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HEMOGENYX PHARMACEUTICALS PLC

NOTICE OF GENERAL MEETING

A copy of this document will also be available on the Company's website, <https://hemogenyx.com>.

Cautionary Note Regarding Forward-Looking Statements

This document contains statements about the Company that are or may 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. These forward-looking statements are not guarantees of future performance and have not been reviewed by the auditors of the Company. 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. Past performance is not a guarantee of future performance. 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 Market Abuse Regulation, the Listing Rules and/or the Disclosure Guidance and Transparency Rules), 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 forward-looking statements attributed to the Company or any persons acting on its 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.



Letter from the Chairman of Hemogenyx Pharmaceuticals plc
(Registered and incorporated in England and Wales with Company number 08401609)

Registered Office:

5 Fleet Place
London EC4M 7RD
United Kingdom

8 December 2020

Dear Shareholder,

General Meeting to Approve Financing Facility of up to £60 Million

Further to the circular posted to shareholders on 2 December 2020 (the “**Circular**”), it has come to our attention that as the Company had not passed a resolution at its 2020 annual general meeting in accordance with section 307A of the Companies Act 2006 the general meeting convened for 18 December 2020 was convened with insufficient notice. The notice of general meeting set out in the Circular was therefore invalid.

The Company now intends to hold a general meeting virtually on 6 January 2021 at 2:00 p.m. (London time) (the “**General Meeting**”) to approve various matters in connection with the Facility.

Words and expressions defined in the Circular have the same meaning when used in this document, unless the context requires otherwise. In all cases, references to the General Meeting shall be read as being to the General Meeting to be held on 6 January 2021, notice of which is given in this document, and all references to the Resolutions shall be read as being to the resolutions to be proposed at the General Meeting as set out in the notice of General Meeting contained in this document.

Details of the General Meeting

A notice convening the General Meeting, which is to be held virtually on 6 January 2021 at 2:00 p.m. (London time), is set out at the end of this document. At the General Meeting, the following Resolutions will be proposed:

Resolution 1

Resolution 1 is proposed as an ordinary resolution to grant the Directors the authority to issue the Convertible Loan Notes notwithstanding that the principal amount thereunder is in excess of the restriction on borrowing powers in the Articles.

Resolution 2

Resolution 2 is conditional on the passing of Resolution 1 and is proposed as an ordinary resolution to authorise the Directors to allot shares and grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of £60,000,000, being equal to 6,000,000,000 new Ordinary Shares (i.e., the maximum number of Ordinary Shares that could be required to be allotted on conversion of the Convertible Loan Notes). The authority to be granted pursuant to Resolution 2 can only be used in respect of the issue of the Convertible Loan Notes. The authority to be granted pursuant to Resolution 2 shall expire on the fifth anniversary of the date on which the resolution is passed.

Resolution 3

Resolution 3 is conditional on the passing of Resolutions 1 and 2 and is proposed as a special resolution to grant the Directors authority to allot equity securities up to an aggregate nominal amount of £60,000,000 on a non-pre-emptive basis. This disapplication of pre-emption rights only applies in respect of the issue of the Convertible Loan Notes. The disapplication to be authorised pursuant to Resolution 3 shall expire on the fifth anniversary of the date on which the resolution is passed.

If the Resolutions are not passed on or before 31 January 2021 (or such later date as the Company and Mint Capital may agree), the Subscription Agreement will lapse and the Company will not be able to access the Facility.

Arrangements for the General Meeting

In light of the measures currently in place in the United Kingdom in response to the COVID-19 pandemic and in order to protect the health and safety of the Company's Shareholders and Directors, the Directors have taken the decision to use the flexibility provided for in the CIG Act to hold the General Meeting as a virtual meeting.

Shareholders are strongly encouraged to appoint "the Chair of the meeting" as their proxy. If any other person is appointed as proxy, he or she will be able to attend, submit written questions and vote at the General Meeting remotely via the Virtual Meeting Platform, further details of which are set out below and in the Virtual Meeting Guide.

Due to the COVID-19 pandemic, the Directors have taken the decision that voting on the Resolutions at the General Meeting will be taken on a poll, rather than a show of hands, to ensure that Shareholders' proxy votes are recognised.

In the event that further disruption to the General Meeting becomes unavoidable, the Company will announce any changes to the meeting (such as timing or venue) as soon as practicably possible through the Company's website and an announcement via a regulatory information service.

Action to be taken

Please check that you have received the following:

- a Form of Proxy for use in respect of the General Meeting on 6 January 2021; and
- a pre-paid envelope for use in the UK only for the return of the Form of Proxy.

If you have not received all of these documents, please contact the Shareholder Helpline operated by Computershare between 8:30 a.m. and 5:30 p.m. Monday to Friday (except UK public holidays) on +44 (0)330 303 1185. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Computershare cannot provide advice on the merits of the Resolutions or give any financial, legal or tax advice.

As set out elsewhere in this document, Shareholders and other attendees will not be able to attend the General Meeting in person, but can remotely attend, submit written questions and vote at the General Meeting via the Virtual Meeting Platform, as described in the opening pages of this document and the Virtual Meeting Guide.

Shareholders are strongly encouraged to submit proxy appointments and instructions for the General Meeting as soon as possible, using any of the methods set out below. Shareholders are also strongly encouraged to appoint "the Chair of the meeting" as their proxy. If any other person is appointed as proxy, he or she will be able to attend, submit written questions and vote at the General Meeting remotely via the Virtual Meeting Platform, as described in the opening pages of this document and the Virtual Meeting Guide.

Shareholders are required to cast or amend proxy voting instructions in respect of the General Meeting not later than 48 hours before the General Meeting (or in the case of any adjournment, not later than 48 hours before the time fixed for the adjourned meeting (excluding any part of such 48 hour period falling on a non-working day)). Shareholders are entitled to appoint a proxy in respect of some or all of their Ordinary Shares and may also appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such holder. Shareholders who wish to appoint more than one proxy in respect of their holding of Ordinary Shares should contact Computershare for further Forms of Proxy or photocopy the Forms of Proxy as required.

Sending the Form of Proxy by post or by email

Please complete and sign the Form of Proxy in accordance with the instructions printed thereon and return the Form of Proxy to Computershare, the Company's registrar, either (i) by post to Computershare Investor

Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, or (ii) by emailing a scanned copy to #UKCSBRS.ExternalProxyQueries@computershare.co.uk, so as to be received as soon as possible and in any event not later than 2:00 p.m. on 4 January 2021, being 48 hours before the General Meeting (or in the case of any adjournment, not later than 48 hours before the time fixed for the adjourned meeting (excluding any part of such 48 hour period falling on a non-working day)).

The completion and return of the Form of Proxy by post or email (or transmission of a proxy appointment through CREST or by any other procedure described in this document) will not prevent you from remotely attending, submitting written questions and voting at the General Meeting via the Virtual Meeting Platform as described in the opening pages of this document and the Virtual Meeting Guide, if you are entitled to and wish to do so.

If the Form of Proxy is not lodged by the relevant time, it will be invalid.

Appointment of proxies through CREST

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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. In order for a proxy appointment 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 & Ireland Limited's (EUI) 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 Computershare (ID: 3RA50) by no later than 2:00 p.m. on 4 January 2021. 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 Computershare is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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(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 service 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.

Section 571(6) of the Act

The following is reproduced from the Circular for the purposes of compliance with section 571(6) of the Act.

The Directors' reasons for recommending that Shareholders vote in favour of the Resolutions at the General Meeting are as follows:

- The guaranteed large size of the Facility (up to £60 million) will allow the Company to advance its product candidates into clinical trials and achieve clinical proof of concept for such product candidates. This advancement will transform the Company from a pre-clinical biopharmaceutical company into a clinical stage biopharmaceutical company. The Directors believe that this move into an advanced stage of development for the Company's product pipeline is an inflection point for the Company and will likely be reflected in its valuation, ultimately increasing Shareholder value.
- The Directors consider that the Facility, with its commitment of up to £60 million in funding, assures a greater level of funding than they expect would be available through traditional equity raises for a company at the Company's stage of development and current market capitalisation. The volume and certainty of funding under the Facility removes the distraction of needing to seek additional funding in the medium term, allowing the Company's senior management to focus on advancing Hemogenyx

Pharmaceuticals' product candidates into clinical trials and achieving proof of concept for those product candidates.

- No interest is payable on the Convertible Loan Notes, unlike more traditional convertible loan note arrangements on which interest is payable.
- The relatively small discount of 10 per cent. to the lesser of (i) 125 per cent. of the Initial Spot Price and (ii) the Market Share Price built into the Conversion Price upon conversion of the Convertible Loan Notes compares favourably to the much larger discounts that have been offered to the Company in connection with its traditional equity fundraises which have been in the range of approximately 15 to 25 per cent. For example, the placing and subscription announced by the Company on 30 January 2020 to raise approximately £650,000 was concluded at a price of 1.8 pence per share (a discount of 14.3 per cent. to the closing price of 2.1 pence per share on 29 January 2020) and the conditional placing announced by the Company on 12 May 2020 to raise £2,500,000 was concluded at a price of 7.0 pence per share (a discount of 25.1 per cent. to the closing price of 9.35 pence per share on 11 May 2020).
- The First Tranche (of principal amount of £12 million) alone provides sufficient capital for at least one product candidate, HEMO-CAR-T, to complete clinical proof of concept and for a second product candidate, a CDX bi-specific antibody, to open an IND in order to be able to start clinical trials.
- Additional drawdowns beyond the First Tranche, if and when needed, will allow the Company to achieve clinical proof of concept for its CDX bi-specific antibody and at least one additional product candidate.
- The substantial size of the Facility will also strengthen Hemogenyx Pharmaceuticals' negotiating position with both existing and future partners.
- The funds generated from the Facility will enhance Hemogenyx Pharmaceuticals' control over its intellectual property assets under development and give Hemogenyx Pharmaceuticals greater choice in determining what strategic partnerships to pursue and on what terms, enabling it to achieve maximum Shareholder value, advance certain of the Company's product candidates into clinical trials, and ultimately save lives.

The Directors believe that the funding generated from the Facility will be transformative for the Company and recommend that Shareholders vote in favour of the Resolutions at the General Meeting which is needed to allow the Company to access the Facility. A detailed summary of the use of proceeds from the Facility is described in paragraph 4 of the Circular.

The Convertible Loan Notes are to be subscribed for at par. The Convertible Loan Notes are convertible into Ordinary Shares at any time during the relevant Conversion Period for that tranche of Convertible Loan Notes. The Conversion Price by reference to which the number of Ordinary Shares to be issued on any conversion of Convertible Loan Notes will be calculated is a 10 per cent. discount to the lesser of (i) 125 per cent. of the Initial Spot Price (being the closing bid-price as reported by Bloomberg for an Ordinary Share one trading day before the relevant Issue Date (subject to adjustment to reflect any sub-division or consolidation of the Ordinary Shares)) and (ii) the Market Share Price (being the lowest closing bid-price as reported by Bloomberg for an Ordinary Share from the three consecutive trading days ending on the day prior to the date of service of such Conversion Notice, or if the Conversion Notice is served after 4.35 p.m. on any such date, then the three consecutive trading days ending on the date such Conversion Notice is served). The Conversion Price has a floor equal to the nominal value per Ordinary Share as the Company cannot issue Ordinary Shares at a consideration that is less than their nominal value.

Recommendation

The Directors believe that the passing of the Resolutions is in the best interests of the Company and the Shareholders taken as a whole. The Directors unanimously recommend that Shareholders vote, or procure their vote, in favour of the Resolutions as they intend to do in respect of their own beneficial holdings of Ordinary Shares, amounting in aggregate to 122,231,632 Ordinary Shares representing approximately 28.2 per cent. of the voting rights of the current issued Ordinary Share capital of the Company.

Yours faithfully

Sir Marc Feldmann
Chairman

Notice of General Meeting

HEMOGENYX PHARMACEUTICALS PLC (the “Company”)

(Registered and incorporated in England and Wales with company number 084016091)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting (the “**Meeting**”) of the Company will be held virtually through the Lumi virtual meeting platform on 6 January 2021 at 2:00 p.m. (London time) to consider and, if thought fit, to pass the resolutions below, which in the case of Resolutions 1 and 2 are proposed as ordinary resolutions and in the case of Resolution 3 is proposed as a special resolution.

ORDINARY RESOLUTIONS

1. THAT, for the purposes of Article 94.2 of the articles of association of the Company (the “**Articles**”), the aggregate of the amounts borrowed by the Company and its subsidiary undertakings for the time being (the “**Group**”) and remaining outstanding at any time (excluding intra-Group borrowings) be and hereby are permitted to exceed an amount equal to two times the Adjusted Capital and Reserves (as defined in the Articles) in respect of the issue of up to £60,000,000 in principal amount of convertible unsecured loan notes (the “**Convertible Loan Notes**”) and that the directors be and they are hereby authorised to issue the Convertible Loan Notes and such issuance be and hereby is sanctioned for the purposes of Article 94 of the Articles.
2. THAT, subject to and conditional on the passing of Resolution 1, in accordance with section 551 of the Companies Act 2006 (the “**Act**”), and in addition to all existing and unexercised authorities (and without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such existing or unexercised authorities), the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £60,000,000 in connection with the issue of the Convertible Loan Notes, provided that this authority will expire on the fifth anniversary of the date on which this resolution is passed unless any such authorities are renewed, varied or revoked by the Company prior to or on that date and provided that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after such expiry and that the directors may allot shares in the Company or grant rights pursuant to such an offer or agreement as if the authority conferred by this Resolution 2 had not expired.

SPECIAL RESOLUTION

3. THAT, subject to and conditional upon the passing of Resolutions 1 and 2, in accordance with section 571(1) of the Act, the directors be and are hereby empowered, in addition to all existing and unexercised authorities, to allot equity securities for cash (within the meaning of section 560 of the Act) pursuant to the authority conferred by Resolution 2 above, as if section 561 of the Act did not apply to any such allotment, provided that this power shall:
- be limited to the allotment of equity securities up to an aggregate nominal value of £60,000,000 in connection with the issue of the Convertible Loan Notes; and
 - expire on the fifth anniversary of the date on which this resolution is passed, but may be previously revoked or varied by special resolution and so that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if such power had not expired.

BY ORDER OF THE BOARD

Andrew Wright

Company Secretary

8 December 2020

REGISTERED OFFICE

5 Fleet Place
London, England
EC4M 7RD

Notice of General Meeting Notes:

COVID-19 Restrictions

1. In light of the measures currently in place in the United Kingdom in response to the COVID-19 pandemic and in order to protect the health and safety of the Company's Shareholders and Directors, the Directors have taken the decision to use the flexibility provided for in the CIG Act to hold the General Meeting as a virtual meeting.
2. Shareholders are strongly encouraged to appoint "the Chair of the meeting" as their proxy. If any other person is appointed as proxy, he or she will be able to attend, submit written questions and vote at the General Meeting remotely via a virtual meeting platform provided by Lumi (the "**Virtual Meeting Platform**"), further details of which are set out below and in the Virtual Meeting Guide.
3. In the event that further disruption to the General Meeting becomes unavoidable, the Company will announce any changes to the meeting (such as timing or venue) as soon as practicably possible through the Company's website and an announcement via a regulatory information service.

Instructions for accessing the Virtual Meeting Platform

4. Shareholders will be given the opportunity to remotely attend, submit written questions and vote at the General Meeting via the Virtual Meeting Platform.
5. Shareholders can access the Virtual Meeting Platform via a web client, which is compatible with the latest browser versions of Chrome, Firefox, Internet Explorer 11 (Internet Explorer v.10 and below are not supported), Edge and Safari and can be accessed using any web browser, on a PC or smartphone device. To remotely attend, submit written questions and/or vote using this method, please go to <https://web.lumiagm.com>.
6. Alternatively, Shareholders can access the Virtual Meeting Platform by downloading the latest version of the Lumi AGM application (the "**App**") onto their smartphone device. The App is available in native application format (Android and iOS devices only) and can be downloaded from the Google Play Store™ Market or the Apple® App Store by searching by the application name "Lumi AGM". If you have previously downloaded the App, please ensure you are using the latest version by checking the status in the Google Play Store™ Market or the Apple® App Store. Please be aware that the App does not support Android 4.4 (or below) or iOS 9 (or below).
7. Once you have accessed <https://web.lumiagm.com> from your web browser, or downloaded the App, you will be asked to enter the Lumi Meeting ID which is 194-706-237. You will then be prompted to enter your unique Shareholder Reference Number ("**SRN**") and PIN. These can be found printed on the Form of Proxy. Access to the General Meeting via the website or App will be available from 1:30 p.m. on 6 January 2021, as further detailed below. If you are unable to access your SRN and PIN, please call Computershare between 8:30 a.m. and 5:30 p.m. Monday to Friday (except UK public holidays) on +44 (0)330 303 1185. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Computershare cannot provide advice on the merits of the Resolutions or give any financial, legal or tax advice.
8. Access to the General Meeting will be available from 1:30 p.m. on 6 January 2021, although the voting functionality will not be enabled until the Chair of the General Meeting declares the poll open. Shareholders will be permitted to submit written questions (via the Virtual Meeting Platform) to the Directors during the course of the General Meeting. The Chair of the General Meeting will ensure that all such questions relating to the formal business of the General Meeting are addressed during the General Meeting, unless no response is required to be provided under the Act or the provision of a response would, at the Chair's discretion, otherwise be undesirable in the interests of the Company or the good order of the General Meeting.
9. During the General Meeting, you must ensure you are connected to the internet at all times in order to submit written questions and vote when the Chair commences polling. Therefore, it is your responsibility to ensure connectivity for the duration of the General Meeting via your wireless or other internet connection. The Virtual Meeting Guide contains further information on remotely accessing and

participating in the General Meeting via the Virtual Meeting Platform and is available on the Company's website at <https://hemogenyx.com>.

Entitlement to Attend and Vote

10. To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the votes that may be cast in accordance with Section 360B(2) of the Act and Regulation 41 of the Uncertified Securities Regulations 2001), only those members registered in the Company's register of members at 6:00 p.m. on 4 January 2021 (or, if the meeting is adjourned, 48 hours before the adjourned meeting) shall be entitled to attend and vote at the meeting. Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of Proxies

11. If you are a member of the Company at the time set out in note 10 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can appoint a proxy only using the procedures set out in these notes and the notes to the proxy form.
12. Shareholders are strongly encouraged to submit proxy appointments and instructions for the General Meeting as soon as possible, using any of the methods (by post, by email, or through CREST) set out below. Shareholders are also strongly encouraged to appoint "the Chair of the meeting" as their proxy. If any other person is appointed as proxy, he or she will not be able to attend the General Meeting in person, but will be able to attend, submit written questions and vote at the General Meeting remotely via the Virtual Meeting Platform as described above.
13. A Shareholder entitled to attend and vote at the General Meeting may appoint one or more proxies to exercise all or any of the Shareholder's rights to attend, submit written questions and, on a poll, to vote (in each case, remotely, via the Virtual Meeting Platform), instead of him or her. A proxy need not be a member of the Company but must remotely attend the General Meeting for the Shareholder's vote to be counted. If a Shareholder appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the Shareholder. If a Shareholder wishes to appoint more than one proxy they should contact Computershare for further forms of proxy or photocopy the form of proxy as required.
14. 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.
15. The completion and return of the Form of Proxy by post or email (or transmission of a proxy appointment through CREST or by any other procedure described below) will not prevent you from remotely attending, submitting written questions and voting at the General Meeting, in each case via the Virtual Meeting Platform, if you are entitled to and wish to do so.

Appointment of Proxy Using Hard Copy Proxy Form or by Email

16. A Form of Proxy for use at the General Meeting has been provided with this notice. Instructions for its use are set out on the Form of Proxy. It is requested that the Form of Proxy (together with any power of attorney or other authority, if any, under which it is signed, or a duly certified copy thereof) be returned to the Company's Registrar, Computershare, either (i) by post to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, or (ii) by emailing a scanned copy to #UKCSBRS.ExternalProxyQueries@computershare.co.uk, so as to be received as soon as possible and in any event not later than 2:00 p.m. on 4 January 2021 (or, in the case of an adjournment of the General Meeting, 48 hours before the time appointed for the adjourned meeting (excluding any part of such 48 hour period falling on a non-working day)).
17. If the Form of Proxy for the General Meeting is not lodged by the relevant time, it will be invalid.

Appointment of Proxies Through CREST

18. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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. In order for a proxy appointment 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 & Ireland Limited's (EUI) 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: 3RA50) by no later than 2:00 p.m. on 4 January 2021. 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
19. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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(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.
20. 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. 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.

Appointment of Proxy by Joint Members

21. 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 hold holding, the first-named being the most senior.

Changing Proxy Instructions

22. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using a hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Computershare as per the communication methods shown in note 16 above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. If the Company is unable to determine which Form of Proxy was last validly received, none of them shall be treated as valid in respect of the same.

Termination of Proxy Appointments

23. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare, at the address shown in note 16. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed, or a duly certified copy of such power or authority, must be included with the revocation notice. The revocation notice must be received by Computershare no later than 48 hours before the General Meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid. The

completion and return of the Form of Proxy by post or email (or transmission of a proxy appointment through CREST or by any other procedure described herein) will not prevent you from remotely attending, submitting written questions and voting at the General Meeting, in each case via the Virtual Meeting Platform, if you are entitled to and wish to do so.

Corporate Representatives

24. 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.

Votes to be Taken by a Poll and Results

25. At the General Meeting voting on the Resolutions will be by poll. The results of the polls will be announced through a Regulatory Information Service and published on the Company's website as soon as reasonably practicable following the conclusion of the General Meeting.

Nominated Persons

26. If you are a person who has been nominated under section 146 of the Act 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 General 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.

Website Providing Information Regarding the General Meeting

27. Information regarding the General Meeting, including information required by section 311A of the Act, and a copy of this notice of general meeting may be found on our website at: <https://hemogenyx.com>.

Issued Shares and Total Voting Rights

28. As at close of business on the day immediately prior to the date of posting of this notice of general meeting, the Company's issued share capital comprised 433,636,255 ordinary shares. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on the day immediately prior to the date of posting of this notice of general meeting is 433,636,255.

Questions at the Meeting

29. 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 any 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.

Electronic Address

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

