

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have recently sold or transferred all of your shares in Oncimmune Holdings plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

ONCIMMUNE HOLDINGS PLC

09818395

Incorporated in England and Wales under the Companies Act 2006

(the **Company**)

NOTICE OF ANNUAL GENERAL MEETING

To be held on Wednesday 30 November 2016 at 10.00 am

At the offices of Peachey & Co LLP, 95 Aldwych, London, WC2B 4JF

7 November 2016

Dear Shareholder

Explanation of resolutions to be proposed at the Annual General Meeting

The following notes provide an explanation of the resolutions proposed in this notice of Annual General Meeting.

Resolutions 1 to 5 (inclusive) are proposed as ordinary resolutions. This means that for each of the resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution. Resolution 6 is proposed as a special resolution. This means that for this resolution to be passed, at least 75% of the votes cast must be in favour of the resolution.

RESOLUTION 1 – ACCOUNTS & REMUNERATION

The Company is required to present to the shareholders of the Company its Annual Report and Accounts at a general meeting. This provides an opportunity to discuss the performance of the Company during the year, its management and its prospects for the future. In accordance with the Company's articles of association, a copy of the Annual Report and Accounts of the Company for the year ended 31 May 2016 is available to all shareholders on the Company's website www.oncimmune.com/investors.

This resolution also proposes that the Remuneration Report for the year ended 31 May 2016 be approved by the meeting. This Report is set out in pages 20 to 21 of the Annual Report and Accounts.

The final part of the resolution invites shareholders to approve the directors' remuneration policy, the Company will present the directors' remuneration policy to shareholders for approval every three years and the shareholder vote will be binding on the Company.

RESOLUTION 2 – RE-APPOINTMENT OF DIRECTORS

The Company's articles of association require the following individuals to be proposed for re-appointment as directors of the Company:

- Meinhard Schmidt, Geoffrey Hamilton-Fairley, Timothy Bunting, Richard Sharp and Andrew Unitt, who were appointed to the board on 9 October 2015;
- Julian Hirst and Carsten Schroeder, who were appointed to the board as additional directors on 23 June 2016 and 11 October 2016 respectively; and
- Andrew Millet, who was appointed to the board to fill a vacancy on 26 August 2016.

The board has a process for evaluation of its own performance and its committees and that of the individual directors. The performance of all directors has been so evaluated and it has been determined that they each perform effectively and show full commitment to their roles on the board.

RESOLUTION 3 – RE-APPOINTMENT OF AUDITORS

It is a requirement of the Companies Act 2006 that the Company's auditors be appointed at each general meeting at which accounts are laid. The Audit Committee keep under review the independence and objectivity of the external auditor. Further information can be found in the Annual Report and Accounts on page 20 of the Directors' Report. After considering the relevant information, the Audit Committee has recommended to the board the re-appointment of Grant Thornton UK LLP as auditor. The resolution proposes that the directors be authorised to determine the auditor's remuneration.

RESOLUTION 4 – US INCENTIVE STOCK OPTION PLAN

The Company is seeking to increase the number of ordinary shares of the Company which are authorised for issuance to US employees under the 2016 Oncimmune Holdings plc Incentive Stock Option Plan (renamed and previously known as 2009 Oncimmune Limited Incentive Stock Option Plan) (**Plan**) up to a total of 1,100,000 ordinary shares (such number including 500,000 ordinary shares originally authorised for issuance under the Plan (as adjusted to reflect the share adjustment within the Company)). The Plan is a sub-section of the Company's employee share option scheme and the proposed increase in shares authorised under the Plan will not change the total number of shares available under the employee share option scheme as a whole.

After considering all of the relevant information, the Remuneration Committee has recommended this share increase to the board. The directors consider the amendment of the Plan to be in the best interests of the Company and its shareholders as a whole and unanimously recommend that the shareholders vote in favour of the resolution.

RESOLUTION 5 – AUTHORITY TO ALLOT

Under s551 of the Companies Act 2006, the directors are prevented, subject to certain exceptions, from allotting shares without the authority of the shareholders in a general meeting. This resolution is proposed as an ordinary resolution to authorise the directors to allot relevant securities up to an aggregate nominal amount of £168,380 (representing 33% of the nominal value of the issued share capital of the Company as at 4 November 2016). The directors' authority will expire at the conclusion of the next Annual General Meeting.

RESOLUTION 6 – DISAPPLICATION OF PRE-EMPTION

Under s561 of the Companies Act 2006, when new shares are allotted, they must first be offered to existing shareholders pro rata to their holdings. The directors are seeking the disapplication of pre-emption rights in accordance with s571 of the Companies Act 2006. Save in respect of issues of shares in connection with employee share schemes, the directors have no immediate plans to make use of the authority sought in resolutions 5 and 6. The directors consider the authority sought to be appropriate in order to provide the Company with flexibility to take advantage of business opportunities as they arise. The directors' authority will expire at the conclusion of the next Annual General Meeting.

Recommendation

The directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. The directors unanimously recommend that the shareholders vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely

Meinhard Schmidt

Chairman

Company Number: 09818395

ONCIMMUNE HOLDINGS PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**Meeting**) of Oncimmune Holdings plc (**Company**) will be held at the offices of Peachey & Co. LLP, 95 Aldwych, London, WC2B 4JF on Wednesday 30 November 2016 at 10.00 am.

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

ORDINARY RESOLUTIONS

1. ACCOUNTS AND REMUNERATION

- 1.1. To receive and adopt the Company's annual accounts for the financial year ended 31 May 2016 together with the directors' reports and auditor's report on those accounts.
- 1.2. To approve the directors' remuneration report, as set out in the Company's annual report and accounts for the financial year ended 31 May 2016.
- 1.3. To approve the directors' remuneration policy, as set out in the directors' remuneration report.

2. RE-APPOINTMENT OF DIRECTORS

- 2.1. To appoint Meinhard Schmidt as a director of the Company, who was appointed by the board and whose appointment has not been previously approved at an annual general meeting of the Company.
- 2.2. To appoint Geoffrey Hamilton-Fairley as a director of the Company, who was appointed by the board and whose appointment has not been previously approved at an annual general meeting of the Company.
- 2.3. To appoint Andrew Millet as a director of the Company, who was appointed by the board and has not been previously approved at an annual general meeting.
- 2.4. To appoint Timothy Bunting as a director of the Company, who was appointed by the board and has not been previously approved at an annual general meeting.
- 2.5. To appoint Richard Sharp as a director of the Company, who was appointed by the board and has not been previously approved at an annual general meeting.
- 2.6. To appoint Andrew Unitt as a director of the Company, who was appointed by the board and has not been previously approved at an annual general meeting.

- 2.7. To appoint Julian Hirst as a director of the Company, who was appointed by the board and has not been previously approved at an annual general meeting.
- 2.8. To appoint Carsten Schroeder as a director of the Company, who was appointed by the board and has not been previously approved at an annual general meeting.

3. RE-APPOINTMENT OF AUDITORS

- 3.1. To re-appoint Grant Thornton UK LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.
- 3.2. To authorise the directors to determine the remuneration of the auditors for the year ended 31 May 2016.

4. US INCENTIVE STOCK OPTION PLAN

To increase the number of ordinary shares of the Company which are authorised for issuance under the 2016 Oncimmune Holdings plc Incentive Stock Option Plan (renamed and previously known as 2009 Oncimmune Limited Incentive Stock Option Plan) to 1,100,000.

5. AUTHORITY TO ALLOT SHARES

That, in accordance with s.551 of the Companies Act 2006 (**CA 2006**), the directors be generally and unconditionally authorised to allot:

- 5.1. equity securities (as defined by s.560 of the CA 2006) up to an aggregate nominal amount of £168,380 (representing 33% of the nominal value of the issued share capital of the Company as at 4 November 2016), such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in resolution 5.2 below, in connection with an offer by way of a rights issue:
 - 5.1.1. to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - 5.1.2. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- 5.2. in any other case, up to an aggregate nominal amount of £51,024 (representing 10% of the nominal value of the issued share capital of the Company as at 4 November 2016),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted and the directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution revokes and replaces all unexercised authorities

previously granted to the directors to allot equity securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

6. DISAPPLICATION OF PRE-EMPTION RIGHTS

That, subject to the passing of resolution 5, the directors be authorised to allot equity securities (as defined in s.560 of the CA 2006) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if s.561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:

6.1. the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under resolution 5.1, by way of a rights issue only):

6.1.1. to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

6.1.2. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

6.2. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to resolution 6.1.1) to any person up to an aggregate nominal amount of £51,024 (representing 10% of the nominal value of the issued share capital of the Company as at 4 November 2016).

The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired. This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities or sell treasury shares as if s.561 of the CA 2006 did not apply but without prejudice to any allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such authorities.

By order of the Board

Andrew Millet

Company Secretary

7 November 2016

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. Entitlement to attend and vote

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

- close of business on 28 November 2016; or
- if this meeting is adjourned, at close of business on the day two days prior to the adjourned meeting,

shall be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

2. Website giving information regarding the meeting

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

3. Attending in person

If you wish to attend the meeting in person, please contact Natalie Finnis (0207 316 5200 or natalie@peachey.co.uk) at least 24 hours before the start of the meeting and she will provide you with further instructions.

4. Appointment of proxies

If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

Shareholders can:

- Appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post.
- Register their proxy appointment electronically.
- If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service.

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

5. Appointment of proxy by post

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;

- sent or delivered to the Company's Registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
- received by Capita Asset Services no later than **10.00 am on Monday 28 November 2016**.

In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Capita Asset Services on 0871 664 0300. Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am – 5.30 pm, Monday to Friday (excluding public holidays in England and Wales).

6. Appointment of proxies electronically

As an alternative to completing the proxy form, shareholders can appoint proxies electronically via www.capitashareportal.com. For an electronic proxy appointment to be valid, your appointment must be received by Capita Asset Services no later than **10.00 am on Monday 28 November 2016**.

7. Appointment of proxies through CREST

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (**EUI**) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Capita Asset Services (ID RA10) no later than **10.00 am on Monday 28 November 2016**, or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member, or has appointed a voting service provider(s), to procure that his/her 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. Appointment of proxy by joint members

In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

9. Changing proxy instructions

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

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Capita Asset Services.

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

10. Termination of proxy appointment

A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

In either case, the revocation notice must be received by Capita Asset Services no later than **10.00 am on Monday 28 November 2016**.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

11. Corporate representatives

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

12. Issued shares and total voting rights

The Company's website includes information on the number of shares and voting rights.

13. Communication

Except as provided above, shareholders who have general queries about the meeting should contact Andrew Millet on amillet@wisteria.co.uk or on 020 8429 9090.

Company Number: 09818395

ONCIMMUNE HOLDINGS PLC (Company)

Annual General Meeting

Proxy Form

Name:

Address:

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Before completing this form, please read the explanatory notes overleaf

I/We being a member of the Company appoint the Chairman of the meeting or (see note 3)

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 30 November 2016 at 10.00 am and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as set out in the Notice of Annual General Meeting dated 7 November 2016 (using the numbering of the resolutions from the Notice) as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

RESOLUTION	For	Against
<i>ORDINARY RESOLUTIONS</i>		
1.1. Receive and adopt the Annual Report and Accounts		
1.2. Approve the Remuneration Report		
1.3. Approve the Remuneration Policy		
2.1. Approve Meinhard Schmidt's directorship		
2.2. Approve Geoffrey Hamilton-Fairley's directorship		

2.3. Approve Andrew Millet's directorship		
2.4. Approve Timothy Bunting's directorship		
2.5. Approve Richard Sharp's directorship		
2.6. Approve Andrew Unitt's directorship		
2.7. Approve Julian Hirst's directorship		
2.8. Approve Carsten Schroeder's directorship		
3.1. Re-appoint Grant Thornton UK LLP as auditors		
3.2. Authorise board to set auditors' remuneration		
4. Change to the US Incentive Stock Option Plan		
5.1 Directors' authority to allot shares (right issue)		
5.2 Directors' authority to allot shares (other)		
<i>SPECIAL RESOLUTION</i>		
6.1 Disapplication of pre-emption rights (right issue)		
6.2 Disapplication of pre-emption rights (other)		

Signature	Date

Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to the Company's Registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
 - received by the Company no later than 10am on 28 November 2017.
7. In the case of a member which is a company, this proxy form must be signed on its behalf by an officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
9. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically via www.capitashareportal.com. For an electronic proxy appointment to be valid, your appointment must be received by Capita Asset Services no later than 10.00 am on 28 November 2016.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
12. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.