

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 (as amended).

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 2 April 2024 at 10:00am

at the offices of Singer Capital Markets, 1 Bartholomew Lane, London, EC2N 2AX

6 March 2024

Dear Shareholder

This document comprises the notice of a General Meeting ("GM") of Oncimmune Holdings plc.

The resolutions to be put to the GM cover receipt and adoption of the Annual Report and Accounts, approval of the remuneration report and the appointment of the auditors.

In order to further facilitate engagement with shareholders, shareholders can submit questions to the Directors ahead of the GM by email to ir@oncimmune.com. The Directors will endeavour to respond to appropriately raised questions in a timely manner.

Explanation of resolutions to be proposed at the GM

The following notes provide an explanation of the resolutions proposed in this Notice of GM.

All of the resolutions 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 1 – Reports and accounts

The Company is required to present to the shareholders of the Company its annual report and accounts for the financial year ended 31 August 2023 (the "Annual Report and Accounts"). In accordance with the Company's articles of association (the "Articles"), a copy of the Annual Report and Accounts of the Company for the financial year ended 31 August 2023 is available to all shareholders on the Company's website: www.oncimmune.com/investors.

Resolution 2 – Directors’ remuneration report

The Company produces a yearly report on the Directors’ remuneration (the "**Remuneration Report**"). Resolution 2 proposes that the Remuneration Report for the financial year ended 31 August 2023 be approved by the GM. The Remuneration Report is set out on page 25 of the Annual Report and Accounts.

Resolution 3 and Resolution 4 – Appointment of 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 appointment of Crowe U.K. 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.

Action to be taken

Please note that you will not receive a form of proxy for the GM in the post. Instead, if you would like to vote on the resolutions you can:

- (a) submit a proxy vote online at www.signalshares.com. You will need to log into your online account, or register if you have not previously done so. To register you will need your Investor Code, which is detailed on your share certificate and is available from our registrar, Link Group contact details for which are set out below. Alternatively, it can be found on the letter or email that notified you of the GM. Once logged on, you can click on the 'Vote Online Now' button to vote;
- (b) in the case of CREST members only, complete a CREST Proxy Instruction as set out in the notes to the Notice of GM;
- (c) if you are an institutional investor, appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrar. For further information regarding Proxymity, please go to www.proxymity.io and refer to the notes to the Notice of GM; or
- (d) submit a hard copy form of proxy. You may request this directly from the registrars, Link Group by emailing shareholderenquiries@linkgroup.co.uk or calling 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. Hard copy proxy forms must be returned to the Company’s registrars at Link Group PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

Recommendation

The Directors of the Company consider that all the proposals to be considered at the GM 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 faithfully

A handwritten signature in dark ink, appearing to read 'Alistair Macdonald', with a stylized, cursive script.

Alistair Macdonald
Chairman

Company Number: 09818395

ONCIMMUNE HOLDINGS PLC

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting (the **Meeting**) of Oncimmune Holdings plc (the **Company**) will be held at the offices of Singer Capital Markets, 1 Bartholomew Lane, London, EC2N 2AX on 2 April 2024 at 10:00am.

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 August 2023 together with the Directors' reports and auditor's report on those accounts.

2. Resolution 2 - Directors' remuneration report

To receive and adopt the Directors' Remuneration Report, as set out in the Company's annual report and accounts for the financial year ended 31 August 2023.

3. Resolution 3 - Appointment of the auditors

To appoint Crowe U.K. 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 financial year ended 31 August 2024.

By order of the Board



Company Secretary
6 March 2024

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:

- (a) 10:00am on 27 March 2024; or
- (b) if this meeting is adjourned, 48 hours prior to the adjourned meeting,

shall be entitled to appoint one or more proxies to attend and vote at the meeting in respect of the number of shares registered in their name at that time. 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

A shareholder is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend and vote on his/her behalf at the meeting. A proxy need not be a shareholder.

A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To do this, that shareholder can log on to www.signalshares.com and complete the online instructions. Alternatively, shareholders can request a Proxy Form from Link Group as set out below. A shareholder appointing more than one proxy should indicate the number of shares for which each proxy is authorised to act on his or her behalf.

Shareholders can:

- (a) submit a proxy vote online by logging on to www.signalshares.com and following the instructions;
- (b) request a hard copy form of proxy directly from the registrars, Link Group, by emailing shareholderenquiries@linkgroup.co.uk or calling 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. Hard copy proxy forms must be returned to the Company's registrars at Link Group PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL;
- (c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
- (d) if you are an institutional investor, appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrar. For further information regarding Proxymity, please go to www.proxymity.io and refer to the notes below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Group at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 10:00am on 27 March 2024.

The return of a completed proxy form or vote, electronic vote, CREST or Proxymity vote will not prevent a shareholder attending the GM and voting in person if he/she wishes to do so.

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

A 'Vote withheld' is not a vote in law, which means that the vote will not be counted in the proportion of votes 'For' and 'Against' the resolution. A shareholder who does not give any voting instructions in relation to a resolution should note that his/her proxy will have authority to vote or to withhold a vote on that resolution as he/she thinks fit. A proxy will also have authority to vote or to withhold a vote on any other business (including amendments to resolutions) which properly comes before the meeting as he/she thinks fit.

4. Appointment of proxy by joint members

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).

5. 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.

6. Appointment of proxies through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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 or instruction made 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's specifications 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 issuer's agent (ID RA10) by 10:00am on 27 March 2024 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 mean the time (as determined by the timestamp applied to the message by the CREST application 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 Euroclear UK & International Limited 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 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 system 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 proxies through Proxymity

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10:00am on 27 March 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Unless otherwise indicated on the Form of Proxy, CREST voting, Proxymity or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

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 Group.

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 his/her intention to revoke his/her proxy appointment to Link Group at PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

The revocation notice must be received by Link Group no later than 10:00am on 27 March 2024.

If you attempt to revoke your proxy appointment, but the revocation is received after 10:00am on 27 March 2024, 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 GM in person, your proxy appointment will automatically be terminated.

10. Questions

In order to facilitate engagement with shareholders, shareholders can submit questions to the Directors ahead of the GM by email to ir@oncimmune.com. The Directors will endeavour to respond to appropriately raised questions in a timely manner.

11. 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 GM from 9:45am on 2 April 2024 until its conclusion:

- (a) printed copies of this notice and the documentation sent with it to shareholders using electronic communications; and
- (b) the Company's memorandum and articles of association.

12. Issued shares and total voting rights

As at 5 March 2024 (being the latest business day prior to the publication of this notice) the Company's issued share capital consists of 74,142,147 ordinary shares of £0.01 each, carrying one vote each. Therefore, the total voting rights in the company are 74,142,147.

13. Communication

The Company's website is www.oncimmune.com.

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