

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the contents of this document or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant, or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, if you are resident in the United Kingdom, or if not, another appropriately authorised independent adviser.

If you have sold or otherwise transferred all of your holdings of ordinary shares of £0.01 (1 pence) each (the “**Ordinary Shares**”) in the capital of Hemogenyx Pharmaceuticals plc (“**Hemogenyx Pharmaceuticals**” or the “**Company**”), you should immediately forward this document together with the enclosed documents as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some of your Ordinary Shares, you should contact the bank, stockbroker or other agent through whom the sale or transfer was effected.

The Company’s registered office is 5 Fleet Place, London, EC4M 7RD, United Kingdom. Tel: +44 1727 627627. The Company is incorporated and registered in England and Wales under the Companies Act 2006, with company number 08401609.



HEMOGENYX PHARMACEUTICALS PLC

NOTICE OF ANNUAL GENERAL MEETING

To be held at the offices of Peterhouse Capital Limited, 80 Cheapside, London EC2V 6DZ
on Friday, 25 June 2021 at 2.00 p.m. BST

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out in this document and which recommends that you vote in favour of the ordinary resolutions and special resolutions (the “**Resolutions**”) to be proposed at the Annual General Meeting (“**AGM**”).

Notice of the AGM of the Company, to be held at the offices of Peterhouse Capital Limited, 80 Cheapside, London EC2V 6DZ on 25 June 2021 at 2.00 p.m. BST, is set out at the end of this document.

Action to be taken by shareholders of the Company (“**Shareholders**”) in respect of the AGM is set out on page 3 of this document. Shareholders are asked to complete and return the enclosed Form of Proxy in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received by Computershare Investor Services PLC (“**Computershare**”) at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or by scanning a signed copy and emailing this to #UKCSBRS.ExternalProxyQueries@computershare.co.uk not later than 2.00 p.m. BST on Wednesday, 23 June 2021, being 48 hours before the AGM (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 who hold Ordinary Shares in CREST may also appoint a proxy using CREST by following the instructions set out in the Form of Proxy and this document.

The Company confirms that all Resolutions to be proposed at the AGM will be put to the vote on a poll. Shareholders are strongly encouraged to therefore submit their votes, in respect of all matters of business, via proxy as early as possible and to appoint “the Chair of the AGM” as their proxy.

Shareholders will be given the opportunity to access the AGM remotely and follow the business of the AGM by webcast via a virtual meeting platform provided by Lumi (the “**Virtual Meeting Platform**”). It is important to note that Shareholders joining the AGM via the Virtual Meeting Platform will not be formally in attendance at the AGM and will not be able to vote at the AGM via the Virtual Meeting Platform. Shareholders are recommended to submit their votes ahead of the AGM by appointing the “Chair of the AGM” as their proxy. Further details of how to access the AGM webcast on the Virtual Meeting Platform are set out on page 6.

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 attending and voting at the AGM, if you are entitled to and wish to do so and provided that measures restricting gatherings have been removed by the time of the AGM (as detailed in the letter from the Chairman of the Company on page 2).

If you have any questions about this document or the AGM, or are in any doubt as to how to complete the Form of Proxy or to submit your proxy electronically, 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 give any financial, legal or tax advice.

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

HEMOGENYX PHARMACEUTICALS PLC

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

28 May 2021

Dear Shareholder,

I am writing to give you details of the Company's 2021 AGM which will be held at 2.00 p.m. BST on 25 June 2021 at the offices of Peterhouse Capital Limited, 80 Cheapside, London EC2V 6DZ. The formal notice of AGM is set out on page 4 of this document and an explanation of the business to be considered and voted on at the AGM is set out on page 5.

2021 AGM ARRANGEMENTS IN RESPECT OF COVID-19

Who may attend?

At present, measures restricting movement and gatherings in United Kingdom to address the spread of COVID-19 are gradually being eased. Among other things, these measures in the United Kingdom prohibit persons from participating in gatherings consisting of six or more people in any indoor space. The UK government has indicated in its "roadmap" that these restrictions should be removed by the time of our AGM. However, in recent weeks the UK government has warned that there is no guarantee that these measures will be removed in time for our AGM.

If these restrictions have not been removed by the time of our AGM, the arrangements for the AGM will be changed such that the AGM will be run as a "closed meeting" where neither shareholders nor proxies (other than the minimum required to form a quorum) may attend.

In order to protect the health and safety of the Company's Shareholders and Directors, the Board recommends that Shareholders do not attend the AGM in person but instead vote by appointing the Chair of the AGM as their proxy. Shareholders can also access the AGM remotely and ask questions relating to the business of the meeting via the Virtual Meeting Platform.

How to attend the AGM

If you are coming to the AGM, please bring the Attendance Card portion of the Form of Proxy with you. It authenticates your right to attend, speak and vote at the AGM and will speed your admission. You may also find it useful to bring the Notice of AGM and the 2020 Annual Report and Accounts so that you can refer to them at the AGM.

How to access the webcast

We consider the AGM to be an important part of our shareholder engagement, and to ensure that we retain shareholder transparency we have arranged an electronic facility which enables you to access the AGM remotely and follow the business of the AGM by webcast and submit questions relating to the business of the meeting. This can be done by downloading the dedicated Lumi AGM app or by accessing the AGM website, <https://web.lumiagm.com>. Full details of how to access via the Virtual Meeting Platform are set out on page 6 of this document.

It is important to note that Shareholders joining the Virtual Meeting Platform will not be formally in attendance at the AGM and will not be able to vote at the AGM via the Virtual Meeting Platform.

How to vote

Your vote is important to us. In accordance with article 55.1 of our articles of association (the "Articles"), the Directors have taken the decision that voting on the Resolutions at the AGM will be taken on a poll, rather than a show of hands, to ensure that shareholders' proxy votes are recognised. On a poll, each Shareholder has one vote for each ordinary share held. All of the votes of the Shareholders present will be counted, and added to those received by proxy, and the provisional final votes will be displayed at the AGM.

Shareholders are strongly encouraged to appoint "the Chair of the meeting" as their proxy in case the arrangements for the AGM need to change to be a "closed meeting" and an alternative proxy cannot attend in person. Our registrar, Computershare Investor Services PLC, must receive your online or postal proxy appointment and voting instructions by 2.00 p.m. BST on 23 June 2021 at the latest to ensure that your vote is counted. Details of how to submit a proxy are set out on pages 6 and 7 of this document.

How to ask questions

Shareholders wishing to raise any questions relating to the business of the AGM may do so by submitting them to the Chair by email to headquarters@hemogenyx.com in advance of the AGM. The Company will endeavour to publish and maintain an appropriate summary of responses on its website in advance of the AGM.

All Shareholders or their proxies in attendance will have the opportunity to ask questions at the AGM. Shareholders will also be permitted to submit written questions via the Virtual Meeting Platform to the Directors during the course of the AGM. The Chair of the AGM will ensure that all such questions relating to the formal business of the AGM are addressed during the AGM, unless no response is required to be provided under the Companies 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 AGM.

Business of the AGM

The business we will discuss at the AGM is made up of resolutions that are regularly brought to Shareholders. The formal notice of AGM and the Resolutions to be proposed at the AGM are set out on page 4 of this document. The following is a brief summary of the items of business:

- Resolution 1 relates to the receipt and adoption of the Company's annual accounts for the financial year ended 31 December 2020 together with the directors' reports and auditor's report (the "**2020 Annual Report and Accounts**") on those accounts;
- Resolution 2 relates to the approval of the Directors' Remuneration Policy which is set out within the Directors' Remuneration Report in the 2020 Annual Report and Accounts;
- Resolution 3 relates to the approval of the Directors' Remuneration Report which is set out in the 2020 Annual Report and Accounts;
- Resolution 4 relates to the re-appointment of the auditors;
- Resolution 5 authorises the Audit Committee to agree the auditor's remuneration;
- Resolutions 6 relates to the re-election of Professor Sir Marc Feldmann as a director in accordance with the Articles;
- Resolution 7 relates to the Directors' authority to allot shares;
- Resolution 8 relates to the disapplication of pre-emption rights;
- Resolution 9 relates to the adoption of amended articles of association; and
- Resolution 10 relates to the Directors' authority to call a general meeting (other than an annual general meeting) of the Company on a reduced notice period.

Arrangements for the AGM

In the event that further disruption to the AGM becomes unavoidable, or if the AGM has to be run as a “closed meeting” due to COVID-19 measures not having been removed by the time of the AGM, 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 AGM on 25 June 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 are encouraged not to attend the AGM in person, but can access the AGM webcast via the Virtual Meeting Platform, as described in the opening pages of this document and the Virtual Meeting attendance instructions. Shareholders are also strongly encouraged to appoint “the Chair of the AGM” as their proxy. If any other person is appointed as proxy, he or she will not be able to attend and vote at the AGM in person if arrangements for the AGM need to change to be a “closed” meeting.

Shareholders are required to cast or amend proxy voting instructions in respect of the AGM not later than 48 hours before the AGM (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 Form 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. BST on 23 June 2021, being 48 hours before the AGM (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 attending and voting at the AGM, if you are entitled to and wish to do so and provided that measures restricting gatherings have been removed by the time of the AGM (as detailed in this letter).

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. BST on 23 June 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.

Recommendation

The formal notice of AGM is set out on page 4 of this document and an explanation of each of the Resolutions to be considered at the AGM may be found on page 5 of this document.

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 12.48 per cent. of the voting rights of the current issued Ordinary Share capital of the Company.

Thank you for your ongoing support of the Company.

Yours faithfully

Professor Sir Marc Feldmann

Chairman

HEMOGENYX PHARMACEUTICALS PLC

(the "Company")

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 annual general meeting of the Company will be held on 25 June 2021 at 2.00 p.m. BST at the offices of Peterhouse Capital Limited, 80 Cheapside, London EC2V 6DZ to consider and, if thought fit, to pass the resolutions below, which in the case of Resolutions 1 to 7 are proposed as ordinary resolutions and Resolutions 8 to 10 are proposed as special resolutions.

ORDINARY RESOLUTIONS

Annual Reports and Accounts

1. To receive and adopt the Company's annual accounts for the financial year ended 31 December 2020 together with the directors' reports and auditor's report on those accounts (the "**2020 Annual Report and Accounts**").

Directors' Remuneration Policy

2. To approve the Directors' Remuneration Policy set out on pages 36 to 39 within the Directors' Remuneration Report contained in the 2020 Annual Report and Accounts, such Remuneration Policy to take effect immediately after the end of the AGM.

Directors' Remuneration Report

3. To approve the Directors' Remuneration Report (other than the Remuneration Policy referred to in Resolution 2 above), as set out in the 2020 Annual Report and Accounts, for the financial year ended 31 December 2020.

External auditor's reappointment and remuneration

4. To reappoint PKF Littlejohn LLP as the Company's auditor until the conclusion of the next annual general meeting of the Company.
5. To authorise the Audit Committee to determine the level of the auditor's remuneration.

Re-election of director

6. To re-elect Professor Sir Marc Feldmann as a director of the Company.

Directors' authority to allot shares

7. To authorise the board of directors (the "**Board**" or the "**Directors**"), generally and unconditionally for the purpose of section 551 of the U.K. Companies Act 2006 (the "**Companies Act**") 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 ("**Rights**") up to £3,265,830.74 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 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 and without prejudice to any allotment of the shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

Disapplication of pre-emption rights

8. To authorise the Directors, subject to the passing of Resolution 7, and in accordance with the power conferred on the Directors by the Company's articles of association, to allot equity securities (as defined in the Companies 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 did not apply to any such allotment or sale, provided that such authority shall be limited to:
 - 8.1. the allotment of equity securities in connection with an offer or issue of equity securities to or in favour of (i) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings and (ii) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities; and
 - 8.2. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to Resolution 8.1 above) up to an aggregate nominal amount of £1,959,498.64 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 at a 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 allotted or treasury shares to be sold pursuant to Resolutions 8.1 and 8.2 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.

Adoption of New Articles of Association

9. To adopt, subject to and with effect from the passing of this Resolution 9, the amended articles of association of Hemogenyx Pharmaceuticals plc as tabled at the annual general meeting and initialed by the Chair for the purposes of identification marked as the New Articles in substitution for, and to the exclusion of, all existing articles of association of Hemogenyx Pharmaceuticals plc.

Notice of meetings other than AGMs

10. To authorise the Directors to call a general meeting of the Company, other than an annual general meeting, on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this Resolution.

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 2021

EXPLANATORY NOTES TO THE RESOLUTIONS

References to page numbers in the 2020 Annual Report and Accounts for the financial year ended 31 December 2020 are to the signed version of the report published on the Company's website and uploaded to the National Storage Mechanism on 30 April 2021. These page numbers may differ from the printed version of the Annual Report accompanying this notice.

RESOLUTION 1 – ANNUAL REPORT AND ACCOUNTS

The Directors are required to present to the AGM the 2020 Annual Report and Accounts for the financial year ended 31 December 2020.

RESOLUTION 2 – DIRECTORS' REMUNERATION POLICY

In accordance with section 439A of the Companies Act, a Resolution on the Remuneration Policy part of the Directors' Remuneration Report is required to be put to a vote by Shareholders. The vote is binding which means that payments cannot be made to Directors unless that payment is consistent with the Remuneration Policy or has been approved by a resolution of the Shareholders. The Remuneration Policy must be put to Shareholders for approval at least every three years, unless during that time it is to be changed.

A new Remuneration Policy is being tabled for approval at the 2021 AGM. Resolution 2 is therefore an ordinary resolution to approve the new Directors' Remuneration Policy, which is set out in full on pages 36 to 39 of the 2020 Annual Report and Accounts. If approved, this Policy will take effect from the passing of Resolution 2, and will remain valid until replaced by a new or amended Policy (expected to occur at the 2024 AGM of the Company). The new Directors' Remuneration Policy does not differ materially from those of previous years. In particular, it is proposed that the Company retain the existing remuneration structure of base salary, an annual bonus, and share incentive arrangements.

RESOLUTION 3 – DIRECTORS' REMUNERATION REPORT

In accordance with section 439 of the Companies Act, Shareholders are also requested to approve the Directors' Remuneration Report. The Directors' Remuneration Report is set out on pages 35 to 40 of the 2020 Annual Report and Accounts. The vote is advisory only and does not affect the actual remuneration paid to an individual director.

RESOLUTIONS 4 AND 5 – EXTERNAL AUDITOR'S REAPPOINTMENT AND REMUNERATION

The auditor is appointed at every general meeting at which accounts are presented to Shareholders. The current appointment of PKF Littlejohn LLP as the Company's auditor will end at the conclusion of the AGM and it has advised of its willingness to stand for reappointment. In accordance with the provisions of the Code of Corporate Governance published by the Financial Reporting Council in 2018, it is recommended best practice for the Audit Committee to be authorised to agree how much the auditor should be paid and Resolution 5 grants this authority to the Audit Committee.

RESOLUTION 6 – RE-ELECTION OF PROFESSOR SIR MARC FELDMANN AS A DIRECTOR

Article 71 of the Company's articles of association requires Directors to retire from office at each third AGM of the Company following appointment, after which he or she may offer himself or herself for re-appointment by the Shareholders. Professor Sir Marc Feldmann was appointed as director of the Company at the AGM on 27 June 2018 and is accordingly retiring from office and offering himself for election.

The biography of Professor Sir Marc Feldmann is available on the Company's website.

The Directors, other than Professor Sir Marc Feldmann, support the election of Professor Sir Marc Feldmann and recommend that Shareholders vote in favour of Resolution 6.

RESOLUTION 7 – ALLOTMENT OF SHARE CAPITAL

Resolution 7 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 £3,265,830.74, representing approximately one-third of the Company's current issued share capital.

Resolutions 1 to 7 will be proposed as ordinary resolutions and require that more than half of the votes cast must be in favour of a resolution for it to be passed.

RESOLUTION 8 – DISAPPLICATION OF PRE-EMPTION RIGHTS

Section 561(1) of the Companies Act 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.

Resolution 8 grants the Directors general authority to allot shares or grant rights over shares for cash and otherwise than to existing shareholders pro rata to their holdings. The authority will be limited to shares of a maximum aggregate nominal value of £1,959,498.64, being 20% of the issued ordinary share capital. This authority, if given, will expire (unless previously revoked or varied by the Company in general meeting) at the earlier of the conclusion of the next annual general meeting in 2022 or on the date which is 15 months after the relevant resolution is passed.

RESOLUTION 9 – ADOPTION OF ARTICLES OF ASSOCIATION

The purpose of Resolution 9 is to adopt amended articles of association of the Company ("**New Articles**"). The proposed amendments include the power for the Company to hold hybrid general meetings (including annual general meetings), which will allow the Company to offer shareholders a combination of a physical meeting location and online participation through electronic facilities. Nothing in the New Articles will prevent the Company from holding physical general meetings or allow the Company to hold virtual-only general meetings. The reason for and effect of the changes to the existing articles of association is principally to ensure that, in circumstances where the Board determines it is appropriate to do so, a hybrid general meeting can be held to make it easier for all shareholders to attend and participate in a meeting, for example in the event where a meeting can be held but there are restrictions on the number of people who can physically attend. The Company may then enfranchise shareholders by offering facilities whereby they can attend and participate in general meetings of the Company through electronic means. Other consequential amendments and clarificatory changes are also proposed to bring the existing articles of association into line with current legal requirements and best practice.

RESOLUTION 10 – NOTICE OF MEETINGS OTHER THAN ANNUAL GENERAL MEETINGS

The Directors wish to obtain the flexibility and benefit from the ability to call general meetings on 14 clear days' notice and this Resolution, which is proposed as a special resolution, seeks authority from Shareholders for this flexibility.

Such approval will not affect annual general meetings, which will continue to be held on at least 21 clear days' notice. In the event that this authority is to be exercised, the Directors will ensure that it is not used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of Shareholders as a whole.

The Company intends to meet the requirements for a means of electronic voting to be made available to all Shareholders before calling a meeting on 14 clear days' notice. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Resolutions 8 to 10 will be proposed as special resolutions and require that at least three quarters of the votes cast must be in favour of a resolution for it to be passed.

**Notice of AGM Notes:
COVID-19 Restrictions**

1. At present, measures restricting movement and gatherings in the United Kingdom to address the spread of COVID-19 are gradually being eased. Among other things, these measures in the United Kingdom prohibit persons from participating in gatherings consisting of more than six people in any indoor space. The UK government has indicated in its “roadmap” that these restrictions should be removed by the time of our AGM. However, in recent weeks the UK government has warned that there is no guarantee that these measures will be removed in time for our AGM. If these restrictions have not been removed by the time of our AGM, the arrangements for the AGM will be changed such that the AGM will be run as a “closed meeting” where neither Shareholders nor proxies (other than the minimum required to form a quorum) may attend.
2. In order to protect the health and safety of the Company’s Shareholders and Directors, Shareholders are strongly encouraged to appoint “the Chair of the AGM” as their proxy. Shareholders will be given the opportunity to access the AGM remotely and follow the business of the AGM by webcast via a virtual meeting platform provided by Lumi (the “**Virtual Meeting Platform**”). It is important to note that Shareholders joining the Virtual Meeting Platform will not be formally in attendance at the AGM and will not be able to vote at the AGM via the Virtual Meeting Platform.
3. In the event that further disruption to the AGM becomes unavoidable, or if the AGM has to be run as a “closed meeting” due to the COVID-19 measures not having been removed by the time of the AGM, 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 access the AGM remotely and submit written questions at the AGM 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 184-179-524. 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 Virtual Meeting Platform via the website or App will be available from 1.30 p.m. BST on 25 June 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 AGM will be available from 2.00 p.m. BST on 25 June 2021. Shareholders wishing to raise any questions relating to the business of the AGM may do so by submitting them to the Chair by email to headquarters@hemogenyx.com in advance of the AGM. The Company will endeavour to publish and maintain an appropriate summary of responses on its website in advance of the AGM. Shareholders will be permitted to submit written questions (via the Virtual Meeting Platform) to the Directors during the course of the AGM. The Chair of the AGM will ensure that all such questions relating to the formal business of the AGM are addressed during the AGM, unless no response is required to be provided under the Companies 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 AGM.
9. During the AGM, you must ensure you are connected to the internet at all times in order to access the AGM webcast and submit written questions. Therefore, it is your responsibility to ensure connectivity for the duration of the AGM via your wireless or other internet connection.

Entitlement to Attend and Vote

10. To be entitled to attend and vote at the AGM (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. BST on 23 June 2021 (or, if the meeting is adjourned, 2 days 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 AGM.

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 AGM 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 AGM” as their proxy. If any other person is appointed as proxy, he or she will not be able to attend and vote at the AGM in person if arrangements for the AGM need to change to be a “closed” meeting.
13. A Shareholder entitled to attend and vote at the AGM 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 instead of him or her. A proxy need not be a member of the Company but must attend the AGM for the Shareholder’s vote to be counted. If a Shareholder appoints more than one proxy to attend the AGM, 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 attending and voting at the AGM, if you are entitled to and wish to do so and provided that measures restricting gatherings have been removed by the time of the AGM.

Appointment of Proxy Using Hard Copy Proxy Form or by Email

16. A Form of Proxy for use at the AGM 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. BST on 23 June 2021 (or, in the case of an adjournment of the AGM, 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 AGM 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. BST on 23 June 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 AGM. 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 following and submitting written questions to the AGM, 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 AGM 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 AGM.

Nominated Persons

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

27. Information regarding the AGM, including information required by section 311A of the Companies Act, and a copy of this notice of AGM 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 AGM, the Company's issued share capital comprised 979,749,321 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 AGM is 979,749,321. It is proposed that all votes on the Resolutions at the AGM will be taken on a poll. On a vote by poll, each shareholder has one vote for every voting share held.

Questions at the AGM

29. Any member attending the AGM 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 Companies Act) provided in this notice of AGM (or in any related documents including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

Website Publication of Audit Concerns

31. Under section 527 of the Companies Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditors' report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act. The Company may not require the members requesting such website publication to pay its expenses in complying with section 527 or 528 of the Companies Act, and it must forward the statement to the Company's Auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act to publish on its website.

Documents Available for Inspection

32. Copies of the service contracts of the Executive Directors and the Non-Executive Directors' terms of appointment are available for inspection at the registered office of the Company during normal business hours from the date of this notice of AGM and at the place of the meeting for a period from 15 minutes immediately before the AGM until its conclusion. Please email headquarters@hemogeyx.com during normal business hours on any weekday (excluding public holidays) to arrange an appointment.