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 the Annual General Meeting ("AGM") of the Company will be held on Wednesday 25 November 2026 at 10.00 GMT at the offices of Abingdon Health plc, York Biotech Campus, Sand Hutton, York, England, YO41 1LZ to consider and, if thought fit, to pass the resolutions set out below.

If you wish to attend the meeting in person you are asked to confirm your attendance by emailing info@abingdonhealth.com no later than 10.00 GMT on Monday 23 November 2026, as the Company is based on a secure site and this will assist with ensuring access.

Resolutions

Resolutions 1 to 10 will be proposed as ordinary resolutions of the Company and resolutions 11 and 12 will be proposed as special resolutions of the Company.

ORDINARY RESOLUTIONS

1. To receive the Company's audited Financial Statements for the financial year ended 30 June 2026, together with the Directors' report and Independent Auditor's report on those accounts.
2. To re-elect Christopher Hand as a director of the Company.
3. To re-elect Mary Tavener as a director of the Company.
4. To re-elect Thomas Hayes as a director of the Company.
5. To re-elect Sarah Katherine Brenner as a director of the Company.
6. To approve the Directors' Remuneration Report set out in the Annual Report and Accounts 2026.
7. To approve the Directors' Remuneration Policy set out in the Directors' Remuneration Report in the Annual Report and Accounts 2026.
8. To re-appoint RSM UK Audit LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting (AGM) of the Company.
9. To authorise the directors of the Company (or a duly appointed committee thereof) (the Directors) to determine the remuneration of the auditor of the Company.
10. That in accordance with section 551 of the Companies Act 2006 (the Act), the Directors be and 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 £21,062.62 (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 one third 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 £42,125.24 (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,

such authority to expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, close of business on 25 February 2028 but, prior to its expiry the Company may 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. 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 RESOLUTIONS

11. That, subject to the passing of resolution 10, the Board be authorised to allot equity securities (as defined in the Act) for cash under the authority given by resolution 10 above, and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to such allotment or sale, such authority to be limited:

    a) to allotments for rights issues and other pre-emptive issues;

    b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £6,318.78; and

    c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

    such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 25 February 2028) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

12. That, subject to the passing of resolution 10, the Board be authorised in addition to any authority granted under resolution 11 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

    (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £6,318.78, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

    (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 25 February 2028) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

By Order of the Board

Thomas Hayes
Company Secretary

Abingdon Health plc
York Biotech Campus, Sand Hutton, York, England, YO41 1LZ

Registered in England and Wales No. 06475379

14 October 2026

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

In the following notes, references to the "current issued share capital" of the Company are to the 252,751,490 ordinary shares in the capital of the Company in issue as at the close of business on 30 September 2026 (being the latest practicable date prior to the publication of this document).

Resolution 1: To receive the financial statements, Directors' report and Auditor's report

This resolution deals with the receipt and adoption of the financial statements of the Company and the reports of the Directors and Auditor of the Company for the financial year ended 30 June 2026.

Resolutions 2 to 5: Re-election of directors

Resolutions 2 to 5 seek approval for the re-election of the Directors of the Company. While the Company's Articles of Association only require that one third of Directors retire and offer themselves for re-election at each Annual General Meeting ("AGM"), the Board has taken the decision that all Directors will offer themselves for re-election each year in accordance with best practice.

Biographical information for each of the Directors is provided on the Company's website and in the Annual Report and Accounts 2026. The Board has no hesitation in recommending the re-election of each of the Directors to shareholders. In making this recommendation, the Board confirms that it has given careful consideration to the Board's balance of skills, knowledge, experience and is satisfied that the Directors have sufficient time to discharge their duties effectively, taking into account their other commitments.

Resolution 6: Remuneration Report

The Company is putting before shareholders Resolution 6 to approve the Directors' Remuneration Report in accordance with the 2023 QCA Corporate Governance Code. The Directors' Remuneration Report for the year ended 30 June 2026 is set out within the Annual Report and Accounts 2026 and includes details of the Directors' remuneration.

Please note that the vote on the Directors' Remuneration Report is advisory in nature and no director's remuneration is conditional upon the passing of the resolution.

Resolution 7: Remuneration Policy

The Company is putting before shareholders Resolution 7 to approve the Directors' Remuneration policy in accordance with the 2023 QCA Corporate Governance Code. The Directors' Remuneration policy 2026 is set out within the Annual Report and Accounts 2026.

Please note that the vote on the Directors' Remuneration Policy is advisory in nature and no director's remuneration is conditional upon the passing of the resolution.

Resolutions 8 and 9: Appointment and remuneration of auditor

The Company is required to appoint an auditor at each AGM, to hold office until the next such meeting at which Financial Statements are presented.

Resolution 8 proposes the re-appointment of RSM UK Audit LLP as the Company's auditor.

Resolution 9 proposes that the Board (or a duly appointed committee thereof) be authorised to determine the auditor's remuneration.

Resolution 10: Authority to allot relevant securities

The Company requires the flexibility to allot shares from time to time. Under the Companies Act 2006, the Directors require authority to allot shares from the Company's shareholders (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 10 December 2025, will expire at the end of this year's AGM. Accordingly, resolution 10 would renew and increase this authority (until the next AGM or unless such authority is revoked or renewed prior to such time) 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). Save in respect of the issue of new ordinary shares pursuant to the Company's share incentive schemes, 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.

Resolutions 11 and 12: Disapplication of statutory pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, in the Company for cash (other than in connection with an employee share scheme), company law requires that such shares are offered first to the Company's shareholders in proportion to their existing holdings. The Directors currently have the power to allot shares and other equity securities, and/or sell treasury shares, for cash, free from such statutory pre-emption rights in certain limited circumstances prescribed by the Statement of Principles on the disapplication of pre-emption rights issued by the Pre-Emption Group. This power is due to expire at the AGM and the Directors wish to renew it for a further period up until the AGM to be held in 2027.

Resolutions 11 and 12 reflect the latest version of the Statement of Principles on the disapplication of pre-emption rights published by the Pre-Emption Group in November 2022. Those Principles provide that a company may seek power to issue, on a non-pre-emptive basis, shares for cash in any one year representing: (i) no more than 10% of the company's issued ordinary share capital for use in any circumstances; and (ii) no more than an additional 10% of the company's issued ordinary share capital provided that such additional power is only used in connection with an acquisition or specified capital investment.

The latest version of the Principles also provide that, in both cases, a company may seek a further power to issue, on a non-pre-emptive basis, shares for cash representing no more than 2% of the company's issued ordinary share capital for the purposes of making a "follow-on" offer (being an offer of a kind contemplated by the Statement of Principles to certain retail investors and existing shareholders).

Resolution 11 is proposed as a Special Resolution and 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 amount which equates to approximately 10% of the current issued share capital of the Company, with a further disapplication for up to 2% to be used only for the purposes of a follow-on offer.

Under resolution 12, it is proposed that the Directors be authorised to disapply statutory pre-emption rights in respect of issues of equity securities for cash up to an aggregate nominal amount which equates to approximately an additional 10% of the current issued share capital of the Company, with a further disapplication for up to 2% to be used only for the purposes of a follow-on offer. In accordance with the Pre-Emption Group's Statement of Principles on Disapplying Pre-Emption Rights, the Directors confirm that this authority will be used only in connection with an acquisition or specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

If given, these powers will expire at the same time as the authority referred to in resolution 10. The Directors consider these powers desirable due to the flexibility they give. Save in respect of the issue of new ordinary shares pursuant to the Company's share incentive schemes, the Directors have no present intention of issuing any equity securities for cash pursuant to the disapplication proposed under resolutions 11 and 12.

General Notes:

1. Voting on each of the resolutions being proposed at the AGM, as set out in the Notice of AGM, will be conducted by way of a poll. This allows the votes of those shareholders who are unable to attend the AGM 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 18:00 GMT on Monday 23 November 2026 or, if the AGM is adjourned, in the register of members at 18:00 GMT 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 AGM in respect of the number of shares registered in their names at that time. Changes to entries on the share register after 18:00 GMT on Monday 23 November 2026, or, if the AGM is adjourned, in the register of members at 18:00 GMT 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 AGM.

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.

4. 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.

5. 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).

6. You can vote either:

   - online via Investor Centre at https://uk.investorcentre.mpms.mufg.com/ or using the Investor Centre App. You will need your investor code (IVC), which is printed on your share certificate or can be obtained by contacting the Company's Registrar, MUFG Corporate Markets;

   - by requesting a hard copy proxy form directly from MUFG Corporate Markets.

   - MUFG Corporate Markets can be contacted via email at shareholderenquiries@cm.mpms.mufg.com or on tel: +44 (0)371 664 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 CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

   - In order for a proxy appointment to be valid, a proxy form must be completed. In each case the proxy form must be received by MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, UK by 10:00 GMT on Monday 23 November 2026.

   - 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 GMT on Monday 23 November 2026 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.

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

8. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.

9. 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.

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 UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 10:00 GMT on Monday 23 November 2026. 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.

11. 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.

12. 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. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.

13. "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.

14. 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.

15. As at 30 September 2026, being the last practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 252,751,490 ordinary shares, carrying one vote each. There are no Ordinary Shares held in treasury and therefore the total number

of voting rights in the Company as at the last practicable day prior to publication are 252,751,490.

16. Except as provided above, members who have general queries about the Annual General Meeting should email at shareholderenquiries@cm.mpms.mufg.com or call the Registrars, MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds LS1 4DL on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales. Please note that MUFG Corporate Markets cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

17. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

18. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website: https://www.abingdonhealth.com/investors/documents-and-reports/

Abingdon Health plc

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