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If you have sold or otherwise transferred all of your Existing Ordinary Shares, please forward this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward delivery to the purchaser or transferee.

This document does not constitute an offer to purchase, acquire or subscribe for, or the solicitation of an offer to purchase, acquire or subscribe for Placing Shares nor is it an invitation to purchase, acquire or subscribe for Placing Shares.

This document is not a prospectus for the purposes of the Prospectus Rules. Accordingly, this document has not been, and will not be, reviewed or approved by the Financial Conduct Authority of the United Kingdom (in its capacity as UK Listing Authority or otherwise) pursuant to sections 85 and 87 of FSMA, the London Stock Exchange or any other authority or regulatory body and has not been approved for the purposes of Section 21 of FSMA.

Application will be made for the Placing Shares to be admitted to trading on the AIM market of the London Stock Exchange (“**AIM**”). AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the Financial Conduct Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. **This document does not comprise an admission document under the AIM Rules and the London Stock Exchange has not itself examined or approved the contents of this document. The rules applicable to AIM are less demanding than those applicable to the Official List. It is emphasised that no application is being made for admission of the Placing Shares to the Official List. The Placing Shares will not be dealt on any other recognised investment exchange and no other such application will be made.**

Subject to, *inter alia*, the passing of the Resolutions at the General Meeting, it is expected that admission of the Placing Shares will become effective and dealings in the Placing Shares will commence on AIM at 8.00 a.m. on 14 August 2024. The Placing Shares, when issued and fully paid, will rank *pari passu* in all respects with the Existing Ordinary Shares, including as regards the right to receive all dividends or other distributions declared, made or paid after Admission.

ABINGDON HEALTH PLC

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

Proposed Acquisition and Placing Notice of General Meeting

You are recommended to read the whole of this document, but your attention is drawn, in particular, to the letter from the Chairman of the Company which is set out on pages 12 to 19 (inclusive) of this document. This letter recommends that you vote in favour of the Resolutions to be proposed at the General Meeting. The Directors of the Company accept individual and collective responsibility for the information contained in this document including individual and collective responsibility for compliance with the AIM Rules. The Company and the Directors, whose names appear on page 11 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and this document makes no omission likely to affect the import of such information.

Notice convening a General Meeting of the Company, to be held at York Biotech Campus, Sand Hutton, York YO41 1LZ on 12 August 2024 at 10.00 a.m., is set out at the end of this document.

The action to be taken by Shareholders in respect of the General Meeting is set out on page 19 of this document.

If you hold your Existing Ordinary Shares in certificated form, whether or not you plan to attend the General Meeting, you are encouraged to submit your vote by electronic means by lodging your proxy appointment electronically using the Shareholder portal “Signal Shares” at www.signalshares.com or via the LinkVote+ app. 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. To be valid, your proxy appointment(s) and instructions should reach Link Group no later than 10 a.m. on 8 August 2024 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).

Alternatively, you may request a hard-copy Form of Proxy from Link Group and return it in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received by post or, during normal business hours only, by hand, at Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, by no later than 10.00 a.m. on 8 August 2024 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).

If you hold your Existing Ordinary Shares in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of the General Meeting set out at the end of this document). Proxies submitted via CREST must be received by the Company’s agent (CREST ID: RA10) by no later than 10.00 a.m. on 8 August 2024 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)). The completion and return of the Form of Proxy will not prevent you from attending and voting in person at the General Meeting, or any adjournment thereof, should you wish to do so.

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 10.00 a.m. on 8 August 2024 in order to be considered valid or, if the meeting is adjourned, not later than 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 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.

The Placing Shares described in this document have not been, and will not be, registered under the United States Securities Act of 1933 (“**Securities Act**”) or under the securities laws of any state of the United States. The Placing Shares may not be offered, sold, resold, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offer of the Placing Shares in the United States. The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Placing Shares or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

In addition, offers, sales or transfers of the Placing Shares in or into the United States for a period of time following completion of the Placing by a person (whether or not participating in the Placing) may violate the registration requirement of the Securities Act.

Furthermore, the Placing Shares have not been and will not be registered under the applicable laws of any of Australia, Canada, the Republic of South Africa or Japan and, consequently, may not be offered or sold to any national, resident or citizen thereof.

The distribution of this document and/or any accompanying documents into jurisdictions other than the United Kingdom may be restricted by law or regulation and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities

laws of any such jurisdiction. This document should not be distributed, forwarded to or transmitted in or into the United States, Australia, Canada, the Republic of South Africa, Japan or any jurisdiction where to do so might constitute a violation of local securities laws or regulations.

Copies of this document are available, free of charge, on the Company's website: <https://www.abingdonhealth.com/>.

Zeus Capital Limited ("**Zeus Capital**") is authorised and regulated by the Financial Conduct Authority and are acting exclusively for the Company and no-one else in connection with the Placing and are not, and will not be, responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in relation to the Placing or the contents of this document or any other matter referred to herein. No representation or warranty, express or implied, is made by Zeus Capital as to any of the contents of this document, and Zeus Capital has not authorised the contents of any part of this document and neither accepts any liability whatsoever for the accuracy of any information or opinions contained in this document or for the omission of any material information from this document for which the Company and the Directors are solely responsible. Nothing in this paragraph shall serve to exclude or limit any responsibilities which Zeus Capital may have under FSMA or the regulatory regime established thereunder.

Zeus Capital is also acting as nominated adviser to the Company. Its responsibilities as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of their decision to acquire shares in the Company in reliance on any part of this document.

No person has been authorised to give any information or make any representation other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as of any subsequent time.

Cautionary note regarding forward-looking statements

This document contains statements about the Company that are or may be deemed to be "forward-looking statements".

All statements, other than statements of historical facts, included in this document may be forward-looking statements. Without limitation, any statements preceded or followed by, or that include, the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "should", "anticipates", "estimates", "projects", or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements include, without limitation, statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects and (ii) business and management strategies and the expansion and growth of the operations of the Company.

These forward-looking statements are not guarantees of future performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry results, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules, the City Code, the Prospectus Rules and/or the FSMA), the Company does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to the Company or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this document are based on information available to the Directors of the Company at the date of this document, unless some other time is specified in relation to them, and the posting or receipt of this document shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2024
Acquisition Agreement exchanged	24 July
Announcement of the Acquisition and Placing	24 July
Placing results announcement	25 July
Publication of this document	25 July
Latest time and date to submit proxy instruction	10.00 a.m. on 8 August
General Meeting	10.00 a.m. on 12 August
Admission and commencement of dealings in the Placing Shares on AIM	8.00 a.m. on 14 August ⁴
CREST accounts credited with Placing Shares in uncertified form	8.00 a.m. on 14 August
Dispatch of share certificates in respect of the Placing Shares to be issued in certified form	Within 14 days of admission
Admission and commencement of dealings in the Consideration Shares on AIM by no later than	8.00 a.m. on 19 August ³
Dispatch of share certificates in respect of the Consideration Shares to be issued in certified form	Within 14 days of admission

Notes:

1. Each of the times and dates above are indicative only and are subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified by the Company to Shareholders by announcement through a regulatory information service.
2. All of the above times refer to London time unless otherwise stated.
3. Completion of the Acquisition Agreement is conditional upon the Admission and commencement of dealing in the Placing Shares.
4. The admission and commencement of dealings in the Placing Shares on AIM are conditional on, *inter alia*, the passing of the Resolutions at the General Meeting.

KEY STATISTICS

Number of Existing Ordinary Shares	126,716,822
Total number of Placing Shares	53,589,741
Placing Price (per share)	9.75 pence
Gross proceeds of the Placing	£5.225 million
Number of Consideration Shares	9,216,590
Number of Ordinary Shares following Admission	189,523,153

DEFINITIONS

“Acquisition”	the proposed acquisition by the Company of the Compliance Solutions Group, in accordance with the terms and conditions of the Acquisition Agreement
“Acquisition Agreement”	the conditional agreement entered into between the Company and the Vendors in relation to the Acquisition dated 24 July 2024, further details of which are set out in paragraph 2 of the letter from the Chairman of the Company which is set out on pages 13 to 14 (inclusive) of this document
“Admission”	admission to AIM of the New Ordinary Shares becoming effective in accordance with Rule 6 of the AIM Rules
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies (including the guidance notes) published by the London Stock Exchange from time to time
“Announcement”	the announcement launching the Placing by the Company dated 24 July 2024
“Bookrunner”	Zeus Capital
“Business Day”	any day on which banks are usually open for business in England and Wales for the transaction of sterling business, other than a Saturday, Sunday or public holiday
“CDMO”	contract development and manufacturing organisation
“CE-mark”	signifies a product meeting EU safety, health & environmental standards
“Circular”	this circular to Shareholders relating to the Placing including the notice of General Meeting
“Closing Price”	the closing middle market price of an Existing Ordinary Share as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange
“Company” or “Abingdon”	Abingdon Health plc, a company incorporated and registered in the United Kingdom with registered number 06475379
“Completion”	completion of the Acquisition
“Consideration Shares”	9,216,590 ordinary shares in Abingdon Health plc
“Compliance Solutions Group”	CS (LS), CS Europe and CS USA
“CS Europe”	CS Lifesciences Europe Limited, a company incorporated and registered in the Republic of Ireland with registered number 644533
“CS (LS)”	Compliance Solutions (Life Sciences) Limited, a company incorporated and registered in Scotland with registered number SC344423
“CS USA”	CS Lifesciences USA Inc., a company incorporated and registered in Delaware USA with registered number 3220375

“CREST” or “CREST system”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI2001/3755)
“Directors” or “Board”	the directors of the Company or any duly authorised committee thereof
“Euroclear”	Euroclear UK & International Limited, the operator of CREST
“EUWA”	the European Union (Withdrawal) Act 2018, as amended
“Existing Ordinary Shares”	the 126,716,822 Ordinary Shares in issue at the date of the Announcement
“FCA”	the Financial Conduct Authority
“FDA”	the Food and Drug Administration
“FSMA”	the Financial Services and Markets Act 2000, as amended
“Further Consideration Shares”	has the meaning given in paragraph 1 “Introduction” of the letter from the Chairman
“General Meeting”	the general meeting of the Company to be held at the offices of the Company, being York Biotech Campus, Sand Hutton, York, YO41 1LZ at 10.00 a.m. on 12 August 2024 (or any adjournment thereof) at which the Resolutions will be proposed
“GMP”	Good Manufacturing Practices
“Group”	the Company together with its subsidiaries
“HMRC”	HM Revenue & Customs in the UK
“ITA 2007”	Income Tax Act 2007
“IVDeology Group”	IVDeology (Holdings) Limited, together with its subsidiaries IVDeology Limited and IVDeology UKRP Limited
“IVDR”	In Vitro Diagnostic Regulation, a European Union regulation applicable to in vitro diagnostic medical devices
“LAMP”	Loop-mediated isothermal amplification
“London Stock Exchange”	London Stock Exchange plc
“MAR” or the “Market Abuse Regulation”	the Market Abuse Regulation (2014/596/EU) as it forms part of UK domestic law pursuant to the EUWA
“MHRA”	Medicines and Healthcare Products Regulatory Agency
“New Ordinary Shares”	the Consideration Shares and the Placing Shares, but for the avoidance of doubt, not the Retail Offer Shares nor the Further Consideration Shares
“Notice”	the notice of General Meeting set out in this Circular proposing the Resolutions

“Notified Body”	an organisation designated by a European Union country to assess the conformity of certain products before being placed on the market
“Ordinary Shares”	ordinary shares of 0.025 pence par value in the capital of the Company
“PCR”	polymerase chain reaction
“Placee” or “Placees”	any person or persons subscribing for and/or purchasing Placing Shares pursuant to the Placing
“Placing”	the conditional placing of the Placing Shares at the Placing Price by the Bookrunner on behalf of the Company
“Placing Agreement”	the agreement dated 24 July 2024 between the Company and the Bookrunner relating to the Placing
“Placing Results Announcement”	means the press announcement, issued via the Regulatory Information Service, giving details of the results of the Placing together with the number of Placing Shares and the Issue Price
“Placing Price”	9.75 pence per New Ordinary Share
“Placing Shares”	53,589,741 Ordinary Shares comprising the Placing
“Prospectus Regulation”	Regulation (EU) 2017/1129 of the European Parliament and Council of 14 June 2017 and any relevant implementing measures in any Member State of the European Economic Area
“Registrar”	Link Group
“Regulatory Information Service”	one of the regulatory information services authorised by the FCA to receive, process and disseminate regulatory information
“Resolutions”	means all the resolutions to be put to the General Meeting as set out in the notice of General Meeting contained in the Circular, including that to authorise the Directors to allot and issue the Consideration Shares, the Further Consideration Shares, the Placing Shares and Retail Offer Shares free of all statutory pre-emption rights pursuant to the Acquisition Agreement, the Placing and Retail Offer respectively
“Retail Offer”	means the retail offer proposed to be made by the Company on the close of the Company’s General Meeting via the Bookbuild Platform to allow persons situated in the United Kingdom to subscribe for Retail Offer Shares at the Placing Price
“Retail Offer Shares”	up to 5,128,205 Ordinary Shares being made available pursuant to the Retail Offer
“Securities Act”	the United States Securities Act of 1933, as amended
“Shareholders”	the holders of Ordinary Shares (as the context requires) at the relevant time
“UKCA-marking”	UK conformity assessed mark, a key indicator of a product’s compliance with UK legislation

“uncertificated” or “in uncertificated form”	recorded on the relevant register of Ordinary Shares as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“United States” or “US”	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia and any other area subject to its jurisdiction
“VCT”	has the meaning given in section 259 of ITA 2007
“Vendors”	the selling shareholders under the Acquisition Agreement
“Zeus Capital”	Zeus Capital Limited, Nominated Adviser and Broker to the Company
“£”, “pounds sterling”, “pence” or “p”	are references to the lawful currency of the United Kingdom

DIRECTORS, COMPANY SECRETARY AND ADVISERS

Directors	Dr Christopher Hand – <i>Chairman</i> Chris Yates – <i>Chief Executive Officer</i> Mary Tavener – <i>Non-Executive Director</i>
Company Secretary	Chris Yates
Registered Office	York Biotech Campus Sand Hutton York YO41 1LZ
Nominated Adviser and Broker	Zeus Capital Limited 125 Old Broad Street London EC2N 1AR
Solicitors to the Company	Paris Smith LLP 1 London Road Southampton SO15 2AE
Solicitors to the Nominated Adviser and Broker	Haynes and Boone CDG LLP 1 New Fetter Lane London EC4A 1AN
Registrars	Link Group Central Square 29 Wellington Street Leeds LS1 4DL

LETTER FROM THE CHAIRMAN

ABINGDON HEALTH PLC

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

Directors

Dr Christopher Hand – *Chairman*
Chris Yates – *Chief Executive Officer*
Mary Tavener – *Non-Executive Director*

Registered Office:

York Biotech Campus
Sand Hutton
York YO41 1LZ

25 July 2024

To holders of Ordinary Shares and, for information only, to holders of options over Ordinary Shares

Dear Shareholder,

Proposed Acquisition and Placing and Notice of General Meeting

1. Introduction

The Company announced today that it has (i) entered into a conditional agreement to acquire the Compliance Solutions Group, a consultancy business which specialises in meeting regulatory requirements in the UK and in the international IVD and medical device markets; and (ii) undertaken a conditional placing to raise gross proceeds of approximately £5.225 million.

Under the Acquisition Agreement, the Company has conditionally agreed to acquire 100 per cent. of the issued share capital of the Compliance Solutions Group from the Vendors in consideration for:

- cash of £1.36 million to be paid as to £700,000 on Completion and then 3 equal payments of £220,000 at the end of the first, second and third month following Completion;
- the sum of £1.0 million to be satisfied by the issue of the Consideration Shares;
- subject to achieving certain revenue targets in the period starting on the first anniversary of the acquisition and ending on the second anniversary of the Acquisition, an earn out of up to £0.5 million to be satisfied by the issue of such number of further Ordinary Shares as is equal to the earn-out consideration divided by the average of the closing middle market quotations of the Ordinary Shares over the five dealing days ending on the dealing day immediately before the date when the earn-out consideration is agreed or determined in accordance with the terms of the Acquisition Agreement (“**Further Consideration Shares**”); and
- an amount in cash equal to the amounts received by CS (LS) in respect of certain aged debtors in the 24-month period from Completion, subject to a maximum amount of £340,000;

and in addition, the sum of £50,000 will be injected by the Company into CS (LS) by way of loan to facilitate the repayment by CS (LS) of an outstanding director loan balance.

The Placing has raised gross proceeds of approximately £5.225 million through the placing of 53,589,741 Placing Shares to certain institutional and other investors at a price of 9.75 pence per share. The Placing Price represents a discount of approximately 9.3 per cent. to the Closing Price of 10.75 pence per Ordinary Share on 24 July 2024, being the latest practicable business day prior to the publication of the Announcement.

The issue of the Consideration Shares and the Further Consideration Shares pursuant to the Acquisition Agreement is conditional, amongst other things, upon Shareholder approval.

A General Meeting is therefore being convened at 10.00 a.m. on 12 August 2024 at York Biotech Campus, Sand Hutton, York YO41 1LZ for the purposes of seeking approval of the Resolutions.

The formal Notice of General Meeting is set out at the end of this document.

The purpose of this letter is to explain why the Directors recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

Furthermore, to enable persons not able to participate in the Placing an opportunity to subscribe for Ordinary Shares, the Company is proposing to raise up to an additional £500,000 (before expenses) by way of a retail offer via Bookbuild (the “**Retail Offer**”) of up to 5,128,205 new Ordinary Shares at the Placing Price following the close of the Company’s General Meeting.

2. The Acquisition

The Group’s strategy is to provide a comprehensive contract development and manufacturing service to an international in vitro diagnostics and lateral flow diagnostics customer base. Its intention is to provide “all the pieces of the jigsaw” to allow a customer to take a project from concept to commercialisation.

Hence, in addition to providing contract development, scale-up, technical transfer and contract manufacturing solutions, the Group has expanded its offering to include, *inter alia*, packaging design, kitting, regulatory and quality management system support and analytical laboratory services.

As part of this strategy, the Group recently acquired the IVDeology Group, a UK-based regulatory consultancy, for a maximum consideration of £700,000.

The Board is therefore delighted to have announced today the conditional acquisition of the Compliance Solutions Group comprising Compliance Solutions (Life Sciences) Limited, CS Lifesciences Europe Limited and CS Lifesciences USA Inc. (currently not trading).

The Compliance Solutions Group specialises in meeting regulatory requirements of its international client base in the UK IVD and medical device markets. The Compliance Solutions Group’s team (currently c.37 employees) provides consultancy services, ranging from:

- preparation of technical files for regulatory approvals, including preparing CE-mark, FDA and other regulatory submissions, clinical strategy advice and protocol design and regulatory inspection gap analysis;
- design, implementation and maintenance of quality management systems, including GMP and FDA compliance and equipment validation;
- technical file and design file reviews, clinical evaluation reports and biological safety evaluations; and
- internal audit programmes; supplier audits, pre-audit preparations (e.g. FDA, MHRA, Notified Body, unannounced) and mock Notified Body/FDA audits.

CS Europe provides EU Responsible Person services to medical device companies. CS USA is currently dormant.

The Compliance Solutions Group’s activities are complementary to those of the Group and increase the depth of the Group’s regulatory expertise through the addition of the Compliance Solutions Group’s regulatory expertise. Furthermore, there is, in the Board’s opinion, the opportunity to cross-sell the Group’s services, such as lateral flow development and manufacture and analytical laboratory support, into the Compliance Solutions Group’s customer base.

CS (LS)’s recent trading history is highlighted below:

<i>Year-end</i>	<i>30-Jun-23</i>	<i>30-Jun-22</i>
Revenue	£2,716k	£1,864k
EBIT	£390k	£213k
EBITDA	£393k	£215k
Net assets	£493k	£263k

Source: Unaudited Abridged Financial Statements of Compliance Solutions (Life Sciences) Ltd for the year ended 30 June 2023

CS Europe's recent trading history is highlighted below:

<i>Year-end</i>	<i>31-Dec-22</i>	<i>31-Dec-21</i>
Revenue	€49k	€63k
EBIT	€(2)k	€52k
EBITDA	€(2)k	€52k
Net assets	€44k	€46k

Source: Unaudited Abridged Financial Statements of CS Lifesciences Europe Limited for the year ended 31 December 2022

Edwin Lindsay, the Compliance Solutions Group's Managing Director, will continue in that role post Completion and will join Abingdon's executive management team.

The maximum consideration of £3,200,000 comprises:

- cash of £1.36 million to be paid as to £700,000 on Completion and then 3 equal payments of £220,000 at the end of the first, second and third month following Completion;
- the sum of £1.0 million to be satisfied by the issue of the Consideration Shares;
- subject to achieving certain revenue targets in the period starting on the first anniversary of the Acquisition and ending on the second anniversary of the Acquisition, an earn out of up to £0.5 million to be satisfied by the issue of the Further Consideration Shares; and
- an amount in cash equal to the amounts received by CS (LS) in respect of certain aged debtors in the 24-month period from Completion, subject to a maximum amount of £340,000;

and in addition, the sum of £50,000 will be injected by the Company into CS (LS) by way of loan to facilitate the repayment by CS (LS) of an outstanding director loan balance.

The maximum consideration payable under the Acquisition Agreement (including the maximum possible value of performance related consideration) amounts to £ 3,200,000.

The Consideration Shares and the Further Consideration Shares will be subject to a 12-month lock-in followed by a 12-month orderly market provision.

Completion of the Acquisition Agreement and the issue of the Consideration Shares and the Further Consideration Shares are conditional upon:

- the Placing Agreement having become unconditional in all respects and not having been terminated in accordance with its terms;
- the passing of the Resolutions to be proposed at the General Meeting; and
- Admission (of the Placing Shares) having occurred,

(together the "**Acquisition Agreement Conditions**").

Completion of the Acquisition Agreement will take place no later than 5 business days after the date when all the Acquisition Agreement Conditions have been satisfied (unless otherwise agreed between the parties).

Should the Acquisition Agreement Conditions not be satisfied by 30 September 2024, the Acquisition and the issue of the Consideration Shares and the Further Consideration Shares will not proceed.

The Company also has a right to terminate the Acquisition Agreement if there is a material breach of a warranty prior to Completion.

The Acquisition Agreement contains certain warranties and indemnities (including a tax covenant) given by the Vendors.

3. Reasons for the Placing

The Company intends to issue 53,589,741 Placing Shares, to raise gross proceeds of approximately £5.225 million.

The use of proceeds is expected to comprise approximately:

Product development	c.£3.0 million
Analytical laboratory expansion	c.£1.0 million
Working capital and expenses of the Placing	c.£1.2 million
	£5.2 million

i) **Product development**

The Board proposes to use up to £3.0 million of the proceeds to enhance the Group's product offering through development of lateral flow self-tests alongside use of the Group's patented AppDx® technology – a smartphone based lateral flow test reader.

In addition to the Group's CRO/CDMO and associated routes to market, the Board has identified opportunities for the Group to utilise its in-house scientific skills, assay development experience and infrastructure to develop additional products which are complementary to those of its CDMO customers and its Abingdon Simply Test® range.

Key opportunities include (i) infectious disease self-testing, which complements current CDMO activity, and (ii) certain other clinical lateral flow self-tests which complement those in the Abingdon Simply Test® range.

In addition, the use and product-specific development of the Group's AppDx® lateral flow test reader is expected to add further value to these products and increase ease of use for the end-user. Importantly, these new developments will utilise the Group's current and developing routes to market.

ii) **Expansion to Analytical Laboratory Service**

The Board also proposes to use up to £1.0 million of the proceeds of the Placing to strengthen its analytical laboratory service. The Group has been providing this service since 2023 as part of its strategy of providing a comprehensive contract development and manufacturing service and supporting its customers in bringing products to market. The services of an analytical laboratory, which provides a significant contribution to a product's technical file, include:

- Stability;
- Specificity;
- Detection limits;
- Interference; and
- Cross-reactivity.

The Placing will allow the Group to expand its in-house analytical laboratory services and also extend these capabilities to a range of other test formats including PCR, LAMP, isothermal amplification assays, antigen and antibody detection immunoassays and other point-of-care assays, in addition to supporting basic research.

4. Information on the Placing

The issue of the Placing Shares is conditional upon, amongst other things, the passing of the Resolutions to be put to Shareholders at the General Meeting. The Placing Shares are expected to be admitted to trading on AIM on or around 14 August 2024..

In connection with the Placing, the Company entered into the Placing Agreement, pursuant to which the Bookrunner, as agent for the Company, conditionally agreed to use its reasonable endeavours to procure subscribers for the Placing Shares. The Placing has not been underwritten by the Bookrunner or any other person.

The Placing Agreement and the issue of the Placing Shares are conditional upon:

- the entering into of the Acquisition Agreement;
- the fulfilment by the Company of its obligations to deliver to Zeus Capital certain documents required under the Placing Agreement by the time specified in the Placing Agreement;
- an AIM application form in respect of the Placing Shares signed on behalf of the Company and all other documents to be submitted therewith having been delivered to the London Stock Exchange;
- the Circular having been posted to the Company's shareholders by no later than 25 July 2024 (by first class pre-paid mail) in accordance with the articles of association;
- the Company having complied with all of its other obligations under the Placing Agreement (to the extent that such obligations fall to be performed prior to Admission) and not being in breach of the Placing Agreement save where, in the good faith opinion of Zeus Capital, such non-compliance or breach is not material;
- no matter having arisen before Admission which would reasonably be expected to give rise to a claim under any of the indemnities given by the Company in the Placing Agreement;
- the Resolutions being passed at the General Meeting;
- the Acquisition Agreement not having been terminated prior to Admission;
- the delivery by the Company to Zeus Capital immediately prior to Admission of the Warranty Certificate in the form set out in the Placing Agreement and signed for and on behalf of the Company by a Director;
- the Placing Shares having been allotted, subject only to Admission; and Admission occurring by no later than 8.00 a.m. on 14 August 2024 (or such later time and/or date as the Company and Zeus Capital may agree, being not later than 8.00 a.m. on 23 September 2024.

Should the conditions in the Placing Agreement not be satisfied, the Placing, the Acquisition and the Retail Offer will not proceed.

The Placing Agreement contains customary warranties from the Company in favour of the Bookrunner in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify the Bookrunner in relation to certain liabilities they may incur in respect of the Placing. The Bookrunner has the right to terminate the Placing Agreement in certain circumstances prior to Admission, in particular, in the event of a breach of the warranties given to the Bookrunner in the Placing Agreement, the occurrence of a *force majeure* event or a material adverse change affecting the condition, or the earnings or business affairs or prospects of the Group as a whole, whether or not arising in the ordinary course of business.

5. The Retail Offer

In order to provide private and other investors who were not eligible to have taken part in the Placing with an opportunity to participate in the fundraising and to mitigate an element of dilution, the Company is proposing to raise up to an additional £500,000 (before expenses) by way of a retail offer via Bookbuild (the "**Retail Offer**") of up to 5,128,205 new Ordinary Shares at the Placing Price following Admission of the Consideration Shares.

The Retail Offer announcement will be made after Admission of the Consideration Shares and will contain further information on how interested parties can participate in the Retail Offer.

For the avoidance of doubt, the Retail Offer is not part of the Placing and is the sole responsibility of the Company. The Bookrunner does not have any responsibilities, obligations, duties or liabilities (whether arising pursuant to any contract, law, regulation, or tort) in relation to the same.

The Company has relied on an available exemption against the need to publish a prospectus approved by the FCA (acting in its capacity as the UK Listing Authority) in respect of the Retail Offer.

6. Taxation

The Company is seeking to raise funds by the issue of certain Placing Shares (to raise gross proceeds of up to £5.0 million) to VCTs. Such Placing Shares are intended to rank as “eligible shares” for the purposes of VCT investors and a “qualifying holding” for the purposes of an investment by VCTs, pursuant to the relevant respective sections of ITA 2007.

The Company has obtained a written opinion from specialist tax advisers confirming that the Company would, subject to the relevant limits on such issuances, be able to issue part of the Placing Shares as “eligible shares” under the relevant sections of the ITA 2007.

Neither the Company nor the Directors give any warranties or undertakings that VCT reliefs will be granted in respect of Placing Shares issued as VCT qualifying shares pursuant to the Placing. Neither the Company nor the Directors give any warranties or undertakings that VCT reliefs, if granted, will not be withdrawn. If the Company carries on activities beyond those disclosed to HMRC in a prior advance clearance obtained in connection with a previous placing of Ordinary Shares in the Company, then Shareholders may cease to qualify for the tax benefits. Placees must take their own advice and rely on it.

7. Financial Update and Outlook

Unaudited revenues for FY 2024 will be circa £6.1 million (FY2023: £4.0 million) and revenues in the second half of the financial year were 55 per cent. ahead of H1 FY 2024. Cash as of 30 June 2024 was £1.3 million (31 December 2023: £2.0 million).

Cash-burn reduced in H2 2024 compared to H1 2024; and in Q4 2024 cash flow was positive.

The Board anticipates that continued solid revenue growth in FY 2025, along with close management of the Group’s operational cost base, will further drive operational profitability improvements.

Contract services

The Group’s CDMO business has seen good revenue traction year-on-year with revenue of £5.5 million in FY 2024, circa 51 per cent. ahead of FY 2023 (£3.6 million). Abingdon’s CDMO proposition is resonating well with customers across a range of sectors including self-test and point-of-care clinical testing, animal health, plant health and environmental testing. It is particularly pleasing to work with companies across a range of activities including contract development, technical transfer and scale-up, and also regulatory and commercial support.

The Board was pleased to support its CDMO customer, Salignostics Ltd, in securing retail distribution opportunities in the UK, including at Boots, where their innovative saliva-based pregnancy test is being rolled out across 1,300 Boots stores nationwide and online at boots.com.

A number of customers’ products were transferred into manufacturing during the year, including Salignostics, LoopDx (sepsis point-of-care test) and Up Front Diagnostics (stroke point-of-care test); and the Group looks forward to supporting them, and its existing manufacturing customers, going forward as these products achieve further regulatory approvals and market penetration.

The Group strengthened its regulatory service capabilities in May 2024 with the acquisition, for up to £700,000, of IVDeology. IVDeology’s service capabilities include Quality Management System build, technical file build, auditing and regulatory filing support (FDA, IVDR, CE-marking and UKCA-marking). The acquisition is complementary to Abingdon’s existing regulatory service capabilities and provides the Group with strength in depth to support its customers in a regulatory environment undergoing significant change.

Abingdon Products

Abingdon Products achieved revenue of £0.7 million in FY 2024, up 56 per cent. compared to £0.4 million in FY2023. As anticipated at the time of the interim accounts for the six months ended 31 December 2023, the second half saw a stronger performance with revenues in H2 FY 2024 176 per cent. ahead of H1 FY 2024. The main driver was the launch in H2 FY 2024 of three lateral flow self-tests under Boots’ own-label, Vitamin D, Iron (Ferritin) and Saliva Pregnancy.

The Group continues to focus on further opportunities, both in the UK and Europe, to promote own-label solutions to major retailers. In addition, the Abingdon Simply Test® range of self-test products, launched online in July 2022, continues to build and the Group's product range now consist of 16 self-tests. The Company will continue to explore opportunities to build routes to market in the UK, Ireland and Europe.

8. General Meeting

The Board is seeking the approval of Shareholders to allot the Placing Shares, the Consideration Shares, the Further Consideration Shares (based on an issue price equal to that of the Consideration Shares as the actual issue price will be unknown until the end of the earn out period in line with the Acquisition Agreement) and the Retail Offer Shares at the General Meeting. In addition to this specific authority, the Board is also seeking the approval of the Shareholders to give the Directors the additional general authority to allot up to 66 per cent. of the Company's current share capital (in line with the authorities and limitations normally sought at each annual general meeting).

The Company's General Meeting will be held at York Biotech Campus, Sand Hutton, York YO41 1LZ at 10.00 a.m. on 12 August 2024. A formal notice of General Meeting, setting out the Resolutions, is set out at the end of the Circular.

At the General Meeting, the resolutions set out in the attached notice of General Meeting will be proposed. The proposed resolutions have the following effect:

- *Resolution 1 (ordinary resolution)*

Resolution 1(a) authorises the Directors to allot such number as shares as are required for the Consideration Shares, the Further Consideration Shares, the Placing Shares and the Retail Offer Shares.

The Company would also like to maintain flexibility to allot further shares from time to time. Under the Companies Act 2006, the Directors require authority from the Company's shareholders to allot shares (save in respect of shares issued pursuant to employee share schemes).

The Directors' existing authority to allot "relevant securities" (including ordinary shares and/or rights to subscribe for or convert into ordinary shares), which was granted (pursuant to section 551 of the Companies Act 2006) at the AGM held on 15 December 2023 has been partially utilised since the AGM.

Resolution 1(b) and 1(c) would therefore renew and increase this by authorising the Directors (pursuant to section 551 of the Companies Act) to allot relevant securities up to an aggregate nominal amount equal to approximately one-third of the current issued share capital of the Company (or approximately two-thirds of the current issued share capital in connection with a rights issue or other pro rata issue to the shareholders) in addition to the authorities granted by resolution 1(a).

These powers shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of the resolution, or, if earlier, close of business on the date that falls fifteen months after the passing of the resolution (unless such authority is revoked or renewed prior to such time).

- *Resolution 2*

Resolution 2(a) seeks to disapply the pre-emption rights provisions of section 561 of the Companies Act 2006 in respect of the allotment of the Consideration Shares, the Further Consideration Shares, the Placing Shares and the Retail Offer Shares.

Resolution 2(b) seeks to disapply the pre-emption rights provisions of section 561 of the Companies Act 2006 in respect of the allotment of equity securities for cash pursuant to rights issues and other pre-emptive issues, and in respect of other issues of equity securities for cash up to an aggregate nominal value which equates to approximately 10 per cent. of the current issued share capital of the Company.

Save in respect of the issue of the Consideration Shares, the Further Consideration Shares, the Placing Shares and the Retail Shares, the Directors currently have no plans to allot relevant securities, but the

Directors believe it is in the interests of the Company for the Board to be granted this authority, to enable the Board to take advantage of appropriate opportunities which may arise in the future.

If passed, these authorities would be in substitution for and replace any remaining existing authorities that were approved at the Company's last annual general meeting held on 15 December 2023.

9. Actions to be taken

Whether or not you intend to be present at the General Meeting, you are requested to submit your proxy appointment electronically using the shareholder portal "Signal Shares" at www.signalshares.com or via the LinkVote+ app. Alternatively, you may request a hard-copy Form of Proxy from Link Group and should complete the Form of Proxy in accordance with the instructions printed on it and to return it as soon as possible and in any case so as to be received by the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL no later than 10.00 a.m. on 8 August 2024. If you hold shares in CREST you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Registrars (Crest Participant ID: RA10) so that it is received by no later than 10.00 a.m. on 8 August 2024. 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. The return of the Form of Proxy or transmission of a CREST Proxy Instruction will not prevent you from attending the meeting and voting in person if you wish.

10. Recommendation

Shareholders should be aware that if any of the Resolutions are not passed, the Acquisition and Placing will not proceed.

The Directors believe the Acquisition, the Placing, the Retail Offer and the passing of the Resolutions to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend Shareholders to vote in favour of the Resolutions as they (and the shares held by the board observer) intend so to do in respect of their beneficial shareholdings amounting to 34,768,923 Ordinary Shares, representing approximately 27.4 per cent. of the existing issued ordinary share capital of the Company.

Yours sincerely

Christopher Hand

Chairman

ABINGDON HEALTH PLC

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of Abingdon Health plc (the “**Company**”) will be held at York Biotech Campus, Sand Hutton, York YO41 1LZ at 10:00 a.m. on 12 August 2024 for the purpose of considering and, if thought fit, passing resolution 1 as an ordinary resolution and resolution 2 as a special resolution.

ORDINARY RESOLUTION – 1

1. That, in accordance with section 551 of the Companies Act 2006 (the “**Act**”), 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 £18,135.71 in connection with the Placing, the Acquisition and the Retail Offer (each as defined in a circular to the shareholders of the Company dated 25 July 2024); and
 - (b) 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:
 - (i) not be reduced by any allotment under paragraph 1(a) above of this resolution; and
 - (ii) be reduced by the aggregate nominal value of any equity securities (as defined in section 560 of the Act) allotted under paragraph 1(c) 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
 - (c) 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:
 - (i) not be reduced by any allotment under paragraph 1(a) above of this resolution; and
 - (ii) be reduced by the nominal value of any shares allotted or rights granted under paragraph 1(b) 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:
 - (d) 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;
 - (e) 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
 - (f) 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).

SPECIAL RESOLUTION – 2

2. That, subject to the passing of resolution 1:
- (a) the Directors be generally empowered to allot equity Securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1(a), as if section 561 of the Act did not apply to any such allotment;
 - (b) 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(b) and resolution 1(c) 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:
 - (i) 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(c) 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
 - (ii) in each case other than under paragraph 2(b)(i) of this resolution, to the allotment of equity securities pursuant to the authority granted under resolution 1(b) 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) these powers 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:

Chris Yates
Company Secretary

Registered Office:

York Biotech Campus
Sand Hutton
York YO41 1LZ

Registered in England and Wales No.: 06475379

Date: 25 July 2024

Notes:

1. Voting on each of the Resolutions being proposed at the General Meeting, as set out in the Notice of General Meeting, will be conducted by way of a poll. This allows the votes of those shareholders who are unable to attend the 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 8 August 2024 or, if the General Meeting is adjourned, in the register of members at 6.30 p.m. 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 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 8 August 2024, or, if the General Meeting is adjourned, in the register of members at 6.30 p.m. 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 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 General Meeting. A proxy need not be a member of the Company.
4. A member may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
5. To appoint a proxy or proxies, shareholders must: (a) for those Shareholders who hold their Ordinary Shares in certificated form, you must submit your vote by electronic means by lodging your proxy appointment electronically using the Shareholder portal "Signal Shares" at 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); (b) vote via the LinkVote+ app (see Note 8 below); (c) request a hard-copy Form of Proxy from Link Group and complete it, 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, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL; (d) complete a CREST Proxy Instruction (as set out in Notes 9 – 12 below); or (e) if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform (as set out in Note 13 below), in each case so that it is received no later than 10.00 a.m. on 8 August 2024 (or, if the 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. To request a hard-copy Form of Proxy, please contact the Registrars, Link Group via email at shareholderenquiries@linkgroup.co.uk 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. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.
6. Shareholders may change proxy instructions by submitting a new proxy appointment in accordance with the above instructions. Shareholders requiring a Form of Proxy should contact the Registrars, Link Group via email at shareholderenquiries@linkgroup.co.uk or on 0371 664 0300, or at Link Group, PXS 1, 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.
7. 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.
8. LinkVote+ is a free app for smartphone and tablet provided by Link Group (the company's registrar). It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store



GooglePlay



9. CREST members who wish to appoint a proxy or proxies by utilising the proxy appointment service may do so for the General Meeting and any adjournment(s) of the 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. 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 10.00 a.m. on 8 August 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.
14. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
15. 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.
16. "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 General Meeting, as he or she thinks fit.
17. The results of the voting at the 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 General Meeting.
18. A copy of this Notice of 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 section 311A of the Companies Act 2006.
19. As at 24 July 2024, being the last practicable date prior to the publication of this Notice, the Company's issued ordinary share capital consisted of 126,716,822 ordinary shares, carrying one vote each. The total voting rights in the Company as at the last business day prior to publication are 126,716,822.
20. Except as provided above, members who have general queries about the General Meeting should call the Registrars, Link Group, Corporate Actions, Central Square, 29 Wellington Street, Leeds LS1 4DL or you can contact 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.
21. 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.

