

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 6th Floor, 60 Gracechurch Street, London, United Kingdom, EC3V 0HR. 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 30 June 2023 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”).

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 28 June 2023, 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 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. 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>.

Shareholders may access the AGM remotely, follow the business of the AGM, and subsequently view a shareholder update by Company management by webcast via a video conference call. It is important to note that Shareholders joining the AGM via the webcast will not be formally in attendance at the AGM and will not be able to vote at the AGM via the webcast. 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 via video conference call are set out on page 6.



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

Registered Office
6th Floor, 60 Gracechurch Street
London
EC3V 0HR
United Kingdom

2 June 2023

Dear Shareholder,

I am writing to give you details of the Company's 2023 AGM which will be held at 2.00 p.m. BST on 30 June 2023 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.

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 2022 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 a webcast which will enable you to access the AGM remotely and follow the business of the AGM and submit questions relating to the business of the meeting. This can be done by registering for the webcast video conference call by visiting <https://tinyurl.com/hemo2023>.

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

How to vote

Your vote is important to us. The Directors have taken the decision that voting on the Resolutions at the AGM will be taken on a show of hands. The proxy results will also be displayed at the AGM.

Our registrar, Computershare Investor Services PLC, must receive your online or postal proxy appointment and voting instructions by 2.00 p.m. BST on 28 June 2023 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 video conference call 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.

Shareholders will also be permitted to submit written questions via the video conference call 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 2022 together with the directors' reports and auditor's report (the "2022 Annual Report and Accounts") on those accounts;
- Resolution 2 relates to the approval of the Directors' Remuneration Report which is set out in the 2022 Annual Report and Accounts;
- Resolution 3 relates to the re-appointment as director of Peter Redmond, as set out in the Articles of Association of the Company;
- Resolution 4 relates to the re-appointment as director of Alexis Sandler, as set out in the Articles of Association of the Company;
- Resolution 5 relates to the re-appointment as director of Dr Vladislav Sandler, as set out in the Articles of Association of the Company;
- Resolution 6 relates to the re-appointment of the auditors;
- Resolution 7 authorises the Audit Committee to agree the auditor's remuneration;
- Resolution 8 relates to the Directors' authority to allot shares;
- Resolution 9 relates to the disapportionment of pre-emption rights;
- 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.

Action to be taken

Please check that you have received the following:

- a Form of Proxy for use in respect of the AGM on 30 June 2023; 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.

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 at 2.00 p.m. BST on 28 June 2023, 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 28 June 2023. 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 10.7 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 08401609)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "AGM") of the Company will be held at the offices of Peterhouse Capital Limited, 80 Cheapside, London EC2V 6DZ on 30 June 2022 at 2.00 p.m. to consider and if thought fit, pass the following resolutions. Resolutions 1 to 8 will be proposed as ordinary resolutions and resolutions 9 and 10 will be proposed as special resolutions.

Ordinary resolutions

Annual Report and Accounts

1. To receive and adopt the Company's annual accounts for the financial year ended 31 December 2022 together with the directors' reports and auditor's report on those accounts (the "2022 Annual Report and Accounts").

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report (other than the Remuneration Policy) as set out in the 2022 Annual Report and Accounts, for the financial year ended 31 December 2022.

Re-appointment of Directors

3. To re-appoint as Director Peter Redmond, who retires by rotation under the Articles of Association of the Company and, being eligible, offers himself for re-election.
4. To re-appoint as Director Alexis Sandler, who retires by rotation under the Articles of Association of the Company and, being eligible, offers herself for re-election.
5. To re-appoint as Director Dr Vladislav Sandler, who retires by rotation under the Articles of Association of the Company and, being eligible, offers himself for re-election.

External auditor's reappointment and remuneration

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

Directors' authority to allot shares

8. 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 £2,283,998.64 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

9. To authorise the Directors, subject to the passing of Resolution 5, 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:
 - a. 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
 - b. 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 £2,283,998.64 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 6(a) and 6(b) 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.

Notice of meetings other than AGMs

10. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice during the period from the date of the passing of this resolution 10 until the conclusion of the next Annual General Meeting of the Company.

BY ORDER OF THE BOARD
Dr Vladislav Sandler
Director & CEO
2 June 2023

6th Floor,
60 Gracechurch Street,
London, United Kingdom,
EC3V 0HR

EXPLANATORY NOTES TO THE RESOLUTIONS

References to page numbers in the 2022 Annual Report and Accounts for the financial year ended 31 December 2022 are to the signed version of the report published on the Company's website and uploaded to the National Storage Mechanism on 28 April 2023. 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 2022 Annual Report and Accounts for the financial year ended 31 December 2022.

RESOLUTION 2 – DIRECTORS' REMUNERATION REPORT

In accordance with section 439 of the Companies Act, Shareholders are requested to approve the Directors' Remuneration Report. The Directors' Remuneration Report is set out on pages 29 to 34 of the 2022 Annual Report and Accounts. The vote is advisory only and does not affect the actual remuneration paid to an individual director.

RESOLUTIONS 3-5 – RE-APPOINTMENT OF DIRECTORS

In accordance with Article 75 of the Company's Articles of Association, Peter Redmond, Alexis Sandler and Dr Vladislav Sandler each retire by rotation and, being eligible, offer themselves up for re-appointment as Directors of the Company.

RESOLUTIONS 6 AND 7 – 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 7 grants this authority to the Audit Committee.

RESOLUTION 8 – ALLOTMENT OF SHARE CAPITAL

Resolution 8 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 £2,283,998.64, being 20% of the Company's current issued share capital.

Resolutions 1 to 8 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 9 – 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 9 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 £2,283,998.64, 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 2024 or on the date which is 15 months after the relevant resolution is passed.

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 9 and 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:

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 video conference call. It is important to note that Shareholders joining the webcast will not be formally in attendance at the AGM and will not be able to vote at the AGM via the webcast.

Entitlement to Attend and Vote

1. 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 28 June 2023 (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.

Instructions for Accessing the Webcast

2. Shareholders will be given the opportunity to access the AGM and subsequent shareholder update remotely and submit written questions at the AGM via a webcast conducted over video conference call.
3. Shareholders can register for the video conference call by visiting <https://tinyurl.com/hemo2023> and completing the registration form. You will receive an email with instructions on how to access the video conference call. You are advised to register in advance of the day of the meeting to ensure that you receive the instructions in good time.
4. Access to the AGM will be available from 2.00 p.m. BST on 30 June 2023. 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 video conference call 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.
5. 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.

Appointment of Proxies

6. If you are a member of the Company at the time set out in note 1 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.
7. 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.
8. 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.
9. 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.
10. 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.

Appointment of Proxy Using Hard Copy Proxy Form or by Email

11. 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 28 June 2023 (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)).
12. If the Form of Proxy for the AGM is not lodged by the relevant time, it will be invalid.

Appointment of Proxies Through CREST

13. 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 28 June 2023. 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.
14. 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.

15. 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

16. 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

17. 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 11 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

18. 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 11. 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 webcast, if you are entitled to and wish to do so.

Corporate Representatives

19. 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 on a Show Of Hands and Final Proxy Results

20. At the AGM voting on the Resolutions will be taken on a show of hands. The final proxy results 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

21. 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

22. 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

23. 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 1,141,999,321 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 1,141,999,321. It is proposed that all votes on the Resolutions at the AGM will be taken on a show of hands.

Questions at the AGM

24. 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

25. 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

26. 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

27. 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.