

## NOTICE OF ANNUAL GENERAL MEETING

# Abingdon Health plc

*(a public limited company incorporated in England and Wales with registered number 06475379)*

(the **Company**)

NOTICE is given that an annual general meeting of the Company will be held on 24 December 2021 at the offices of Abingdon Health plc, York Biotech Campus, Sand Hutton, York, England, YO41 1LZ at 09:30 a.m. (GMT) to consider and, if thought fit, to pass the resolutions set out below.

### Important notice regarding COVID-19

In the lead up to the Annual General Meeting, we will continue to closely monitor the impact of COVID-19. The health and wellbeing of our members of staff and shareholders is paramount and we shall take all appropriate actions necessary to mitigate any risks.

The Directors recognise the improvement to the UK's COVID-19 situation, however in light of the Company's ongoing desire to protect the health and safety of its shareholders and employees, the Directors strongly urge shareholders to **not attend** the Annual General Meeting in person but to vote via proxy (details for doing so are set out in the explanatory notes below). The Board will restrict the Annual General Meeting to its formal business to consider and vote upon the resolutions set out in this Notice of Annual General Meeting. Consequently, there will be no management presentation or management question and answer session at the meeting.

You are recommended to appoint the chair of the meeting as your proxy rather than a named person, as any such named person may not be permitted to attend the Annual General Meeting in the event of unforeseen circumstances (e.g. if they are required to self-isolate).

Should the number of shareholders who notify us of their intention to attend the meeting in person result in our needing to make alternative arrangements to ensure that we can accommodate everyone safely, then this will be notified to you via the Regulatory Information Service.

If you wish to attend the meeting in person you are asked to confirm your attendance by emailing the company secretary at [scott.page@abingdonhealth.com](mailto:scott.page@abingdonhealth.com) no later than 11:00 a.m. on 21 December 2021. All attendees will be required to follow all relevant COVID-19 safety procedures whilst on site.

In the event that further disruption to the Annual General Meeting becomes unavoidable, we will announce any changes to the meeting (such as timing or venue) as soon as practically possible via the Company's website (<https://www.abingdonhealth.com>) and the Regulatory Information Service.

### Resolutions

Resolutions 1 to 6 will be proposed as ordinary resolutions of the Company and resolutions 7 and 8 will be proposed as special resolutions of the Company.

### ORDINARY RESOLUTIONS

1. That in accordance with section 551 of the Companies Act 2006 (the **Act**) and article 7 of the Company's articles of association (the **Articles**), the directors of the Company (or a duly appointed committee thereof) (the **Directors**) be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot ordinary shares in the Company, and grant rights to subscribe for or to convert any security into ordinary shares in the Company:
  - a. up to an aggregate nominal value of an amount equal to 33 per cent. of the aggregate nominal value of the Company's issued ordinary share capital as at the date of the passing

of this resolution (such amount to be reduced by the aggregate nominal value of any equity securities (as defined in section 560 of the Act) allotted under paragraph (b) of this resolution in excess of such amount in pounds Sterling as is equal to 33 per cent. of the aggregate nominal value of the Company's issued ordinary share capital as at the date of the passing of this resolution); and

- b. comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal value of such amount in pounds Sterling as is equal to 66 per cent. of the aggregate nominal value of the Company's issued ordinary share capital as at the date of the passing of this resolution (such amount to be reduced by the nominal value of any shares allotted or rights granted under paragraph (a) of this resolution) in connection with an offer by way of a rights issue to holders of ordinary shares in proportion (as near as may be practicable) to their existing holdings and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any regulatory body or stock exchange or any other matter,

provided that:

- c. this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, close of business on the date that falls fifteen months after the passing of this resolution;
  - d. the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the Directors may allot shares or grant rights in pursuance of such offer or agreement as if this authority had not expired; and
  - e. all previous unutilised authorities under section 551 of the Act shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).
2. To re-elect Christopher Hand, who is retiring by rotation in accordance with the Articles, as a director of the Company.
  3. To re-elect Chris Yates, who is retiring by rotation in accordance with the Articles, as a director of the Company.
  4. To re-appoint BDO LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company.
  5. To authorise the Directors to determine the remuneration of the auditors of the Company.
  6. To receive the Company's audited accounts for the financial year ended 30 June 2021, together with the Directors' report and auditor's report on those accounts.

### **SPECIAL RESOLUTIONS**

7. That, in accordance with article 8 of the Articles, the Directors be given power to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred on them by resolution 1 above under section 551 of the Act, and to allot equity securities as defined in section 560(3) of the Act (sale of treasury shares) for cash, in either case as if section 561 of the Act did not apply to such allotment but this power shall be limited:
  - a. to the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under resolution 1(b) above, by way of a rights issue only) to or in favour of the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts,

legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and

- b. in each case other than under paragraph (a) of this resolution, to the allotment of equity securities pursuant to the authority granted under resolution 1(a) above and/or by virtue of section 560(3) of the Act up to a maximum nominal value of such amount in pounds Sterling as is equal to ten per cent. of the aggregate nominal value of the Company's issued ordinary share capital as at the date of the passing of this resolution,

provided that:

- c. this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, close of business on the date that falls fifteen months after the passing of this resolution; and
- d. the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

- 8. That, in addition to any authority granted under resolution 7 above and in accordance with article 8 of the Articles, the Directors be given power to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred on them by resolution 1 above under section 551 of the Act, and to allot equity securities as defined in section 560(3) of the Act (sale of treasury shares) for cash, in either case as if section 561 of the Act did not apply to such allotment but this power shall be:

- a. limited to an aggregate nominal value in pounds Sterling as is equal to five per cent. of the aggregate nominal value of the Company's issued ordinary share capital as at the date of the passing of this resolution; and
- b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group,

provided that:

- c. this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, close of business on the date that falls fifteen months after the passing of this resolution; and
- d. the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

By order of the board



**Scott Page**  
Company secretary

Abingdon Health plc  
York Biotech Campus, Sand Hutton, York, England, YO41 1LZ  
Registered in England and Wales No. 06475379

Dated: 1 December 2021

### **Explanatory Notes:**

1. Voting on each of the resolutions being proposed at the Annual General Meeting, as set out in the Notice of Annual General Meeting, will be conducted by way of a poll. This allows the votes of those shareholders who are unable to attend the Annual General Meeting in person to be taken into account. On a poll, shareholders have one vote for each Ordinary Share held.
2. Pursuant to regulation 41 of the CREST Regulations, the Company gives notice that only those shareholders included in the register of members of the Company at 6:30 p.m. on 22 December 2021 or, if the Annual General Meeting is adjourned, in the register of members at 6:30 pm on the day that is two business days before the day of any adjourned meeting, will be entitled to attend and to vote at the Annual General Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the share register after 6:30 p.m. on 22 December 2021, or, if the Annual General Meeting is adjourned, in the register of members at 6:30 pm on the day that is two business days before the day of any adjourned meeting, will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
3. Every eligible shareholder is entitled to appoint a proxy to exercise all or any of their rights to vote on their behalf at the Annual General Meeting. A proxy need not be a member of the Company. However, given the Directors' request that shareholders do not attend the meeting, shareholders who wish to participate in the meeting are strongly urged to appoint the chair of the meeting as their proxy.
4. In the event that the Company announces alternative arrangements prior to the Annual General Meeting, to enable fuller shareholder attendance, then having already submitted a proxy vote will not preclude a member from attending the Annual General Meeting and voting in person if they subsequently decide to do so.
5. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
6. To appoint a proxy or proxies, shareholders must: (a) complete a Form of Proxy, sign it and return it, together with the power of attorney or other authority (if any) under which it is signed or authenticated, to the Registrars, Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL; (b) complete a CREST Proxy Instruction (as set out in Note 10 below); or (c) for those Shareholders who hold their Ordinary Shares in certificated form, you may submit your vote by electronic means by lodging your proxy appointment electronically using the Shareholder portal 'Signal Shares' at [www.signalshares.com](http://www.signalshares.com) (if not already registered for Signal Shares, you will need your Investor Code which can be found on your share certificate or by contacting Link Group), in each case so that it is received no later than 09:30 a.m. on 22 December 2021 (or, if the Annual General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). If you are submitting a Form of Proxy and wish to appoint more than one proxy, you will need to complete a separate Form of Proxy in relation to each appointment. A Form of Proxy for use in connection with the Annual General Meeting accompanies this document. If you do not have a Form of Proxy and believe that you should, please contact the Registrars, Link Group 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. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.
7. Shareholders may change proxy instructions by submitting a new proxy appointment in accordance with the above instructions. Shareholders requiring a new Form of Proxy should contact the Registrars, Link Group on, 0371 664 0300, or at Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL. 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. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions and any amended proxy appointment received after the relevant cut-off time will be disregarded. 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.

8. In the case of joint registered holders, the signature of only one holder on a Form of Proxy will be accepted and the vote of the senior who tenders a vote, whether in person or proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the register of members in respect of the relevant joint holding.
9. CREST members who wish to appoint a proxy or proxies by utilising the proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the Annual General Meeting by using the procedures described in the CREST Manual (available via <https://www.euroclear.com>). CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
10. 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 specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or to 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 Group (ID RA10) by the last time(s) for receipt of proxy appointments specified above. 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 Link Group 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.
11. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. 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, to procure that his CREST sponsor or voting service provider takes) 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.
12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
13. 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 powers over the same share.
14. “Vote Withheld” is not a vote at law, which means that the vote will not be counted in the proportion of votes “For” or “Against” the relevant resolution. A shareholder who does not give any voting instructions in relation to a resolution should note that his proxy will have authority to vote or withhold a vote on that resolution as he or 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 is properly put before the Annual General Meeting, as he or she thinks fit.
15. The results of the voting at the Annual General Meeting will be announced through a Regulatory Information Service and will appear on our website (<https://www.abingdonhealth.com>) as soon as reasonably practicable following the conclusion of the Annual General Meeting.

16. A copy of this Notice of Annual General Meeting will be published on the Company's website at <https://www.abingdonhealth.com> with details of those matters required to be published pursuant to the Act.
17. As at 29 November 2021, being the last practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 95,699,114 ordinary shares, carrying one vote each. The total voting rights in the Company as at the last business day prior to publication are 95,699,114.
18. Except as provided above, members who have general queries about the Annual General Meeting should contact the Registrars, Link Group, Corporate Actions, Central Square, 29 Wellington Street, Leeds LS1 4DL or you can call them on 0371 664 0321. 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. The helpline is open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.
19. You may not use any electronic address provided either in this notice or in any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.



