

**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 GENERAL MEETING**

To be held on Monday 22 January 2018 at 10.00 am

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

3 January 2018

Dear Shareholder

**Explanation of resolutions to be proposed at the General Meeting**

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

Resolution 1 is proposed as an ordinary resolution and resolution 2 is proposed as a special resolution. This means that for Resolution 1 to be passed, more than 50% of the votes cast must be in favour of the resolution and for Resolution 2 to be passed, at least 75% of the votes cast must be in favour of the resolution.

**RESOLUTION 1 – 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 £64,102.56 (representing approximately 10.4% of the nominal value of the issued share capital of the Company as at 3 January 2018) to Genostics Company Limited (**Genostics**). The directors' authority will expire on 30 April 2018.

For further details of the arrangements between the Company and Genostics please see the Company's announcement of 2 January 2018 available through the Company's website (<http://oncimmune.com/investors/regulatory-newsflow/>).

## **RESOLUTION 2 – 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 s570 of the Companies Act 2006. It is proposed that the disapplication of these statutory pre-emption rights be approved to give the directors the power to allot the shares authorised under Resolution 1 to Genostics.

### **Recommendation**

The directors of the Company consider that all the proposals to be considered at the 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

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Meinhard Schmidt

Chairman

Company Number: 09818395

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**ONCIMMUNE HOLDINGS PLC**

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**NOTICE OF GENERAL MEETING**

Notice is hereby given that the General Meeting (**Meeting**) of Oncimmune Holdings plc (**Company**) will be held at the offices of Peachey & Co. LLP, 95 Aldwych, London, WC2B 4JF on Monday 22 January 2018 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 RESOLUTION**

**1. AUTHORITY TO ALLOT SHARES**

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**) and the Company's articles of association, the Directors be hereby generally and unconditionally authorised to allot equity securities provided that such authority shall be limited to the allotment of up to 6,410,256 ordinary shares of £0.01 each in the capital of the Company (**Ordinary Shares**) to Genostics Company Limited (**Genostics**) or its nominee in accordance with the terms of an investment agreement dated 1 January 2018 between inter alia the Company and Genostics and shall, unless renewed, varied or revoked by the Company, expire on 30 April 2018.

This resolution shall not revoke, vary or replace any existing unexercised authorities previously granted to the Directors to allot equity securities.

**SPECIAL RESOLUTION**

**2. DISAPPLICATION OF PRE-EMPTION RIGHTS**

THAT, in accordance with section 570 CA 2006 and subject to the passing of Resolution 1, the Directors be given the general power to allot equity securities, pursuant to the authority conferred by Resolution 1 as if section 561(1) of the CA 2006 did not apply to any such allotment provided that this power shall (unless previously revoked, varied or renewed) expire when the authority conferred by Resolution 1 above shall expire.

This resolution shall not revoke, vary or replace any existing unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the CA 2006 did not apply.

By order of the Board

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Andrew Millet

Company Secretary

3 January 2018

## NOTES TO THE NOTICE OF GENERAL MEETING

### 1. Entitlement to attend and vote

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

- close of business on 18 January 2018; 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](http://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](mailto: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, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
- received by Link Asset Services no later than **10.00 am on Thursday 18 January 2018**.

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 Link 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.signalshares.com](http://www.signalshares.com). For an electronic proxy appointment to be valid, your appointment must be received by Link Asset Services no later than **10.00 am on Thursday 18 January 2018**.

## **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](http://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 Link Asset Services (ID RA10) no later than **10.00 am on Thursday 18 January 2018**, 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 Link Asset Services.

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

### **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 Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

In either case, the revocation notice must be received by Link Asset Services no later than **10.00 am on Thursday 18 January 2018**.

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 [andrew.millet@oncimmune.co.uk](mailto:andrew.millet@oncimmune.co.uk) or on 020 8429 9090.