

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 29 November 2019 at 9:30 am

At the offices of Incisive Health, 2nd floor, 51 Welbeck St,

Marylebone, London W1G 9HL

4 November 2019

Dear Shareholder

This document comprises the notice of the 2019 Annual General Meeting ("**AGM**") of Oncimmune Holdings plc.

The resolutions to be put to the AGM cover receipt and adoption of the Annual Report and Accounts, approval of the remuneration report, the reappointment of the auditors, the reappointment of those directors retiring by rotation and the renewal of authorities to issue shares and disapply the statutory pre-emption rights to a limited extent.

Explanation of resolutions to be proposed at the AGM

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

Resolutions 1 to 12 (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 13 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 – Reports and accounts

The Company is required to present to the shareholders of the Company its annual report and accounts for the year ended 31 May 2019 ("**Annual Report and Accounts**") at the AGM. 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 (the "**Articles**"), a copy of the Annual Report and Accounts of the Company for the year ended 31 May 2019 is available to all shareholders on the Company's website www.oncimmune.com/investors.

Resolution 2 – Directors remuneration report

The Companies Act 2006 (the "**Act**") requires the Company to produce a yearly report on the director's remuneration (the "**Remuneration Report**") and to put an annual resolution to shareholders for approval of that report. Resolution 2 proposes that the Remuneration Report for the year ended 31 May 2019 be approved by the AGM. The Remuneration Report is set out on page 30 of the Annual Report and Accounts.

Resolution 3 and resolution 4 – Re-appointment of the auditors and determination of the auditors remuneration

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company's shareholders, to hold office until the end of the next such meeting. Resolution 3 proposes the re-appointment of Grant Thornton UK LLP as auditors and, in accordance with standard practice, resolution 4 gives authority to the directors to determine the remuneration to be paid to the auditors.

Resolution 5 to resolution 11 – Re-appointment of directors

The Articles require those directors who have been in office for 3 years to retire and seek re-appointment as directors of the Company. Resolutions are proposed:

- to reappoint Meinhard Schmidt who is retiring as director by rotation in accordance with the Articles;
- to reappoint Geoffrey Hamilton-Fairley who is retiring as director by rotation in accordance with the Articles;
- to reappoint Timothy Bunting who is retiring as director by rotation in accordance with the Articles;
- to reappoint Richard Sharp who is retiring as director by rotation in accordance with the Articles;
- to reappoint Andrew Unitt who is retiring as director by rotation in accordance with the Articles;
- to reappoint Julian Hirst who is retiring as director by rotation in accordance with the Articles; and
- to reappoint Carsten Schroeder who is retiring as director by rotation in accordance with the Articles.

Resolution 12 – Authority to allot shares

Under s.551 of the Act, the directors are prevented, subject to certain exceptions, from allotting shares without the authority of the shareholders in a general meeting. Resolution 12 will authorise the directors to allot relevant securities up to an aggregate nominal amount of £208,726 (representing 33% of the nominal value of the issued share capital of the Company as at 1 November 2019). The directors' authority will expire at the conclusion of the next AGM.

Resolution 13 – Disapplication of pre-emption rights

Under s.561 of the Act, 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 s.571 of the Act. It is proposed that the disapplication of these statutory pre-emption rights be approved to give the directors power to allot shares either: (i) in relation to a pre-emptive offer of equity securities to the shareholders; or (ii) in relation to the issue of equity securities to any person up to a maximum aggregate nominal amount of £63,250 (representing 10% of the nominal value of the issued share capital of the Company as at 1 November 2019). The disapplication of pre-emption rights will expire at the conclusion of the next AGM.

Save in respect of issues of options and shares in connection with the Company's employee share schemes and the allotment of up to 1,012,020 ordinary shares by way of deferred consideration for the acquisition of Protagen Diagnostics AG, the directors have no immediate plans to make use of the authority sought in

resolutions 12 and 13. 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.

Form of proxy

Please note you will not receive a form of proxy for the AGM in the post. Instead, you can vote online at www.signalshares.com. To register you will need your Investor Code, which can be found on your share certificate. You will still be able to vote in person at the AGM and may request a hard copy proxy form directly from our Registrars, Link Asset Services, on 0871 664 0391. Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 (0) 371 664 0391. 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.

Recommendation

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

Yours sincerely



Meinhard Schmidt
Chairman

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 Incisive Health, 51 Welbeck St, Marylebone, London W1G 9HL on 29 November 2019 at 9:30 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. **Resolution 1 - Report and accounts**

To receive and adopt the Company's annual accounts for the financial year ended 31 May 2019 together with the directors' reports and auditor's report on those accounts.

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

To approve the directors' Remuneration Report, as set out in the Company's annual report and accounts for the financial year ended 31 May 2019.

3. **Resolution 3 - Re-appointment of the auditors**

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.

4. **Resolution 4 - Determination of the auditors' remuneration**

To authorise the directors to determine the remuneration of the auditors for the year ended 31 May 2019.

5. **Resolution 5 - Re-appointment of Director- Meinhard Schmidt**

To reappoint Meinhard Schmidt as a director of the Company who is retiring by rotation in accordance with the Company's articles of association.

6. **Resolution 6 - Re-appointment of Director- Geoffrey Hamilton- Fairley**

To reappoint Geoffrey Hamilton-Fairley as a director of the Company who is retiring by rotation in accordance with the Company's articles of association.

7. **Resolution 7- Re-appointment of Director- Timothy Bunting**

To reappoint Timothy Bunting as a director of the Company who is retiring by rotation in accordance with the Company's articles of association.

8. **Resolution 8 - Re-appointment of Director- Richard Sharp**

To reappoint Richard Sharp as a director of the Company who is retiring by rotation in accordance with the Company's articles of association.

9. **Resolution 9 - Re-appointment of Director- Andrew Unitt**

To reappoint Andrew Unitt as a director of the Company who is retiring by rotation in accordance with the Company's articles of association.

10. **Resolution 10 - Re-appointment of Director- Julian Hirst**

To reappoint Julian Hirst as a director of the Company who is retiring by rotation in accordance with the Company's articles of association.

11. **Resolution 11 - Re-appointment of Director- Carsten Schroeder**

To reappoint Carsten Schroeder as a director of the Company who is retiring by rotation in accordance with the Company's articles of association.

12. **Resolution 12 - Authority to allot shares**

That, in substitution for all subsisting authorities to the extent unused and in accordance with s.551 of the Companies Act 2006 (the "Act"), the directors be generally and unconditionally authorised to allot equity securities (as defined by s.560 of the Act) up to an aggregate nominal amount of £208,726 (representing 33% of the nominal value of the issued share capital of the Company as at 1 November 2019) 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.

SPECIAL RESOLUTION

13. **Resolution 13- Disapplication of pre-emption rights**

That, subject to the passing of resolution 12, the directors be authorised to allot equity securities (as defined in s.560 of the Act) 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 Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

- a) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings 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
- b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) to any person up to an aggregate nominal amount of £63,250 (representing 10% of the nominal value of the issued share capital of the Company as at 1 November 2019).

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.

By order of the Board



Company Secretary

4 November 2019

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:

- (a) close of business on 27 November 2019; or
- (b) if this meeting is adjourned, at the 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 <http://www.oncimmune.com/investors>

3. 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:

- (a) Appoint a proxy in hard copy form by requesting a hard copy form from the Company's registrars Link Asset Services on the contact details below, and sending the completed proxy by post, by courier or by hand to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
- (b) Register their proxy appointment electronically (see Note 5 below).
- (c) If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see Note 6 below).

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.

4. Appointment of proxy by post

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

- (a) completed and signed;
- (b) sent or delivered to the Company's Registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
- (c) received by Link Asset Services no later than 9:30 am on 27 November 2019.

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 require a proxy form, please contact Link Asset Services on 0871 664 0391. Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 (0) 371 664 0391. 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).

5. **Appointment of proxies electronically**

As an alternative to completing the proxy form, shareholders can appoint proxies electronically <http://www.signalshares.com>. For an electronic proxy appointment to be valid, your appointment must be received by Link Asset Services (no later than 9:30 am on 27 November 2019).

6. **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 Link Asset Services (ID RA10) no later than 9:30 am on 27 November 2019, 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.

7. **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).

8. **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.

9. 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.

The revocation notice must be received by Link Asset Services no later than 9:30 am on 27 November 2019.

If you attempt to revoke your proxy appointment, but the revocation is received after 9:30 am on 27 November 2019, 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.

10. Documents on display

The following documents, which are available for inspection during normal business hours at the registered office of the Company (public holidays excluded) will also be available for inspection at the place of the AGM from 9:15 am on 29 November 2019 until its conclusion: -

- (a) copies of all executive directors' service contracts with the Company and terms and conditions of appointment of all non-executive directors;
- (b) printed copies of this notice and the documentation sent with it to shareholders using electronic communications including the Annual Report and financial statements for the financial year ended; and
- (c) the Company's memorandum and articles of association.

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

As at 1 November 2019 (being the latest business day prior to the publication of this notice) the Company's issued share capital consists of 63,250,217 ordinary shares of £0.01 each, carrying one vote each. Therefore, the total voting rights in the company are 63,250,217.

13. Non-Shareholders

Persons who are not shareholders in the Company will not be admitted to the meeting unless prior arrangements are made with the Company.

14. Communication

The Company's website is www.oncimmune.co.uk.

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