

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all of your shares in HEMOGENYX PHARMACEUTICALS PLC, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

### HEMOGENYX PHARMACEUTICALS PLC

(Incorporated in England and Wales with Registered No. 08401609)

#### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the "Meeting") of Hemogenyx Pharmaceuticals PLC (the "Company") will be held at the offices of Osborne Clarke LLP, 1 London Wall, London EC2Y 5EB on 28 June 2019 at 11.00 am for the following purposes:

#### ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive and adopt the Company's annual accounts for the financial year ended 31 December 2018 together with the directors' reports and auditor's report on those accounts.
2. To approve the directors' remuneration report which can be found on pages 31 to 37 of the annual report and accounts for the financial year ended 31 December 2018.
3. To re-appoint PKF Littlejohn LLP as auditor of the Company from the conclusion of the Meeting until the conclusion of the next annual general meeting of the Company at which accounts are laid.
4. To authorise the directors to determine the level of the auditor's remuneration.
5. **THAT** the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company up to £1,200,587.29 in nominal value of ordinary shares of £0.01 each in the capital of the Company provided that this authority shall, unless renewed, varied or revoked by the Company expire at the earlier of the date falling 15 months from the date of the passing of this Resolution or the conclusion of the Company's next annual general meeting, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

All previous authorities conferred upon the directors to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company are revoked subject to any allotment, offer or agreement which would or might require equity securities or other securities to be allotted after the expiry of such period already made pursuant thereto.

#### SPECIAL BUSINESS

To consider and, if thought fit, to pass Resolution 6 which is proposed as a **special resolution**.

6. **THAT** the directors may allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority conferred by Resolution 5 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:
  - 6.1 the allotment of equity securities in connection with a rights issue to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
  - 6.2 the allotment of equity securities or sale of treasury shares (otherwise than pursuant to Resolution 6.1) up to an aggregate nominal amount of £360,176.18,

in each case, including any arrangements in connection with any issue of equity securities as they deem necessary or expedient (a) to deal with equity securities representing fractional entitlements, (b) to deal with legal or practical problems in the laws of any territory, or (c) the requirements of any regulatory body, on the basis that this authority shall apply until (unless previously renewed, varied or revoked by the Company in

general meeting) the earlier of the date falling 15 months from the date of the passing of this Resolution or the conclusion of the Company's next annual general meeting., save that the Company shall be entitled to make an offer or agreement which would or might require equity securities to be issued pursuant to restrictions (a), (b) and (c) above (inclusive) before the expiry of its power to do so, and the directors shall be entitled to issue or sell from treasury the equity securities pursuant to any such offer or agreement after that expiry date.

By Order of the Board  
Andrew Wright  
Company Secretary

Registered Office:  
5, Fleet Place  
London EC4M 7RD

Registered in England & Wales  
Company No: 08401609  
28 May 2019

## EXPLANATORY NOTES ON RESOLUTIONS

An explanation of each of the resolutions is set out below.

### **Resolution 1: Approval of report and accounts**

The directors of the Company must present their report and the annual accounts for the financial year ended 31 December 2018 to the Meeting and shareholders may raise any questions on the report and accounts.

### **Resolution 2: Approval of the 2018 directors' remuneration report**

In accordance with section 439 of the Companies Act 2006, shareholders are requested to approve the directors' remuneration report which can be found on pages 31 to 37 of the annual report and accounts for the financial year ended 31 December 2018. The vote is advisory only and does not affect the actual remuneration paid to an individual director.

### **Resolution 3 and 4: Re-appointment and remuneration of auditor**

Resolution 3 relates to the re-appointment of PKF Littlejohn LLP as the Company's auditor to hold office until the next annual general meeting of the Company whilst Resolution 4 will be proposed to authorise the directors to set the auditor's remuneration.

### **Resolution 5: Allotment of share capital**

Resolution 5 grants the directors general authority to allot ordinary shares in the capital of the Company or to grant rights to subscribe for, or to convert any security into, such shares in the Company up to an aggregate nominal amount of £1,200,587.29, representing approximately one-third of the Company's current issued ordinary share capital.

### **Resolution 6: Disapplication of statutory pre-emption rights**

Section 561(1) of the Companies Act 2006 requires that on an allotment of new shares for cash, such shares must first be offered to existing shareholders in proportion to the number of shares that they each hold at that time. The Directors believe that there may be circumstances when it is in the best interests of the Company to allot new ordinary shares either on an entirely non-pre-emptive basis or in a way that departs from the statutory requirements set out in the Companies Act 2006.

Accordingly, resolution 6 grants the directors general authority to allot equity securities and to sell treasury shares for cash (a) in connection with a rights issue; and (b) otherwise than in connection with a rights issue, up to an aggregate nominal amount equal to £360,176.18, representing approximately 10 per cent. of the Company's current issued ordinary share capital, as if section 561 of the Companies Act 2006 did not apply to any such allotment.

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The following pages provide more detailed information about your voting rights and how you may exercise them.

### **Entitlement to attend and vote**

(1) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the Company's register of members at:

- 6.00 pm on 26 June 2019, or
- if the Meeting is adjourned, at 6.00 pm on the day two days prior to the adjourned meeting (not taking into account non-working days),

shall be entitled to attend, speak and vote at the Meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

### **Appointment of proxies**

- (2) If you are a shareholder who is entitled to attend and vote at the Meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting.
- (3) A proxy does not need to be a shareholder of the Company but must attend the Meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- (4) You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, please contact the registrar of the Company.
- (5) You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
- (6) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

### **Appointment of proxy by post**

- (7) The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
- (8) To appoint a proxy using the proxy form, the form must be:
  - completed and signed;
  - sent or delivered to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS13 8AE; and
  - received by Computershare Investor Services PLC no later than 11.00 am on 26 June 2019.
- (9) In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- (10) Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- (11) If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Computershare Investor Services PLC.

### **Appointment of proxy by joint members**

- (12) In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

### **Changing proxy instructions**

- (13) Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- (14) Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Computershare Investor Services PLC.
- (15) 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.

### **Termination of proxy appointment**

- (16) A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a

duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Computershare Investor Services PLC no later than 11.00 am on 26 June 2019.

- (17) If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the Meeting and vote in person.
- (18) Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

### **Corporate representatives**

- (19) A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

### **Issued shares and total voting rights**

- (20) As at 28 May 2019, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 360,176,186 ordinary shares of 1p each. Each ordinary share carries the right to one vote at a general meeting of the Company, no ordinary shares are held in treasury and, therefore, the total number of voting rights in the Company as at 28 May 2019 is 360,176,186.
- (21) The Company's website will include information on the number of shares and voting rights.

### **Questions at the meeting**

- (22) Any member attending the Meeting has the right to ask questions. The Company must answer any question you ask relating to the business being dealt with at the Meeting unless (i) answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

### **Website publication of audit concerns**

- (23) Under section 527 of the Companies Act 2006, a shareholder or shareholders meeting the threshold requirements set out in that section, have the right to request the Company to publish on its website a statement setting out any matter that such shareholders propose to raise at the Meeting relating to either the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting or the circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which the annual report and accounts were presented.
- (24) Where the Company is required to publish such a statement on its website:
- it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
  - it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
  - the statement may be dealt with as part of the business of the meeting. Nominated persons
- (25) If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights ("Nominated Person"), you may have a right under an agreement between you and the shareholder of the Company who has nominated you to have information rights ("Relevant Shareholder") to be appointed or to have someone else appointed as a proxy for the Meeting. If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Shareholder to give instructions to the Relevant Shareholder as to the exercise of voting rights. Your main point of contact in terms of your investment in the Company remains the Relevant Shareholder (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

### **Communication**

- (26) You may not use any electronic address provided either in this notice of meeting or any related documents to communicate with the Company for any purposes other than those expressly stated.

### **Website giving information regarding the meeting**

- (27) Information regarding the Meeting, including the information required by section 311A of the Companies Act 2006, can be found at <https://hemogenyx.com/>.