual General Meeting of the Company to be held at our offices at Windrush Court, Transport Way, Oxford OX4 6LT on 27 May 2022 at 3.00 p.m. is set out on pages 2 to 3 of this document.

**In light of public health guidance and legislation issued by the UK Government in relation to the COVID-19 pandemic, our 2022 AGM will be held as a combined physical and electronic meeting. This means that attendance in person is likely to be restricted in terms of numbers and shareholders and other attendees are encouraged not to attend the AGM in person, save for such persons nominated by the Chair of the meeting in order to establish a quorum.**

Further information on the meeting arrangements are set out on page 6. The Company will continue to monitor public health guidance and legislation issued by the UK

Government in relation to the COVID-19 pandemic. Should it become appropriate to revise the current arrangements for the AGM, any such changes will be notified to shareholders through the Company's website, [www.oxb.com](http://www.oxb.com), and, where appropriate, by announcement made by the Company to a Regulatory Information Service.

Shareholders are requested to complete and submit a Form of Proxy by electronic means via Signal Shares ([www.signalshares.com](http://www.signalshares.com)) or via CREST (if your shares are held electronically). You will no longer automatically receive a proxy form, which will help reduce the Company's print and distribution costs along with the impact on the environment. Further details on how to submit your vote can be found in note 5 in the Notes for Shareholders.

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27 April 2022

**Dear Shareholder**

**2022 Annual General Meeting (AGM)**

This document comprises the Notice of the 2022 AGM ("Notice") of Oxford Biomedica plc ("Oxford Biomedica" or the "Company"). A copy of the Notice and the Company's Annual report and accounts for the year ended 31 December 2021 can be viewed on our website ([www.oxb.com](http://www.oxb.com)).

The AGM is an important event in the Company's corporate calendar and provides an opportunity for the Company's Directors to engage with shareholders. **In light of public health guidance and legislation issued by the UK Government in relation to the COVID-19 pandemic, together with the uncertainty as to any additional and/or alternative measures that may be put in place by the UK Government, and in order to protect the health and safety of our shareholders and Directors, we are proposing to hold our 2022 AGM as a combined physical and electronic meeting.**

**This means that attendance in person is likely to be restricted in terms of numbers and shareholders and other attendees are encouraged not to attend the AGM in person, save for such persons nominated by the Chair of the meeting in order to establish a quorum. Please do not attend in person if you have symptoms of or have tested positive for COVID-19.** We will continue to take measures to protect our employees and any shareholders wishing to attend in person and we strongly encourage a mask or visor covering the nose and mouth to be worn. Neither refreshments nor a lunch shall be provided and Directors will not be available to circulate with shareholders following the AGM. To ensure the venue remains COVID-19 secure, if you wish to attend the meeting in person, please register your intention to do so as soon as practicable by email to [ir@oxb.com](mailto:ir@oxb.com).

Shareholders will be able to attend the meeting via the online meeting platform, which you can access by logging on to <https://web.lumiagm.com>. On this website, you can also ask questions and submit your votes during the meeting. A step-by-step guide on how to join the meeting electronically and ask questions and submit your votes can be found on page 6 of this document.

The Company will continue to monitor public health guidance and legislation issued by the UK Government in relation to the COVID-19 pandemic. Should it become appropriate to revise the current arrangements for the AGM, any such changes will be notified to shareholders through the Company's website, [www.oxb.com](http://www.oxb.com), and, where appropriate, by announcement made by the Company to a Regulatory Information Service.

Your vote is important and the Company therefore requests that all of its shareholders (i) appoint the Chair of the meeting as their proxy and (ii) submit their votes via proxy in advance of the meeting, to ensure that their votes are counted. If a shareholder appoints a person other than the Chair of the meeting as their proxy, if for some reason that shareholder or that other proxy are not able to attend the AGM electronically or in person, that shareholder's votes will not be counted (further details on proxy voting can be found in note 5 in the Notes for Shareholders). As explained above, shareholders are encouraged not to attend the AGM in person. Accordingly, those submitting a form of proxy are strongly encouraged to appoint the Chair of the meeting rather than a named person as their proxy. This will ensure that your vote will be counted.

The Company understands that the AGM also serves as a forum to engage with shareholders and shareholders' views are always very important to us. Therefore, to support engagement, following the conclusion of the AGM, we will host a webcast with a presentation given by myself and Stuart Paynter, Chief Financial Officer. Afterwards Stuart Paynter, the other Directors and I will also answer questions from shareholders. Shareholders are encouraged to submit questions in advance by emailing [ir@oxb.com](mailto:ir@oxb.com) before 2.30 p.m. BST on 27 May 2022. After responding to these pre-submitted questions, shareholders will be able to use the Electronic Meeting Platform to ask further questions or pose questions in person. We may choose to summarise and bundle questions thematically or set further conditions to facilitate the smooth running of the webcast. If you wish to watch or participate in the webcast and subsequent Q&A session electronically, information on how to do that is set out on page 6.

The remaining Resolutions put to you for voting will be generally familiar to you and are further explained in the explanation of business to be conducted at the AGM on pages 4 to 5. In total, there are eighteen Resolutions to be proposed at the AGM and the voting results will be notified to the London Stock Exchange as soon as possible following the conclusion of the meeting and posted on the Company's website. All Resolutions will be put to a poll. This will ensure an exact and definitive result.

Your Directors consider each Resolution to be in the best interests of the Company and its shareholders as a whole and unanimously recommend you vote in favour of each of them, as they intend to do in respect of their own beneficial shareholdings.

I would like to thank all shareholders for their ongoing support during 2021.

Yours sincerely



**Dr. Roch Doliveux**

Chair and Interim Chief Executive Officer  
Oxford Biomedica plc

**Oxford Biomedica plc**

Windrush Court, Transport Way, Oxford OX4 6LT United Kingdom  
Telephone: +44 (0) 1865 783 000, [www.oxb.com](http://www.oxb.com)

Registered in England and Wales: No 3252665

Oxford Biomedica plc | Notice of Annual General Meeting

# Oxford Biomedica plc

## Notice of Annual General Meeting

**Notice is hereby given that the 2022 Annual General Meeting ("AGM") of Oxford Biomedica plc (the "Company") will be held at the Company's offices at Windrush Court, Transport Way, Oxford OX4 6LT on 27 May 2022 at 3.00 p.m. to consider, and if thought fit, pass the following Resolutions.**

**In light of public health guidance and legislation issued by the UK Government in relation to the COVID-19 pandemic, together with the uncertainty as to any additional and/or alternative measures that may be put in place by the UK Government, and in order to protect the health and safety of our shareholders and Directors, the 2022 AGM will be held as a combined physical and electronic meeting. For the reasons given in the letter that accompanies this Notice, shareholders are encouraged attend the meeting via the online meeting platform, rather than in person.**

Resolutions 1 to 15 (inclusive) will be proposed as Ordinary Resolutions and therefore each such Resolution must receive over 50% of the votes cast to be passed.

Resolutions 16 to 18 (inclusive) will be proposed as Special Resolutions and therefore each such Resolution must receive at least 75% of the votes cast in order to be passed.

### Ordinary Resolutions

1. To receive and adopt the Company's Annual report and accounts (the "Annual Report") for the financial year ended 31 December 2021, 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 104 to 129 of the Annual Report for the financial year ended 31 December 2021.
3. To appoint Dr. Michael Hayden as a Director of the Company.
4. To appoint Catherine Moukheibir as a Director of the Company.
5. To appoint Namrata P. Patel as a Director of the Company.
6. To reappoint Dr. Roch Doliveux as a Director of the Company.
7. To reappoint Professor Dame Kay Davies as a Director of the Company.
8. To reappoint Dr. Siyamak Rasty as a Director of the Company.
9. To reappoint Stuart Paynter as a Director of the Company.
10. To reappoint Stuart Henderson as a Director of the Company.
11. To reappoint Dr. Heather Preston as a Director of the Company.
12. To reappoint Robert Ghenchev as a Director of the Company.
13. 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.
14. To authorise the Audit Committee for and on behalf of the Board to determine the auditor's remuneration.
15. That, in substitution for all existing general authorities, the Directors be, and are, generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to:
  - (a) allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate maximum nominal amount of £16,010,704;
  - (b) allot further equity securities (within the meaning of section 560(1) of the Act) up to an aggregate maximum nominal amount of £16,010,704 in connection with a rights issue in favour of shareholders,

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 27 August 2023 (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 15 "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.

### Special Resolutions

16. That, subject to the passing of Resolution 15 and in substitution for all existing authorities, the Directors be, and are, generally and unconditionally authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by Resolution 15 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 15, by way of rights issue only):
  - (i) to ordinary shareholders in proportion (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 which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory 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 pursuant to paragraph (a) of this Resolution 16) up to an aggregate maximum nominal amount of £2,401,605,

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 27 August 2023 (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 Directors 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 16, "rights issue" has the same meaning as in Resolution 15 above.

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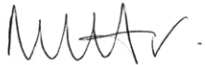
17. That subject to the passing of Resolution 15 and in substitution for all existing authorities (other than the authority granted under Resolution 16), the Directors be, and are, generally and unconditionally authorised (in addition to any authority granted under Resolution 16) to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by Resolution 15 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 £2,401,605; 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 Directors determine 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 of Meeting,

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 27 August 2023 (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 Directors 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.

18. 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



**Natalie Walter**

General Counsel and Company Secretary  
Oxford Biomedica plc

27 April 2022

# Oxford Biomedica plc

## Explanation of business to be conducted at the Annual General Meeting

The notes on the following pages give an explanation of the proposed Resolutions.

Resolutions 1 to 15 (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 16 to 18 (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 (at least 75%) must be in favour of the Resolution.

The Directors consider that all the Resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. The Board unanimously recommends that you vote in favour of all the Resolutions, as they propose to do in respect of their own beneficial holdings of ordinary shares in the issued share capital of the Company.

### Ordinary Resolutions

#### Resolution 1 – Report and Accounts

The Company is required to present to the shareholders at the AGM the audited financial statements of the Company for the financial year ended 31 December 2021. 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 and accounts of the Company for the financial year ended 31 December 2021 is either enclosed with this Notice of Meeting, or has been made available to you electronically on the Company's website at [www.oxb.com](http://www.oxb.com).

#### Resolution 2 – Directors' Remuneration Report

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 2021. The remuneration report appears at pages 104 to 129 of the Annual report and accounts.

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

#### Resolutions 3 to 12 – appointment and reappointment of Directors

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 complies with the revised UK Corporate Governance Code, produced by the Financial Reporting Council in July 2018, all Directors will now be subject to annual re-election.

At this year's AGM, Dr. Michael Hayden, who was appointed as a new Director to the Board in July 2021, Catherine Moukheibir, who was appointed as a new Director to the Board in December 2021, and Namrata P. Patel, who was appointed as a new Director to the Board in April 2022, will each stand for appointment by the shareholders for the first time.

Dr. Michael Hayden was previously the President of Global R&D and Chief Scientific Officer at Teva Pharmaceuticals Industries Ltd. and has co-founded five biotechnology companies. He currently serves as CEO of Prilenia Therapeutics and represents various private biotech companies at board level.

Ms Catherine Moukheibir started her career in investment banking and capital markets working in the US and London and has extensive international experience in finance, capital markets and life sciences. She is currently serving as a non-executive Board member with various companies, both listed (Biotals, Ironwood Pharmaceuticals, Inc), and privately-owned (CMR Surgical Limited, Asceneuron SA, DNA Script and Noema Pharma).

Ms Namrata P. Patel has extensive international experience in manufacturing and end to end Supply Chain, with experience in the commercialised regulated industry. She has held senior positions across several major global markets, including Gillette, WH Smith and Coca-Cola, and played a key role in delivering on Procter & Gamble's 2040 Sustainability Ambition Goals for its beauty business portfolio.

Following his decision to step down as Chief Executive Officer in January 2022, John Dawson is retiring from the Board and therefore is not standing for re-election at the AGM in 2022.

The performance of all Directors proposed for reappointment has been evaluated by the Chair 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 appointments of Dr Michael Hayden, Catherine Moukheibir and Namrata P. Patel and the reappointment of each of the retiring Directors standing for reappointment.

Biographical details of each of the Directors can be found in the Appendix to this Notice.

#### Resolutions 13 and 14 – Reappointment and remuneration of auditor

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. The Audit Committee keeps under review the independence and objectivity of the external auditor. 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 AGM until the conclusion of the next meeting at which the accounts of the Company are laid, and Resolution 13 proposes such reappointment.

Resolution 14 proposes that the Audit Committee be authorised for and on behalf of the Board to determine the auditor's remuneration.

#### Resolution 15 – authority to allot shares

Resolution 15 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 unless they are authorised to do so by the Company in General Meeting. Resolution 15 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 £16,010,704, representing approximately one-third of the issued share capital of the Company as at 19 April 2022, 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 15 reflects the IA's recommendations.

If the Directors wish to use the authority conferred in Resolution 15 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.

### Special Resolutions

#### Resolutions 16 and 17 – disapplication of pre-emption rights

Resolution 16 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 16 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; and
- sub-paragraph (b) of Resolution 16 seeks authority to issue new shares up to a maximum aggregate nominal value of £2,401,605, equivalent to 5 per cent of the Company's issued ordinary share capital as at 19 April 2022, being the last practicable date before the publication of this Notice.

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Resolution 17 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 17 seeks authority to issue new shares up to a further maximum aggregate nominal value of £2,401,605, equivalent to 5 per cent of the Company's issued ordinary share capital as at 19 April 2022, being the last practicable date before the publication of this Notice; and
- sub-paragraph (b) of Resolution 17 requires that such shares are issued for cash in connection with an acquisition or specified capital investment.

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 16 and 17 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 16 and 17 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 17 will only be used in accordance with the PEG guidance.

The proposed authorities, if granted, will expire at the conclusion of the 2023 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 18 – notice of general meetings**

Resolution 18 is proposed to approve the holding of general meetings, other than AGMs, on 14 clear days' notice in accordance with the Companies (Shareholder Rights) Regulations 2009. The authority will be effective until the 2023 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 Regulations 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 distribution costs along with the impact on the environment, however you are encouraged to submit your vote electronically via Signal Shares ([www.signalshares.com](http://www.signalshares.com)) or via CREST (if your shares are held electronically). Proxy forms are available upon request from the Company's Registrar, Link Group (further details on how to submit your vote can be found in note 5 of the Notes for shareholders). Shareholders are advised to submit a proxy instruction in accordance with the instructions so as to ensure it arrives at the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or to submit a proxy vote electronically via [www.signalshares.com](http://www.signalshares.com) (see note 5 of the Notes for Shareholders), as soon as possible, but in any event no later than 3.00 p.m. on 25 May 2022. The return of a Proxy form or the electronic appointment of a proxy does not preclude you from attending and voting at the AGM if you so wish. However, for the reasons given in the letter from the Chair that accompanies this Notice, shareholders are encouraged to attend the AGM virtually, via electronic means.

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.

<https://web.lumiagm.com>

**Meeting ID: 112-071-312**



### Meeting Access

Shareholders can participate in the AGM electronically, should they wish to do so. This can be done by accessing the meeting website: <https://web.lumiagm.com>

Lumi is available as a mobile web client, compatible with the latest browser versions of Chrome, Firefox, Internet Explorer 11 (Internet Explorer V10 and lower are not supported), Edge and Safari and can be accessed using any web browser, on a PC, tablet or smartphone device.

On accessing the meeting website, you will be asked to enter the Meeting ID above.

You will then be prompted to enter your unique 11 digit Investor Code (IVC) including any leading zeros, and 'PIN'. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder.

Your IVC can be found on your share certificate, or Signal Shares users ([www.signalshares.com](http://www.signalshares.com)) will find this under 'Manage your account' when logged in to the Signal Shares portal. You can also obtain this by contacting Link Group, our Registrars, by calling +44 (0) 371 277 1020\*

Access to the meeting will be available from 3:00 pm on 27 May 2022; however, please note that your ability to vote will not be enabled until the Chair formally declares the poll open.



### Broadcast

The meeting will be broadcast in audio format. Once logged in, and at the commencement of the meeting, you will be able to listen to the proceeding of the meeting on your device.



### Voting

Once the Chair has formally opened the meeting, the voting procedure will be explained. Once voting has opened, the polling icon will appear on the navigation bar. From here, the resolutions and voting choices will be displayed.

Select the option that corresponds with how you wish to vote. Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received. There is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice. If you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure.



### Questions

Shareholders are encouraged to ask questions in advance by emailing [ir@oxb.com](mailto:ir@oxb.com) before 2.30 p.m. BST on 27 May 2022 and these will be addressed in the Q&A session during the webcast made available at 3:00 p.m. BST on 27 May 2022, which will follow the conclusion of (but does not form part of) the AGM.

Shareholders attending electronically may ask questions on the day through the Lumi platform, by typing and submitting their question in writing via the Lumi messaging function or verbally via the teleconference. To submit your question in writing select the messaging icon from within the navigation bar and type your question at the bottom of the screen, then click on the arrow icon to the right of the text box.

Details of how to access the teleconference will be provided on the day of the AGM once you are logged into the Lumi platform.

### Requirements

An active internet connection is required at all times in order to allow you to cast your vote when the poll opens, submit questions and listen to the audiocast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

### Duly appointed proxies and corporate representatives

If you wish to appoint a proxy other than the Chair of the meeting and for them to attend the virtual meeting on your behalf, please submit your proxy appointment in the usual way before contacting Link Group on +44 (0) 371 277 1020\* in order to obtain their IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the meeting.

If your shares are held within a nominee and you wish to attend the electronic meeting, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to Link Group, our registrar, as soon as possible and at least 72 hours (excluding non-business days) before the meeting, in order that they can obtain for you your unique IVC and PIN to enable you to attend the electronic meeting.

\* Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.



- 1. In light of public health guidance and legislation issued by the UK Government in relation to the COVID-19 pandemic, together with the uncertainty as to any additional and/or alternative measures that may be put in place by the UK Government, and in order to protect the health and safety of the Company's shareholders and Directors, the AGM will be held as a combined physical and electronic meeting. This means that shareholders and other attendees are encouraged not to attend the AGM in person, save for such persons nominated by the Chair of the meeting in order to establish a quorum. Shareholders should not attend in person if they have symptoms of or have tested positive for COVID-19.**

**Shareholders will be able to attend the meeting via the online meeting platform. (A step-by-step guide on how to access the online meeting platform can be found on page 6 of this document.) Accordingly, the Company strongly encourages all shareholders to submit a proxy vote in advance of the meeting, appointing the Chair of the meeting as their proxy rather than a named person. These notes to the notice of meeting should be read in this context.**

2. 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. **As explained in note 1 above, shareholders are encouraged not to attend the AGM in person. Accordingly, those submitting a form of proxy are strongly encouraged to appoint the Chair of the meeting rather than a named person as their proxy.** This will ensure that your vote will be counted.
3. 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 Chair of the meeting and give your instructions to that proxy. 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 2. Please read note 10.
4. 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.
5. You can vote either:
- by logging on to [www.signalshares.com](http://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 the Company's Registrar, Link Group, on 0371 664 0391 if calling from the United Kingdom, or +44 (0) 371 664 0391 if calling from outside of the United Kingdom, or email Link at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk). Calls will be charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The lines are open between 9.00 a.m.–5.30 p.m., 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 Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 3:00 p.m. on 25 May 2022. Shareholders who intend to appoint more than one proxy can obtain additional forms of proxy from Link Group.

To register your vote electronically via Signal Shares ([www.signalshares.com](http://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 ("IVC") on your share certificate, or Signal Shares users ([www.signalshares.com](http://www.signalshares.com)) will find this under 'Manage your account' when logged in to the Signal Shares portal. You can also obtain this by contacting Link Group, the Company's registrar, by calling +44 (0) 371 277 1020. Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

Link Group, the company's registrar, has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their records at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on the Apple App Store and Google Play.

6. 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.
7. 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 25 May 2022 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).
8. 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 & International 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 3.00 p.m. 25 May 2022. 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.

9. Completion of a proxy instruction will not affect the right of such member to attend and vote in person at the meeting or any adjournment thereof.
  10. 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.
  11. As at 19 April 2022, being the last practicable date before the publication of this Notice, the Company's issued share capital consisted of 96,064,224 ordinary shares of 50 pence each, carrying one vote each, so that the total number of votes at such date is 96,064,224.
  12. Voting on the Resolutions will be conducted by way of a poll. This will ensure an exact and definitive result.
  13. 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 emailed to [enquiries@oxb.com](mailto: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.
  14. A copy of this Notice, 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](http://www.oxb.com) under 'investors: shareholder meetings'.
  15. 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.
  16. In normal circumstances, 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.
  17. As explained in note 1 above, shareholders are encouraged not to attend the AGM in person. For shareholders attending the meeting remotely via the online meeting platform, access to the AGM will be available from 15 minutes before the meeting start time, although the voting functionality will not be enabled until the Chair of the meeting declares the poll open. During the AGM, you must ensure you are connected to the internet at all times in order to vote when the Chair commences polling on the Resolutions. Therefore, it is your responsibility to ensure connectivity for the duration of the AGM via your wi-fi. A user guide to the audio/video webcast is available on the Company's website at: [www.oxb.com](http://www.oxb.com).
  18. If you wish to appoint a proxy other than the Chair of the meeting and for them to attend the virtual meeting on your behalf, please submit your proxy appointment in the usual way before contacting Link Group on +44 (0) 371 277 1020 in order to obtain their IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the meeting.
  19. If your shares are held within a nominee and you wish to attend the electronic meeting, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to Link Group, the Company's registrar, as soon as possible and at least 72 hours (excluding non-business days) before the meeting, in order that they can obtain for you your unique IVC and PIN to enable you to attend the electronic meeting.
  20. 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 Current Articles.
- So that appropriate COVID-19 secure arrangements can be made for any shareholders wishing to inspect documents, we request that shareholders email: [ir@oxb.com](mailto:ir@oxb.com) in advance of any visit to ensure that access can be arranged. Any such access will be subject to health and safety requirements and any limits on gatherings, social distancing or other measures imposed or recommended by the UK government.

### **Dr. Roch Doliveux**

#### **Chair and Interim Chief Executive Officer**

Dr. Roch Doliveux was appointed to the Board as Non-Executive Chair in June 2020. Dr. Doliveux also became Interim CEO in January 2022, following the Company's announcement of John Dawson's intention to retire as CEO. Dr. Doliveux is currently Chair of the Board of Directors at Pierre Fabre S.A. He was previously the Chief Executive Officer of UCB S.A. for ten years during which time he transformed the company from a diversified chemical group into a global biopharmaceutical leader. Prior to this Dr. Doliveux worked at Schering-Plough International, Inc. from 1990–2003 and at Ciba-Geigy AG (now Novartis) from 1982–1990. Dr. Doliveux is a Veterinary Surgeon by training and has an MBA from INSEAD.

### **Stuart Paynter**

#### **Chief Financial Officer**

Stuart Paynter joined the Board in August 2017. He has 17 years' experience in the pharmaceutical and healthcare sectors. He qualified as a chartered accountant with Haines Watts before moving to EDS. Mr Paynter subsequently joined Steris, and worked in a variety of roles within the healthcare and life sciences divisions prior to becoming the European Finance Director. Mr Paynter then moved to Shire Pharmaceuticals where he became the Senior Director of Finance Business Partnering for all business outside the US, transitioning to a corporate finance role before becoming the Global Head of Internal Audit. Prior to joining Oxford Biomedica Mr Paynter 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. Heather Preston**

#### **Independent Non-Executive Director**

Dr. Heather Preston was appointed to the Board as a Non-Executive Director in March 2018 and was appointed Chair of the Remuneration Committee in June 2020. 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 biotechnology for the last 19 years. Dr. Preston holds a degree in Medicine from the University of Oxford.

### **Robert Ghenchev**

#### **Non-Executive Director**

Robert Ghenchev was appointed to the Board as a Non-Executive Director in June 2019. Mr Ghenchev is currently Head of Growth Equity at Novo Holdings. Prior to joining Novo Holdings, he was an investment banker at Moelis & Company and Deutsche Bank in London. Mr Ghenchev has deep corporate finance experience advising life science companies on a wide range of issues. He holds a J.Hons. B.A. degree in Finance and Economics from McGill University and a M.Sc. degree in Financial Economics from the University of Oxford.

### **Catherine Moukheibir**

#### **Independent Non-executive Director**

Ms Catherine Moukheibir was appointed to the Board as a Non-Executive Director in December 2021. Over the course of her career Ms Moukheibir, has served in senior executive roles and board positions including at Kymab Limited, Innate Pharma S.A, Ablynx N.V, Genkyotex S.A, MedDay Pharmaceuticals, Zealand Pharma A/S, Zeltia S.A., and Creabilis. Prior to that, she was the CFO of Movetis N.V, overseeing the company's IPO on Euronext and subsequent sale to Shire Pharmaceuticals. She started her career in investment banking and capital markets working in the US and London. She holds an MBA and a Masters in Economics from Yale University. Ms Moukheibir has extensive international experience in finance, capital markets and life sciences and is currently serving as a non-executive board member with various companies, both listed (Biotals, Ironwood Pharmaceuticals, Inc), and privately-owned (CMR Surgical Limited, Asceneuron SA, DNA Script and Noema Pharma).

### **Stuart Henderson**

#### **Deputy Chair and Senior Independent Director**

Stuart Henderson was appointed to the Board as a Non-Executive Director and Chair of the Audit Committee in June 2016. He became Deputy Chair and Senior Independent Director in June 2020. Previously, Mr Henderson 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. Mr Henderson has extensive audit and transaction experience and has worked with life sciences businesses for 35 years. Mr Henderson is a former Director of the Babraham Institute, Biocity Group Limited and Norwich Research Partners LLP and a Non-Executive Director at OneNucleus (the Life Sciences trade body for Cambridge and London), Cell Therapy Catapult Limited and The Theatre Royal Bury St Edmunds Management Ltd.

### **Dr. Siyamak Rasty**

#### **Independent Non-Executive Director**

Dr. Siyamak ("Sam") Rasty was appointed to the Board as a Non-Executive Director in December 2020. Dr. Rasty was most recently President, Chief Executive Officer and Board Director at PlateletBio, a US-based pioneering cell therapy company, a US-based pioneering cell-based therapeutics company. Previously, he served as Chief Operating Officer at Homology Medicines, Inc., a genetic medicines company that he helped launch in 2016 and transform into an established, fully integrated public gene therapy and gene editing company. Prior to joining Homology Medicines, he held senior positions at Shire Pharmaceuticals, Endo Pharmaceuticals and at GlaxoSmithKline. Dr. Rasty holds a Ph.D. in Biochemistry from Louisiana State University, where he focused on transcriptional regulation of lentiviruses, completed a postdoctoral fellowship at the University of Pittsburgh School of Medicine, and received an MBA from Villanova University.

### **Professor Dame Kay Davies**

#### **Independent Non-Executive Director**

Professor Dame Kay Davies was appointed to the Board as a Non-Executive in March 2021. Professor Davies is a world-leading human geneticist with a research focus on the molecular analysis of neuromuscular and neurological disease. She is currently Dr Lee's Professor of Anatomy Emeritus and Co-Director of MDUK Oxford Neuromuscular Centre at the University of Oxford. She was co-founder of Summit Therapeutics plc, a spinout from her research activities. She also sits on the Board of UCB S.A and was appointed a governor of the Wellcome Trust in 2008, serving as Deputy Chair between 2013 and 2017. Professor Davies has a BA in Chemistry and a D.Phil. in Biochemistry from the University of Oxford.

### **Dr. Michael Hayden**

#### **Non-Executive Director**

Dr. Hayden was appointed to the Board as a Non-Executive Director in July 2021. He was previously the President of Global R&D and Chief Scientific Officer at Teva Pharmaceuticals Industries Ltd. and has co-founded five biotechnology companies: Prilenia Therapeutics B.V., NeuroVir Therapeutics Inc., Xenon Pharmaceuticals Inc., Aspreva Pharmaceuticals Corp and 89bio, Inc. He currently serves as CEO of Prilenia Therapeutics and represents various private biotech companies at board level. Dr. Hayden has focused his research primarily on translational medicine, including genetics of diabetes, lipoprotein disorders, Huntington's disease, predictive and personalised medicine, and drug development, and has authored approximately 900 peer-reviewed publications and invited submissions.

### **Namrata P. Patel**

#### **Independent Non-executive Director**

Ms Namrata P Patel was appointed to the Board as an Independent Non-Executive Director in April 2022. Ms Patel has extensive international experience in manufacturing and end-to-end supply chain management, as well as experience in the commercialised regulated industry. She has held positions of increasing seniority in major blue chip companies including Coca Cola, WH Smith Office Supplies, Gillette, and currently leads the Global Beauty Sector Supply Chain in Procter & Gamble, playing a key role in delivering their 2040 Sustainability Ambition Goals. She holds a Masters in Logistics and Management from the Cranfield School of Management, and a BA Hons in Public Administration from the University of South Wales, Mid Glamorgan.



Registered in England No. 3252665

**Registered Office**

Windrush Court, Transport Way, Oxford, OX4 6LT