

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant, or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have recently sold or transferred all of your shares in Oncimmune Holdings PLC, please send this notice and the accompanying documents as soon as possible 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

Registered in England and Wales with Company Number 09818395

NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE CHAIRMAN

Registered Office: 1 Park Row
Leeds
United Kingdom
LS1 5AB

3 February 2025

Dear Shareholder

Annual General Meeting 2025

The Board is pleased to confirm that the Company's Annual General Meeting (**AGM**) will take place at 10:30 a.m. on Thursday 27 February 2025 and the notice convening the AGM (**AGM Notice**) is set out at the end of this letter.

Arrangements

The AGM will be held at 201 Temple Chambers, 3-7 Temple Avenue, London, EC4Y 0DT.

Shareholders are invited to submit questions to the Board on matters to be discussed at the AGM in advance. Questions can be submitted by email to ir@oncimmune.com ahead of the AGM. Please title your email "ONC – AGM Shareholder Questions" and include your full name. The Directors will endeavour to respond to appropriately raised questions in a timely manner. The Company reserves the right to respond only to questions put by shareholders whose names are on the Company's register of members at the close of business on 25 February 2025.

I would like to take this opportunity to remind shareholders that the Company conducts results roadshow presentations via the Investor Meet Company platform throughout the year and all are welcome to attend. These meetings provide additional opportunities for shareholders to hear directly from the executive on the Company's performance and put questions directly. If you are unable to attend the live broadcasts, you can also watch the recorded presentations through the platform or on YouTube (search Oncimmune Holdings PLC).

Resolutions

The resolutions to be put to shareholders at the AGM are set out in the AGM Notice which is included with this letter. An explanation of each of the resolutions is set out at the end of the document.

The resolutions to be put to the AGM cover the renewal of authorities to issue shares and disapply pre-emption rights to a limited extent. The Company expects to be releasing its audited results for the financial year ending 31 August 2024 by the end of February 2025 and once those results have been released and the Company's Annual Report and Accounts have been completed they will be sent to shareholders and laid before a general meeting, which will be notified separately.

Voting

Shareholders are encouraged to vote on the resolutions to be put to the AGM by proxy whether or not they intend to attend. Please also refer to the "Notes" section of the AGM Notice for details on how to vote by proxy.

Recommendation

The Board of Oncimmune Holdings PLC considers all of the proposed resolutions to be in the best interests of the Company and shareholders as a whole and, accordingly, recommends that shareholders vote in favour of all the resolutions proposed, as the Directors intend to do in respect of their own holdings.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Alistair Macdonald'. The signature is written in a cursive style with a large initial 'A' and a long, sweeping tail.

Alistair Macdonald
Chair

ONCIMMUNE HOLDINGS PLC

NOTICE OF ANNUAL GENERAL MEETING

2025

Notice is hereby given that the Annual General Meeting (**AGM**) of Oncimmune Holdings PLC (**Company**) will be held at 201 Temple Chambers, 3-7 Temple Avenue, London, EC4Y 0DT on Thursday 27 February 2025 at 10:30 a.m. to consider and, if thought fit, to pass the resolutions set out below. Resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution.

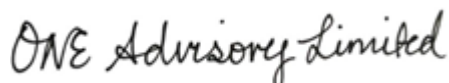
Definitions

CA 2006	the Companies Act 2006
Company	Oncimmune Holdings PLC
Directors	the board of directors of the Company (or a duly constituted committee thereof)
Equity Securities	shall have the meaning given in section 560 of CA 2006
Ordinary Shares	ordinary shares in the capital of the Company

Share Authorities

1. THAT the Directors be generally and unconditionally authorised, under and in accordance with section 551 of CA 2006 to exercise all the powers of the Company to allot Equity Securities up to an aggregate nominal amount of £372,557.39 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in a general meeting) on the earlier of 15 months from the passing of this resolution or the conclusion of the Company's next annual general meeting save that the Company may before such expiry make an offer or agreement which would or might require Equity Securities to be allotted after such expiry and the directors of the Company may allot Equity Securities under such offer or agreement as if the authority conferred by this resolution had not expired.
2. THAT, subject to and conditional upon the passing of resolution 1 above, the Directors be empowered under section 570 of CA 2006 to allot Equity Securities up to an aggregate nominal amount of £167,659.82 for cash pursuant to the authority conferred under section 551 of the CA 2006 by resolution 1 above as if section 561 of CA 2006 did not apply to any such allotments. Such power shall expire on the earlier of 15 months from the passing of this resolution or the conclusion of the Company's next annual general meeting provided that the Company may before such expiry make offers or agreements which would or might require Equity Securities to be allotted after such expiry and the directors of the Company may allot Equity Securities under such offers or agreements as if the power conferred by this resolution had not expired.

BY ORDER OF THE BOARD



One Advisory Limited
Company Secretary

3 February 2025

Oncimmune Holdings PLC
1 Park Row
Leeds
United Kingdom
LS1 5AB

NOTES TO THE NOTICE OF AGM

Entitlement to Attend and Vote at the AGM

1. The Company specifies that only those members registered on the Company's register of members by close of business (London time) on 25 February 2025 or, if the meeting is adjourned, at 10:30a.m. on the day two business days prior to the adjourned meeting shall be entitled to attend and vote at the meeting.

Proxy Voting – General

2. If you are a shareholder of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes. You can appoint the Chair of the meeting as your proxy or another person of your choice. Your proxy does not need to be a member of the Company but must attend the meeting to represent you.
3. 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.
4. 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. Appointment of a proxy does not preclude you from attending the general meeting and voting in person. If you do vote in person at the meeting, that vote will override any votes previously submitted in respect of those shares.
6. 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 a resolution. If you do not select a voting option, your proxy may vote or abstain from voting at their discretion.

Proxy Voting – Procedures

7. To be valid proxy votes must be received by 10:30 a.m on 25 February 2025, or if the meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the adjourned meeting (**Proxy Vote Closing Time**).
8. You will not receive a hard copy form of proxy with this document.
 - To vote electronically, please follow the instructions in Notes 10 to 11 as applicable.
 - CREST members may vote using the CREST system. Please follow the instructions in Notes 12 to 15.
9. If you prefer a hard copy form of proxy, you may request this directly from the Company's Registrar, MUFG Corporate Markets, at shareholderenquiries@cm.mpms.mufg.com or on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls 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 forms of proxy must be completed in accordance with the instructions printed on them and returned to the Company's Registrars, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL (together with any necessary authority documentation) to be received no later than the Proxy Vote Closing Time.
10. Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple

App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: uk.investorcentre.mpms.mufg.com.



11. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by the Proxy Vote Closing Time to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity'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 Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
12. CREST members may vote by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
13. 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.
14. 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 the Proxy Vote Closing Time. 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.
15. 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.

Proxy Voting – Changes and Revocations

16. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the Proxy Vote Closing Time also applies in relation to amended instructions; any amended proxy

appointment received after the Proxy Vote Closing 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 MUFG Corporate Markets at the address noted in Note 9 above. 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.

17. In order to revoke a proxy instruction you will need to inform the Company by contacting MUFG Corporate Markets on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls 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. In the case of a member which is a company, the revocation notice 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by MUFG Corporate Markets no later than the Proxy Vote Closing Time. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to Note 5 above, your proxy appointment will remain valid.

Corporate Representatives

18. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises power over the same share.
19. Corporate representatives must produce a signed corporate representative letter from the shareholder in suitable form at the AGM together with photographic identification to verify they are the representative referred to in the letter.

Share Capital

20. As at the close of business on the day immediately before the date of this notice of general meeting, the Company's issued share capital comprised 111,773,219 ordinary shares of nominal value 1 pence each. No shares are held in treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business, on the day immediately before the date of this notice of general meeting are 111,773,219.

EXPLANATORY NOTES

Resolution 1 is an ordinary resolution and requires a simple majority of votes cast to be in favour in order to be passed. Resolution 2 is a special resolution and requires a majority of at least 75% of votes cast to be in favour in order to be passed.

Resolution 1 – Authority to Allot (Ordinary Resolution)

Under CA 2006, the Directors require shareholder authority to allot Equity Securities. This resolution will, if passed, grant that authority in accordance with section 551 of the CA 2006 in respect of a maximum nominal amount of £372,557.40 which represents approximately 33% of the Company's issued ordinary shares (excluding treasury shares) as at 31 January 2025 (being the last practicable date prior to publication of this document) (ISC).

The authority granted by this resolution will expire on the earlier of the conclusion of next year's annual general meeting and the date which is 15 months after the resolution is passed.

The Directors have no present intention to exercise the authority conferred by this resolution.

Resolution 2 – Disapplication of Statutory Pre-Emption Rights (Special Resolution)

Under CA 2006, the Directors require additional shareholder authority to issue Equity Securities for cash without first offering them to the whole shareholder base pro rata to their existing holdings in accordance with the statutory requirements of section 561 CA 2006. This resolution is seeking authority for the Directors to be able to allot Equity Securities up to £167,659.82 value representing 15% of the ISC free of those pre-emption rights. This resolution is conditional on resolution 1 being passed.

The Directors have no present intention to exercise the authority conferred by this resolution.