

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to the action you should take, you are advised to consult your own stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.**

**If you have sold or otherwise transferred all of your shares in HEMOGENYX PHARMACEUTICALS PLC, please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the person through whom the sale or transfer was affected for transmission to the purchaser or transferee.**

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**HEMOGENYX PHARMACEUTICALS PLC**

**(incorporated and registered in England and Wales under number 08401609)**

**PROPOSED CAPITAL REORGANISATION**

**PROPOSED NEW ARTICLES OF ASSOCIATION**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

to be held

on 9 December 2024 at 10.00 am

at 1 Heddon Street, London W1B 4BD

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Notice of an extraordinary general meeting of HEMOGENYX PHARMACEUTICALS PLC is set out on pages 10 to 11 of this document.

You may appoint another person as proxy to exercise your rights to attend, speak and vote at the meeting. Full details on how to appoint a proxy are set out in this document and in the enclosed proxy form. The Company must be notified of all proxy appointments not later than 10.00 am on 5 December 2024.

## DEFENITIONS

The following definitions apply throughout this Document, unless the context otherwise requires:

<b>Act</b>	the Companies Act 2006.
<b>Admission</b>	the admission of the New Ordinary Shares to trading on the Main Market.
<b>Board or Directors</b>	the directors of the Company whose names are set out on page 6 of this Document.
<b>Capital Reorganisation</b>	a subdivision and reclassification of the Existing Ordinary Shares, followed by a consolidation resulting in 3,504,539 New Ordinary Shares of £0.01 each and 1,401,815,988 Deferred Shares of £0.009975 each.
<b>Company</b>	HEMOGENYX PHARMACEUTICALS PLC, a company incorporated and registered in England and Wales with company number 08401609 whose registered office is at 6th Floor 60 Gracechurch Street, London, United Kingdom EC3V 0HR.
<b>CREST</b>	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & International Limited which facilitates the transfer of title to shares in uncertificated form.
<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force.
<b>Current Articles</b>	the Company's current articles of association, adopted by a special resolution passed on 25 June 2021.
<b>Deferred Shares</b>	deferred shares of £0.009975 each.
<b>Document</b>	this document, containing details of the Resolutions.
<b>Extraordinary General Meeting or EGM</b>	the extraordinary general meeting of the Company to be held at 1 Heddon Street, London W1B 4BD on 9 December 2024 at 10.00 am, notice of which is set out at the end of this Document.
<b>FCA</b>	the Financial Conduct Authority.
<b>Form of Proxy</b>	the form of proxy for use by the Shareholders in connection with the EGM.

<b>Issued Share Capital</b>	the Ordinary Shares in issue as at the date of this Document.
<b>Last Practicable Date</b>	6.00 pm on 12 December 2024.
<b>London Stock Exchange</b>	the London Stock Exchange plc.
<b>Main Market</b>	the main market for listed securities of the London Stock Exchange.
<b>New Articles</b>	the new articles of association of the Company that the Board is proposing to adopt at the EGM.
<b>New Ordinary Shares</b>	ordinary shares of £0.01 each.
<b>Ordinary Shares or Existing Ordinary Shares</b>	the existing 1,401,815,988 ordinary shares of £0.01 each in the capital of the Company as at the date of this Document.
<b>Record Date</b>	6.00 pm on 12 December 2024.
<b>Registrar</b>	the registrars of the Company, being Computershare Investor Services PLC of The Pavilions, Bridgwater Road, Bristol BS13 8AE.
<b>Regulatory Information Service</b>	any information service authorised from time to time by the FCA for the purposes of disseminating regulatory announcements.
<b>Resolutions or Resolution</b>	the resolutions to be proposed at the EGM, notice of which is set out at the end of this Document.
<b>Shareholders or Shareholder</b>	the holders of Ordinary Shares in the Company.

## Expected Timetable of Principal Events

Event	Expected time / date
Publication and posting of this Document and Form of Proxy	22 November 2024
Latest time and date for receipt of Form of Proxy	10.00 am on 5 December 2024
Time and Date of Extraordinary General Meeting	10.00 am on 9 December 2024
Announcement of results of Extraordinary General Meeting	9 December 2024
Record date for Capital Reorganisation	6.00 pm on 12 December 2024
Latest time and date for dealing in Existing Ordinary Shares	6.00 pm on 12 December 2024
Expected date of admission of New Ordinary Shares to trading on the Main Market	13 December 2024
Expected date CREST accounts are to be credited with New Ordinary Shares in uncertificated form	13 December 2024
Despatch of definitive certificate for New Ordinary Shares (in certificated form)	Week commencing 16 December 2024

### Notes:

- (1) All times shown in this Document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or date above changes. The revised times and/or dates will be notified to Shareholders by announcement through the Regulatory Information Service of the London Stock Exchange.
- (2) If the Extraordinary General Meeting is adjourned, the latest time and date for receipt of forms of proxy for the adjourned meeting will be notified to Shareholders by announcement through the Regulatory Information Service of the London Stock Exchange.

## Share Information

Number of Existing Ordinary Shares in issue at the Last Practicable Date	1,401,815,988
Total expected number of New Ordinary Shares in issue following the Capital Reorganisation	3,504,539
Total expected number of Deferred Shares in issue following the Capital Reorganisation	1,401,815,988
ISIN for Existing Ordinary Shares	GB00BYX3WZ24
TIDM	HEMO

**HEMOGENYX PHARMACEUTICALS PLC**

**Company number: 08401609**

**Registered office address: 6th Floor 60 Gracechurch Street, London, United Kingdom EC3V 0HR**

22 November 2024

Directors:

Sir Marc Feldmann (Chairman)  
Peter Redmond (Non-Executive Director)  
Alexis Sandler (Non-Executive Director)  
Vladislav Sandler (Chief Executive Officer)

Dear Shareholder,

**Proposed Capital Reorganisation, Proposed New Articles of Association and Notice of Extraordinary General Meeting of HEMOGENYX PHARMACEUTICALS PLC (Company)**

**Introduction**

I am writing to you with details of an extraordinary general meeting (**EGM**) of the Company, which will be held on 9 December 2024 at 10.00 am at 1 Heddon Street, London W1B 4BD . The formal EGM Notice is set out in pages 10 to 11 of this Document. Please note that, in accordance with article 43.1 of the Current Articles, all general meetings of the Company other than annual general meetings shall be called extraordinary general meetings.

During the meeting, we will cover the business of the EGM as set out in the Notice of Extraordinary General Meeting attached to this letter. This business includes a subdivision followed by a consolidation (**Capital Reorganisation**) as further detailed below, resolutions granting the Directors authority to allot new shares, the disapplication of statutory pre-emption rights in relation to the issue and allotment of new shares and the adoption of a new set of articles of association.

This letter also explains why the Directors recommend that Shareholders of the Company vote in favour of the Resolutions being proposed at the EGM.

**Background and reasons for seeking approval for the Resolutions**

The Company is at a pivotal stage in its progress and has received injections of equity capital to support its clinical trial activities. The Directors consider, having received feedback from some potential funders, that the “penny share” perception of the Company’s shares deters most institutional and professional investors from participating in capital raises which the Company undertakes. This is relevant to both UK institutions and US-based life-sciences oriented institutional investors and potential partners. As it enters clinical trials for HEMO-CAR-T and resumes development of its other product candidates, it will potentially seek further funding and believes that a higher share price following a reorganised share capital is likely to open up the pool of such potential institutional and professional investors who will, it believes be more likely to subscribe for new equity in future fundraises. To enable the Company to raise sufficient funding to take the HEMO-CAR-T clinical trials forward to the extent necessary and to enable the Company to have sufficient working capital for the period up to the next annual general meeting, the Directors are also seeking authority to disapply pre-emption rights over 50% of the Company’s issued ordinary share capital.

**It is essential that the proposed resolutions are passed. Failure to do so would severely compromise the Company's ability to finance clinical trials on a continuing basis.**

### **Capital Reorganisation**

The Company currently has 1,401,815,988 ordinary shares of £0.01 each in issue (the **Existing Ordinary Shares**). The Board proposes to carry out a subdivision and reclassification of the Existing Ordinary Shares by 1:2 so that each Existing Ordinary Share will be subdivided and reclassified into 1 new ordinary share of £0.000025 each (the **New Ordinary Shares**) and 1 deferred share of £0.009975 each (the **Deferred Shares**) (the **Subdivision**), followed by a consolidation of the New Ordinary Shares by 400:1 so that every 400 New Ordinary Shares will be consolidated into 1 New Ordinary Share of £0.01 each (the **Consolidation**, together with the Subdivision, the **Capital Reorganisation**).

The Deferred Shares will have no right to vote or participate in the capital of the Company (save as set out under the heading 'New Articles' below) and the Company will not issue any certificates or credit CREST accounts in respect of them. The Deferred Shares will not be admitted to trading on any exchange. The rights of the New Ordinary Shares and the Deferred Shares will be set out in the New Articles proposed to be adopted by the Company. The purpose of the Capital Reorganisation is to reduce the nominal value of the Existing Ordinary Shares and to reduce the number of shares in issue.

For purely illustrative purposes, examples of the effects of the proposed Capital Reorganisation (should it be approved by Shareholders) are set out below:

Number of Existing Ordinary Shares of £0.01 each held	Number of New Ordinary Shares of £0.01 each following the Capital Reorganisation	Number of Deferred Shares of £0.009975 each following the Capital Reorganisation
400	1	400
4,000	10	4,000
40,000	100	40,000
400,000	1,000	400,000

It is likely that the Capital Reorganisation will result in fractional entitlements to a New Ordinary Share where any holding is not precisely divisible by 400. No certificates will be issued for fractional entitlements to New Ordinary Shares. Following the implementation of the Capital Reorganisation, certain shareholders may not have a proportionate shareholding of New Ordinary Shares exactly equal to their proportionate holding of Existing Ordinary Shares. Furthermore, any shareholders holding fewer than 400 Existing Ordinary Shares as at 6.00pm on the Record Date will cease to be a shareholder of ordinary shares in the Company. The minimum threshold to receive New Ordinary Shares will be 400 Existing Ordinary Shares.

The Company's articles of association permit the Directors to sell shares representing fractional entitlements arising from the proposed Capital Reorganisation. Any New Ordinary Shares in respect of which there are fractional entitlements will therefore be aggregated and sold for the best price

reasonably obtainable on behalf of shareholders entitled to fractions. The Company will distribute the proceeds of sale in accordance with the Company's articles of association.

Share certificates in respect of the New Ordinary Shares will be issued following the Capital Reorganisation or, in the case of uncertificated holders, Euroclear UK and International Limited will be instructed to credit the CREST participant's account with New Ordinary Shares.

### **New Articles**

The Company's current articles of association were adopted by a special resolution passed on 25 June 2021 (the **Current Articles**). Due to the proposed Capital Reorganisation, the Company needs to adopt revised articles of association to establish the Deferred Shares and set out the rights attaching thereto. Below is a summary of the material differences between the Current Articles and the proposed New Articles:

The New Ordinary Shares will have the same rights as the Existing Ordinary Shares including voting, dividend, return of capital and other rights.

The Deferred Shares will have no dividend or voting rights and, upon a return of capital, the right only to receive the amount paid up thereon after the holders of the New Ordinary Shares in the capital of the Company have received £100,000,000.00 in respect of each New Ordinary Share.

The Deferred Shares will not be traded on the Main Market, nor any other market, and no share certificates will be issued in respect of the Deferred Shares, nor will the CREST accounts of holders of New Ordinary Shares be credited with any Deferred Shares.

### **Admission of the New Ordinary Shares**

Application will be made for the New Ordinary Shares to be admitted to trading on the Main Market in place of the Existing Ordinary Shares. It is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence on 13 December 2024.

Shareholders who hold Existing Ordinary Shares in uncertificated form will have such shares disabled in their CREST accounts on the Record Date, and their CREST accounts will be credited with the New Ordinary Shares following Admission, which is expected to take place on 13 December 2024.

Following the Capital Reorganisation, share certificates in respect of Existing Ordinary Shares will cease to be valid. Share certificates in respect of holding of New Ordinary Shares will be sent to the registered address of shareholders on the register at 6.00 pm on the Record Date. The share certificates will be dispatched by 1st class post, at the risk of the Shareholder.

### **Resolutions**

Details of all resolutions to be proposed at the EGM are included in the Explanatory Notes on pages 12 to 13 of this Document.

**Action to be taken**

If you are unable to attend the meeting in person you may appoint another person as proxy to exercise your rights to attend, speak and vote at the meeting by completing and returning the enclosed proxy form.

Full details on how to appoint a proxy are set out on pages 14 to 18 of this Document and in the enclosed proxy form.

**Recommendation**

The Directors consider that all the Resolutions to be proposed at the EGM are in the best interests of the Company and its members as a whole.

The directors unanimously recommend that you vote in favour of all the proposed resolutions, as they intend to do in respect of their own beneficial holdings.

**It is essential that the proposed resolutions are passed. Failure to do so would severely compromise the Company's ability to finance clinical trials on a continuing basis.**

**Results**

The results of the EGM will be announced through a Regulatory Information Service and on the Company's website at <https://hemogenyx.com/> as soon as possible after the meeting has been held.

Yours sincerely,

**Sir Marc Feldmann**  
**Chairman**  
**HEMOGENYX PHARMACEUTICALS PLC**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

### HEMOGENYX PHARMACEUTICALS PLC

(Company)

Notice is given that an extraordinary general meeting of the Company will be held at 1 Heddon Street, London W1B 4BD on 9 December 2024 at 10.00 am for the purposes of considering and voting on the resolutions set out below. Resolutions 1 to 3 (inclusive) will be proposed as ordinary resolutions and resolutions 4 and 5 will be proposed as special resolutions (each a **Resolution** and together the **Resolutions**).

**It is essential that the proposed resolutions are passed. Failure to do so would severely compromise the Company's ability to finance clinical trials on a continuing basis.**

### ORDINARY RESOLUTIONS

Resolution 1: **THAT**, subject to Resolution 4 being passed, in accordance with section 618 of the Companies Act 2006 (the **Act**), every 1,401,815,988 ordinary share of £0.01 each in the issued share capital of the Company be and is sub-divided and reclassified by 1:2 into 1 new ordinary share of £0.000025 each in the capital of the Company and 1 new deferred share of £0.009975 each in the capital of the Company, with each having the rights and restrictions set out in the New Articles (as defined below).

Resolution 2: **THAT**, subject to Resolutions 1 and 4 being passed, in accordance with section 618 of the Companies Act 2006, (i) the 1,401,815,988 ordinary shares of £0.000025 each in the capital of the Company be consolidated by 400:1 into 3,504,539 ordinary shares of £0.01 each, such shares having the same rights and being subject to the same restrictions as the existing ordinary shares of £0.01 each in the capital of the Company (together **Consolidated Shares** or each a **Consolidated Share**), with each Consolidated Share having the rights and restrictions set out in the New Articles (as defined below).

Resolution 3: **THAT**, pursuant to section 551 of the Act, the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Act) conditional upon Resolution 1, 2 and 4 being passed up to the maximum aggregate nominal value of £17,522.70, **PROVIDED** that the authority granted under this Resolution shall lapse at the end of the next annual general meeting of the Company to be held after the date of the passing of this Resolution save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors shall be entitled to allot shares and grant equity securities pursuant to such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant equity securities be and are hereby revoked.

## SPECIAL RESOLUTIONS

Resolution 4: **THAT**, subject to and conditional upon the passing of Resolutions 1 and 2 above, with effect from the conclusion of the meeting, the proposed articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman, be adopted as the new articles of association of the Company in substitution of the existing articles of association of the Company (the **New Articles**).

Resolution 5: **THAT**, subject to the passing of Resolution 3 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 3 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings, to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
- (b) (otherwise than pursuant to sub paragraph (a) above) conditional upon Resolution 1, 2 and 4 being passed up to the maximum aggregate nominal value of £17,522.70,

and provided that this power shall expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this Resolution has expired.

Registered office:

6th Floor 60 Gracechurch Street

London, United Kingdom  
EC3V 0HR

By Order of the Board

Ben Harber

Company Secretary  
22 November 2024

## **EXPLANATORY NOTES**

Resolutions 1 to 3 (inclusive) are proposed as ordinary resolutions, which means that, for each of those resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution.

Resolutions 4 and 5 are proposed as special resolutions, which means that, for each of those resolutions to be passed, at least 75% of the votes cast must be in favour of the resolution.

The notes below explain the proposed Resolutions:

### **Resolution 1 – Share Capital Reclassification**

Subject to the New Articles being adopted, this is an ordinary resolution to grant the Directors with authority to subdivide and reclassify the existing ordinary shares of £0.01 each in the capital of the Company so that each ordinary share of £ 0.01 each be and they are sub-divided and reclassified into 1 New Ordinary Share of £0.000025 each in the capital of the Company and 1 new Deferred Share of £0.009975 each in the capital of the Company, with each having the rights and restrictions set out in the New Articles.

### **Resolution 2 – Consolidation of Shares**

Subject to the New Articles being adopted and the share capital reclassification described at Resolution 1 being passed, this is an ordinary resolution to grant the Directors with authority to consolidate the New Ordinary Shares so that every 400 New Ordinary Shares will be consolidated into 1 New Ordinary Share £0.01 each in the capital of the Company, with each having the rights and restrictions set out in the New Articles.

### **Resolution 3 – Directors' Authority to Allot Shares**

This is an ordinary resolution to grant the Directors authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Act conditional upon Resolution 1, 2 and 4 being passed up to the maximum aggregate nominal value of £17,522.70. This Resolution replaces any existing authorities to issue shares in the Company and the authority under this Resolution will expire at the conclusion of the next annual general meeting of the Company.

### **Resolution 4 – Adoption of New Articles**

This is a special resolution to approve the adoption of the New Articles.

A copy of the Company's Current Articles and the proposed New Articles of association will be available for inspection during normal business hours (excluding Saturdays, Sundays and bank holidays) at 6th Floor 60 Gracechurch Street, London, United Kingdom, EC3V 0HR from the date of this Document until the close of the EGM. The proposed New Articles will also be available for inspection at the EGM at least 30 minutes prior to the start of the meeting and up until the close of the meeting.

## **Resolution 5 – Disapplication of Pre-emption Rights**

Resolution 5 proposes to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. This is a special resolution authorising the Directors to issue equity securities as continuing authority conditional upon Resolution 1, 2 and 4 being passed up to the maximum aggregate nominal value of £17,522.70. The authority granted by this Resolution will expire at the conclusion of next annual general meeting of the Company.

## **MEMBER NOTES:**

Shareholders are strongly encouraged to appoint the Chairman of the EGM as their proxy.

### **Entitlement to Attend and Vote**

- (1) To be entitled to attend and vote at the EGM (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 pm on 5 December 2024 (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 EGM.

### **Appointment of Proxies**

- (2) 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.
- (3) Shareholders are strongly encouraged to submit proxy appointments and instructions for the EGM as soon as possible, using any of the methods (by post, by email, or through CREST) set out below.
- (4) A Shareholder entitled to attend and vote at the EGM 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 EGM for the Shareholder's vote to be counted. If a Shareholder appoints more than one proxy to attend the EGM, 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 the Company's Registrar (Computershare Investor Services PLC) for further forms of proxy or photocopy the Form of Proxy as required.
- (5) 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.
- (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 below) will not prevent you from attending and voting at the EGM, if you are entitled to and wish to do so.

### **Appointment of Proxy Using Hard Copy Proxy Form or by Email**

- (7) A Form of Proxy for use at the EGM 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 Investor Services PLC) by post to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE, so as to be received as soon as possible and in any event not later than 10.00 am on 5 December 2024 (or, in the case of an adjournment of the EGM, 48 hours before the time appointed for the adjourned meeting (excluding any part of such 48 hour period falling on a non-working day)).
- (8) If the Form of Proxy for the EGM is not lodged by the relevant time, it will be invalid.

### **Appointment of Proxies Through CREST**

- (9) 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 at [www.euroclear.com](http://www.euroclear.com)). 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 & International 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 10.00 am on 5 December 2024. 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.
- (10) 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.
- (11) 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**

- (12) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is

determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding, the first-named being the most senior.

### **Changing Proxy Instructions**

- (13) 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 the Company's Registrar (Computershare Investor Services PLC) as per the communication methods shown in note 7 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**

- (14) 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 the Company's Registrar (Computershare Investor Services PLC) at the address shown in note 7. 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 the Company's Registrar (Computershare Investor Services PLC) no later than 48 hours before the EGM. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, your proxy appointment will remain valid.

### **Corporate Representatives**

- (15) 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**

- (16) At the EGM, voting on the Resolutions will be taken on a show of hands unless (before or on the declaration of the results of the show of hands) a poll is duly demanded in accordance with article 56 of the Current Articles. The final proxy results will be available at the EGM, announced through a regulatory information service and published on the Company's website as soon as reasonably practicable following the conclusion of the EGM.

## **Nominated Persons**

- (17) If you are a person who has been nominated under section 146 of the Companies Act to enjoy information rights (the **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 (the **Relevant Shareholder**) to be appointed or to have someone else appointed as a proxy for the EGM. 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 EGM**

- (18) Information regarding the EGM, including information required by section 311A of the Companies Act, and a copy of this notice of EGM may be found on our website at <https://hemogenyx.com>.

## **Issued Shares and Total Voting Rights**

- (19) As at close of business on the day immediately prior to the date of posting of this notice of EGM, the Company's issued share capital comprised 1,401,815,988 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 EGM is 1,401,815,988. On a vote by poll, each Shareholder has one vote for every voting share held.

## **Questions at the EGM**

- (20) Any member attending the EGM 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**

- (21) You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act) provided in this notice of EGM (or in any related documents including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

**Documents Available for Inspection**

- (22) Copies of the Current Articles and the proposed New Articles of association will be available for inspection at the registered office of the Company during normal business hours from the date of this notice of EGM until its conclusion. Please email [headquarters@hemogenyx.com](mailto:headquarters@hemogenyx.com) during normal business hours on any weekday (excluding public holidays) to arrange an appointment.