

This document is important and requires your immediate attention.

If you are in any doubt as to the action to be taken, please consult an appropriately authorised financial adviser immediately. If you have sold or transferred all of your holding of ordinary shares in Oxford Biomedica plc (“OXB” or the “Company”), you should hand this document to the stockbroker, bank or other agent through or to whom the sale or transfer was effected for transmission to the purchaser or transferee.



Oxford Biomedica plc

Notice of Annual General Meeting

Notice of the 2025 Annual General Meeting (“**AGM**”) of the Company to be held at the Company’s offices at Windrush Court, Transport Way, Oxford OX4 6LT on 11 June 2025 at 3.00 p.m. is set out on pages 2 to 4 of this document.

The Company’s 2025 AGM will be held as a physical meeting.

Shareholders are requested to complete and submit a Form of Proxy by electronic means via Signal Shares (www.signalshares.com) or via the VOTE+ app or if you are an institutional investor, via Proxymity (<https://www.proxymity.io>) or via CREST (if your shares are held electronically). You will no longer automatically receive a Form of Proxy, which will help reduce the Company’s print and distribution costs along with the impact on the environment. Further details on how to submit your vote can be found in note 4 in the Notes for Shareholders.

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Letter from the Chair

28 April 2025

Dear Shareholder

2025 Annual General Meeting

This document comprises the Notice of the 2025 AGM (“**Notice**”) of Oxford Biomedica plc. A copy of the Notice and the Company’s Annual report and accounts for the year ended 31 December 2024 can be viewed on our website (www.oxb.com).

The AGM is an important event in the Company’s corporate calendar and provides an opportunity for the Company’s Directors to engage with shareholders. The 2025 AGM will be held as a physical meeting at the Company’s registered office.

If you wish to attend the meeting in person, please register your intention to do so as soon as practicable by email to ir@oxb.com, but in any event **no later than 3 p.m. BST on 9 June 2025**.

Your vote is important and the Company therefore requests that all of its shareholders (i) appoint the Chair of the meeting as their proxy and (ii) submit their votes via proxy in advance of the meeting, to ensure that their votes are counted. If a shareholder appoints a person other than the Chair of the meeting as their proxy and for some reason that shareholder or the proxy is not able to attend the 2025 AGM in person, that shareholder’s votes will not be counted (further details on proxy voting can be found in note 4 in the Notes for Shareholders). Accordingly, those submitting a proxy appointment are strongly encouraged to appoint the Chair of the meeting rather than a named person as their proxy. This will ensure that your vote will be counted.

The Company understands that the AGM also serves as a forum to engage with shareholders and shareholders’ views are always very important to us. Therefore, to support engagement, Dr. Frank Mathias, Chief Executive Officer and Dr. Lucinda Crabtree, Chief Financial Officer, will present on the Company’s progress in 2024. After the presentation, Dr. Mathias, Dr. Crabtree, the other Directors and I will answer pre-submitted questions from shareholders. After responding to the pre-submitted questions, shareholders will be able to ask further questions in person. Shareholders are encouraged to submit questions in advance by emailing ir@oxb.com before 2.30 p.m. BST on 11 June 2025. We may choose to summarise and bundle questions thematically.

The Resolutions put to you for voting will be generally familiar to you (save for Resolution 18 which is explained below), and are further explained in the explanation of business to be conducted at the 2025 AGM on pages 5 to 6. In total, there are 19 Resolutions to be proposed at the 2025 AGM and the voting results will be notified to the London Stock Exchange as soon as possible following the conclusion of the meeting and posted on the Company’s website. All Resolutions will be put to a poll. This will ensure an exact and definitive result.

Resolution 18 is proposed to amend certain provisions of article 43 of the articles of association of the Company (the “**Articles**”) relating to borrowing powers to reflect OXB’s global expansion into the United States and France, as well as the transformation from a hybrid business model to a pure-play cell and gene therapy CDMO which have occurred since the date the Articles were last approved by shareholders in 2020. The amendments are further explained in the explanation of business to be conducted at the 2025 AGM on pages 5 to 6.

Your Directors’ consider each Resolution to be in the best interests of the Company and its shareholders as a whole and unanimously recommend you vote in favour of each of them, as they intend to do in respect of their own beneficial shareholdings.

I would like to thank all shareholders for their ongoing support during 2024.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Roch Doliveux'.

Dr. Roch Doliveux

Chair
Oxford Biomedica plc

Oxford Biomedica plc

Windrush Court, Transport Way, Oxford OX4 6LT
United Kingdom
Telephone: +44 (0) 1865 783 000, www.oxb.com
Registered in England and Wales: No 3252665

Notice of 2025 Annual General Meeting

Notice is hereby given that the 2025 Annual General Meeting (“AGM”) of Oxford Biomedica plc (the “Company”) will be held at Windrush Court, Transport Way, Oxford OX4 6LT on 11 June 2025 at 3.00 p.m. BST to consider, and if thought fit, pass the following Resolutions.

The 2025 AGM will be held as a physical meeting.

Resolutions 1 to 15 (inclusive) will be proposed as Ordinary Resolutions and therefore each such Resolution must receive over 50% of the votes cast to be passed.

Resolutions 16 to 19 (inclusive) will be proposed as Special Resolutions and therefore each such Resolution must receive at least 75% of the votes cast in order to be passed.

Ordinary Resolutions

1. To receive and adopt the Company’s Annual Report and accounts (the “**Annual report**”) for the financial year ended 31 December 2024, the Directors’ Report, and the Report of the Independent Auditors on those accounts and reports.
2. To receive the Directors’ Remuneration Report and the Report of the Independent Auditors on the auditable part of the Remuneration Report (excluding the Directors’ Remuneration Policy) set out at pages 87 to 104 of the Annual Report for the financial year ended 31 December 2024.
3. To appoint Colin Bond as a Director of the Company.
4. To appoint Dr. Lucinda Crabtree as a Director of the Company.
5. To appoint Laurence Espinasse as a Director of the Company.
6. To reappoint Dr. Roch Doliveux as a Director of the Company.
7. To reappoint Professor Dame Kay Davies as a Director of the Company.
8. To reappoint Dr. Frank Mathias as a Director of the Company.
9. To reappoint Robert Ghenchev as a Director of the Company.
10. To reappoint Namrata Patel as a Director of the

Company.

11. To reappoint Dr. Heather Preston as a Director of the Company.
 12. To reappoint Peter Soelkner as a Director of the Company.
 13. To appoint PricewaterhouseCoopers LLP as auditors of the Company from the conclusion of the 2025 AGM until the conclusion of the next AGM of the Company at which the accounts are laid.
 14. To authorise the Audit Committee for and on behalf of the Board to determine the auditors’ remuneration.
 15. That, in substitution for all existing general authorities, the Directors be, and are, generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to:
 - (a) allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate maximum nominal amount of £17,664,643;
 - (b) allot further equity securities (within the meaning of section 560(1) of the Act) up to an aggregate maximum nominal amount of £17,664,643 in connection with a rights issue in favour of shareholders,such authority to expire at the end of the next AGM of the Company following the passing of this Resolution or, on the date that is 15 months after the passing of this Resolution, whichever is earlier (unless previously revoked or varied by the Company in general meeting) but, in each case, prior to its expiry, revocation or variation the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires, or is otherwise revoked or varied and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if this authority had not expired or been revoked or varied.
- For the purposes of this Resolution 15 “**rights issue**” means an offer to:
- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities, as required by the rights of those securities or, subject to such

rights, as the Directors otherwise consider necessary, to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, including an offer to which the Directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Special Resolutions

16. That, subject to the passing of Resolution 15 and in substitution for all existing authorities, the Directors be, and are, generally and unconditionally authorised pursuant to section 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by Resolution 15 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, such authority to be limited:

(a) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of, or an invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of Resolution 15, by way of rights issue only):

(i) to ordinary shareholders in proportion (as nearly as practicable) to the respective number of ordinary shares held by such holders; and

(ii) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory or practical problems arising in, or pursuant to, the laws of any territory or the requirements of any regulatory body or stock exchange in any territory, or any other matter;

(b) to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of this Resolution 16) up to an aggregate maximum nominal amount of £5,299,923; and

(c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) of this Resolution 16) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this Resolution 16, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of

a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this Notice ("**2022 Revised Statement of Principles**"),

such authority to expire at the end of the next AGM of the Company following the passing of this Resolution 16 or, on the date that is 15 months after the passing of this Resolution, whichever is earlier (unless previously revoked or varied by the Company in general meeting) but, in each case, prior to its expiry, revocation or variation the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires, or is otherwise revoked or varied and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if this authority had not expired or been revoked or varied.

For the purpose of this Resolution 16, "rights issue" has the same meaning as in Resolution 15 above.

17. That subject to the passing of Resolution 15 and in substitution for all existing authorities (other than the authority granted under Resolution 16), the Directors be, and are, generally and unconditionally authorised (in addition to any authority granted under Resolution 16) to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by Resolution 15 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

(a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate maximum nominal amount of £5,299,923, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by 2022 Revised Statement of Principles; and

(b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this Resolution 17) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) of this Resolution 17, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the 2022 Revised Statement of Principles,

such authority to expire at the end of the next AGM of the Company following the passing of this Resolution 17 or, on the date that is 15 months after the passing of this Resolution, whichever is earlier (unless

previously revoked or varied by the Company in general meeting) but, in each case, prior to its expiry, revocation or variation the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires, or is otherwise revoked or varied and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if this authority had not expired or been revoked or varied.

18. That with effect from the conclusion of the AGM the Articles be amended by deleting the existing articles 43.2 and 43.4(G) and replacing them with new articles 43.2 and 43.4(G) respectively, each in the form set out in Appendix 2 to this Notice (the “**Amended Articles 43.2 and 43.4(G)**”).

19. That in accordance with the Company’s Articles, a general meeting (other than an Annual General Meeting) may be held on not less than 14 clear days’ notice.

By order of the Board



Natalie Walter

Group General Counsel and Company Secretary
Oxford Biomedica plc
28 April 2025

The notes on the following pages give an explanation of the proposed Resolutions.

Resolutions 1 to 15 (inclusive) are proposed as Ordinary Resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast (more than 50%) must be in favour of the Resolution. Resolutions 16 to 19 (inclusive) are proposed as Special Resolutions. This means that for each of those Resolutions to be passed, at least three-quarters of the votes cast (at least 75%) must be in favour of the Resolution.

The Directors consider that all the Resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. The Board unanimously recommends that you vote in favour of all the Resolutions, as they propose to do in respect of their own beneficial holdings of ordinary shares in the issued share capital of the Company.

Ordinary Resolutions

Resolution 1 – Report and Accounts

The Company is required to present to the shareholders at the 2025 AGM the audited financial statements of the Company for the financial year ended 31 December 2024. This provides an opportunity to discuss the performance of the Company during the period, its management and its prospects for the future.

A copy of the Annual report of the Company for the financial year ended 31 December 2024 is enclosed with this Notice, or has been made available to you electronically on the Company's website at www.oxb.com.

Resolution 2 – Directors' Remuneration Report

Resolution 2 relates to the Company's Directors' Remuneration Report. The Directors' Remuneration Report sets out remuneration arrangements for, and payments made to, Directors in respect of 2024. The remuneration report appears at pages 87 to 104 of the Annual report.

This Resolution is an advisory vote and the Directors' entitlements to remuneration are not conditional upon it.

Resolutions 3 to 12 – appointment and reappointment of Directors

The Articles require that any Director who was appointed after the last AGM or has served for three years, as well as one third of the remaining Directors, retire from office by rotation at each AGM. However, to ensure that the Company complies with the UK Corporate Governance Code, produced by the Financial Reporting Council in July 2018 and the revised UK Corporate Governance Code, produced by the Financial Reporting Council in January 2024, all Directors will be subject to annual re-election.

At this year's AGM, Ms. Laurence Espinasse, Dr. Lucinda Crabtree and Mr. Colin Bond who were appointed as new Directors to the Board on 24 July 2024, 2 September 2024 and 1 January 2025, respectively, will stand for appointment by the shareholders for the first time. Stuart Henderson is retiring from the Board and therefore not standing for re-election at the 2025 AGM.

The performance of all Directors proposed for reappointment has been evaluated by the Chair and the Board and it has been determined that they each perform effectively and show full commitment to their roles on the Board. The Board therefore recommends that you support the reappointment of each of the retiring Directors who are standing for reappointment.

Biographical details of each of the Directors can be found in Appendix 1 to this Notice.

Resolutions 13 and 14 – Appointment and remuneration of auditors

As required under the Act, Resolution 13 seeks shareholder approval for

the re-appointment of PricewaterhouseCoopers LLP as the Company's auditors.

Resolution 14 proposes that the Audit Committee be authorised for and on behalf of the Board to determine the auditors' remuneration.

Resolution 15 – authority to allot shares

Resolution 15 seeks shareholder approval to renew the Directors' authority to allot shares.

Under section 551 of the Act, the Directors cannot allot shares in the Company unless they are authorised to do so by the Company in a general meeting. Resolution 15 is proposed as an Ordinary Resolution to seek a new authority, which will replace any existing authorities granted prior to the 2025 AGM. It is proposed that the Directors be authorised to allot new shares or to grant rights to subscribe for or to convert any security into shares in the Company, subject to the normal pre-emption rights reserved to shareholders contained in the Act, up to an aggregate maximum nominal amount of £17,664,643 representing approximately one-third of the issued share capital of the Company as at 23 April 2025, being the last practicable date before the publication of this Notice.

In line with The Investment Association ("IA") guidelines, the authority will also permit the Directors to allot an additional one third of the Company's issued share capital provided such shares are reserved for a fully pre-emptive rights issue. Resolution 15 reflects the IA's recommendations.

If the Directors wish to use the authority conferred in Resolution 15 to allot shares for cash, section 561(1) of the Act requires that the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. The shareholders' entitlement to be offered the new shares is known as a "pre-emption right". However, for legal, regulatory and practical reasons, it might not be possible for new shares allotted by means of a rights issue to be issued to certain shareholders, particularly those resident overseas. Further, it might, in some circumstances, be in the Company's interests for the Directors to be able to allot some shares for cash without having to offer them first to existing shareholders. To enable this to be done, shareholders must first waive these pre-emption rights.

Special Resolutions

Resolutions 16 and 17 – disapplication of pre-emption rights

Resolutions 16 and 17 are proposed as Special Resolutions to seek new authorities, which will replace any existing authorities granted prior to the 2025 AGM. If granted, the authorities set out in Resolutions 16 and 17 will enable the Directors to allot new shares without first offering them to existing shareholders in proportion to their existing holdings and without further reference to shareholders.

2022 Revised Statement of Principles allows companies to seek authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include:

- (i) an authority up to 10% of the Company's issued share capital for use on an unrestricted basis (plus an additional authority of up to 2% of the Company's issued share capital (excluding treasury shares) which may be sought solely for the purpose of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the 2022 Revised Statement of Principles; and
- (j) an additional authority up to a further 10% of the Company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or that has taken place in the 12-month period preceding the announcement of the issue (plus an additional authority of up to 2% of the Company's issued share capital (excluding treasury shares) which may be sought solely for the purpose of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the 2022 Revised Statement of Principles.

In line with the Board's recommendation last year, the Board, continue to

believe it to be in the best interest of the Company's shareholders to seek approval in accordance with the 2022 Revised Statement of Principles. Accordingly, Resolutions 16 and 17 continue to apply the increased limits of 10% of the Company's issued share capital (plus a further 2% of the Company's issued share capital to be used only for the purposes of making a follow-on offer) set out in the 2022 Revised Statement of Principles, and the Directors confirm their intention to adhere to the provisions in the 2022 Revised Statement of Principles (including the conditions specified in Part 2B of the 2022 Revised Statement of Principles).

Resolution 16 seeks the disapplication of pre-emption rights as follows:

- sub-paragraph (a) of Resolution 16 seeks authority for the Directors to allot new shares for cash by way of a pre-emptive offer or rights issue and to make any arrangements which may be necessary to deal with any legal, regulatory and practical problems arising from a rights issue or other pre-emptive offer, for example, by excluding affected shareholders from the rights issue or other pre-emptive offer;

- sub-paragraph (b) of Resolution 16 seeks authority to issue new shares (otherwise than under paragraph (a) of Resolution 16) up to a maximum aggregate nominal value of £5,299,923 equivalent to 10% of the Company's issued ordinary share capital as at 23 April 2025, being the last practicable date before the publication of this Notice; and

- sub-paragraph (c) of Resolution 16 seeks authority to limit the allotment of equity securities or sale of treasury shares (otherwise than under paragraphs (a) or (b) of Resolution 16) up to a maximum aggregate nominal value of £1,059,984.50 equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of Resolution 16 (being 2% of the Company's issued share capital), to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the 2022 Revised Statement of Principles.

Resolution 17 seeks the further disapplication of pre-emption rights as follows:

- sub-paragraph (a) of Resolution 17 seeks authority to issue new shares up to a further maximum aggregate nominal value of £5,299,923 equivalent to 10% of the Company's issued ordinary share capital as at 23 April 2025, being the last practicable date before the publication of this Notice, in connection with an acquisition or specified capital investment of a kind contemplated by the 2022 Revised Statement of Principles; and

- sub-paragraph (b) of Resolution 17 seeks authority to limit the allotment of equity securities or sale of treasury shares up to a maximum aggregate nominal value of £1,059,984.50 equal to 20% of any allotment of equity securities or sale of treasury shares from time to time, under paragraph (a) of Resolution 17 (being 2% of the Company's issued share capital), to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the 2022 Revised Statement of Principles.

It is the Company's intention that such authority under Resolution 17 would only be used in connection with an acquisition or a specified capital investment which the Company would announce at the same time as it announces the issue of shares in reliance on such authority, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue of the shares.

For the avoidance of doubt, the interests of existing shareholders are protected in that their proportionate interests in the Company cannot be reduced by more than 10% through the issue of new shares for cash and cannot be reduced by more than a further 10% through the issue of new shares for cash in connection with an acquisition or a specified capital investment, plus a further 4% of the Company's issued share capital (excluding treasury shares) pursuant to follow-on offers of the kind contemplated by paragraph 3 of Section 2B of the 2022 Revised Statement of Principles.

The Directors confirm that the authority granted by Resolution 17 will only be used in accordance with the 2022 Revised Statement of Principles.

The proposed authorities, if granted, will expire at the conclusion of the 2026 AGM or, if earlier, fifteen months from the date of the passing of the

Resolutions. It is the Directors' intention to renew these authorities annually.

Resolution 18 – amendment to the Company's Articles

Resolution 18 is proposed to amend article 43 of the Articles, specifically article 43.2, to revise the limit on the borrowing powers of the Company, and article 43.4(G), to clarify the concept of a finance lease in order to reflect technical changes to accounting standards.

Resolution 18 increases the limit on the permitted aggregate borrowings of the Company from four (4) times adjusted capital and reserves to five (5) times adjusted capital and reserves. The borrowing powers of the Company have not been reviewed since 2020, which pre-dates the Company's global expansion into the United States and France with the acquisition of Oxford Biomedica (US) LLC in 2022 and Oxford Biomedica (France) SAS in 2024 respectively, as well as the transformation from a hybrid business model to a pure-play cell and gene therapy CDMO. The proposed revision to article 43.2 reflects this transformation and the potential increased level of borrowing required by the OXB group.

Resolution 18 additionally clarifies which lease arrangements would fall within the category of a finance lease. The proposed revision to Article 43.4(G) reflects the most recent technical changes to accounting principles, which will further clarify which of OXB's lease arrangements would be considered 'Borrowings' under the Articles.

A copy of the Articles containing Amended Articles 43.2 and 43.4(G) and a copy of the Articles marked to show the changes being proposed to Articles 43.2 and 43.4(G) by Resolution 18 are available for inspection at the Company's registered office at Windrush Court, Transport Way, Oxford, OX4 6LT during normal business hours on any weekday (public holidays excepted) from the date of this Notice until the conclusion of the AGM.

Resolution 19 – notice of general meetings

Resolution 19 is proposed to approve the holding of general meetings, other than AGMs, on 14 clear days' notice in accordance with the Companies (Shareholder Rights) Regulations 2009 (the "Regulations"). The authority will be effective until the 2026 AGM, when it is intended that the approval be renewed again. The Company will also need to meet the requirements for electronic voting under the Regulations before it can call a general meeting on 14 clear days' notice. If passed, this Resolution will enable the Company to retain maximum flexibility to seek shareholder approval for any future change or transaction more quickly, where it is thought by the Directors to be an advantage to the shareholders as a whole to do so.

Form of Proxy

You will no longer automatically receive a Form of Proxy which will help reduce the Company's print and distribution costs along with the impact on the environment, however you are encouraged to submit your vote electronically via Signal Shares (www.signalshares.com) or via the VOTE+ app or if you are an institutional investor, via Proxymity (<https://www.proxymity.io>) or via CREST (if your shares are held electronically), as soon as possible, but in any event no later than 3.00 p.m. BST on 09 June 2025. Forms of Proxy are available upon request from the Company's Registrars, MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL (further details on how to submit your vote can be found in note 4 of the Notes for Shareholders). The return of a Form of Proxy or the electronic appointment of a proxy does not preclude you from attending and voting at the 2025 AGM if you so wish.

The Directors consider that the Resolutions to be proposed at the 2025 AGM are in the best interests of the Company and its shareholders, and they recommend shareholders to vote in favour of the Resolutions.

1. A shareholder entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote on a show of hands and on a poll instead of him or her. Shareholders submitting a Form of Proxy are strongly encouraged to appoint the Chair of the meeting rather than a named person as their proxy. This will ensure that your vote will be counted.

2. A proxy need not be a member of the Company. Where a shareholder appoints more than one proxy, each proxy must be appointed in respect of different shares comprised in his or her shareholding which must be identified on the proxy form. Each such proxy will have the right to vote on a poll in respect of the number of votes attaching to the number of shares in respect of which the proxy has been appointed. Where more than one joint shareholder purports to appoint a proxy in respect of the same shares, only the appointment by the most senior shareholder will be accepted as determined by the order in which their names appear in the Company's register of members. If you wish your proxy to speak at the meeting, you should appoint a proxy other than the Chair of the meeting and give your instructions to that proxy. If you are not a shareholder but you have been nominated by a shareholder to enjoy information rights, you do not have the right to appoint a proxy or proxies pursuant to note 1. Please read note 11 below.

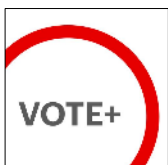
3. A corporation which is a shareholder may appoint one or more corporate representatives who have one vote each on a show of hands. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

4. You can vote either:

– by logging on to www.signalshares.com and following the instructions:

To register your vote electronically via Signal Shares (www.signalshares.com), select "Register an Account" then enter your surname, Investor Code, Postcode and an email address. Create a password and click "Register" to proceed. You will be able to vote immediately by selecting "Proxy Voting" from the menu. You can find your Investor Code ("IVC") on your share certificate, or Signal Shares users (www.signalshares.com) will find this under 'Manage your account' when logged in to the Signal Shares portal. You can also obtain this by contacting MUFU Corporate Markets, the Company's Registrars, by emailing at shareholderenquiries@cm.mpms.mufg.com or by calling +44 (0) 371 664 0391. Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

– VOTE+ is a free app for smartphone and tablet provided by MUFU Corporate Markets (the Company's Registrars). It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below:



– if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a

process which has been agreed by the Company and approved by the Registrars. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 3.00 p.m. BST on 09 June 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

– in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

5. If you need help with voting online, or require a paper Form of Proxy, please contact the Company's Registrars, MUFU Corporate Markets, by email at shareholderenquiries@cm.mpms.mufg.com, or by phone on 0371 664 0391 if calling from the United Kingdom, or +44 (0) 371 664 0391 if calling from outside of the United Kingdom. Calls will be charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The lines are open between 9.00 a.m.– 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales.

In order for a proxy appointment to be valid, a proxy instruction must be completed. In each case the proxy instruction must be received by MUFU Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 3 p.m. BST on 09 June 2025. Shareholders who intend to appoint more than one proxy can obtain additional Forms of Proxy from MUFU Corporate Markets.

6. An abstention (or "vote withheld") option has been included on the Form of Proxy and in the available options for electronic proxy voting. The legal effect of choosing the abstention option on any Resolution is that the shareholder concerned will be treated as not having voted on the relevant Resolution. The number of votes in respect of which there are abstentions will however be counted and recorded but disregarded in calculating the number of votes for or against each Resolution.

7. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Act, the Company specifies that only those shareholders registered in the register of members of the Company as at close of business on 09 June 2025 or, in the event that the meeting is adjourned, in such register not later than 48 hours before the time of the adjourned meeting (excluding any part of a day that is not a working day), shall be entitled to attend, or vote (whether in person or by proxy) at the meeting in respect of the number of shares registered in their names at the relevant time. Changes after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting or any adjourned meeting (as the case may be).

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. 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 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 ("EUI") specification 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 Company's Registrars (ID RA10) by 3:00 p.m. BST on 09 June 2025. 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 Registrars 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 members 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.

9. Unless otherwise indicated on the Form of Proxy, CREST voting, Proximity or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

10. Completion of a proxy instruction will not affect the right of such member to attend and vote in person at the meeting or any adjournment thereof.

11. If you are a person who has been nominated under section 146 of the Act to enjoy information rights, you may have a right, under an agreement between you and the shareholder who has nominated you, to be appointed or to have someone else appointed for you as a proxy for the meeting. If you do not have such a right, or you do have such a right but do not wish to exercise it, you may have a right under such an agreement to give instructions to the shareholder who nominated you as to the exercise of the voting rights attached to the ordinary shares in respect of which you have been nominated.

12. As at 23 April 2025, being the last practicable date before the publication of this Notice, the Company's issued share capital consisted of 105,998,460 ordinary shares of 50 pence each, carrying one vote each, so that the total number of votes at such date is 105,998,460.

13. Voting on the Resolutions will be conducted by way of a poll. This will ensure an exact and definitive result.

14. Under section 527 of the Act, the Company may be required by shareholders representing at least 5 per cent of the total voting rights of all shareholders who have the right to vote at the meeting (excluding votes which attach to treasury shares) or by at least 100 shareholders who have the right to vote at the meeting and hold shares in the Company on which there has been paid up an average sum, per shareholder, of at least £100, to publish on its website a statement setting out any matter relating to: (i) the audit of the Company's accounts that are to be laid before this AGM (including the auditors' report and the conduct of the audit) or (ii) any circumstance connected with the auditors to 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 Act which, in either case, the requesting members propose to raise at the meeting. Such a request may be in hard copy or in electronic form, must identify the statement to which it relates, must be authenticated by the person or persons making it and must be received by the Company at least one week before the meeting. Such requests should be sent to the Company at Windrush Court, Transport Way, Oxford, OX4 6LT or may be faxed to 01865 783001 or e-mailed to enquiries@oxb.com. The Company may not require the shareholders requesting such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on its website under section 527 of the Act, 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 this AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

15. A copy of this Notice, together with any members' statements which, in each case, have been received by the Company after the dispatch of this Notice and the other information required by section 311A of the Act are all available on the Company's website at www.oxb.com under 'Investors: Shareholder meetings, Circulars and Prospectuses'.

16. Shareholders, proxies and authorised representatives will be required to provide their names and addresses for verification against the register of members and proxy appointments received by the Company before entering the meeting. Each authorised representative must produce proof of his or her appointment, in the form of the actual appointment or a certified copy. Other than this, there are no procedures with which any such persons must comply in order to attend and vote at the meeting.

17. In normal circumstances, shareholders, proxies and authorised representatives may raise questions at the meeting concerning any business being dealt with at the meeting and will receive answers, except that a question need not be answered where it would interfere unduly with the conduct of the meeting, would involve the disclosure of confidential information, where the answer has already been given on a website in the form of an answer to a question or where it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. Shareholders are encouraged to submit questions in advance by emailing ir@oxb.com before 2.30 p.m. BST on 11 June 2025.

18. The following documents will be available for inspection at the registered office of the Company at Windrush Court, Transport Way, Oxford, OX4 6LT during normal business hours on any weekday (public holidays excepted) from the date of this Notice until the date of the 2025 AGM, and at the place of the meeting for one hour before the meeting and at the meeting itself: — copies of the Directors' service agreements and letters of appointment; — the constitutional documents of the Company, comprising the Articles; and — a copy of the Articles incorporating Amended Article 43.2, and a copy of the Articles marked to show the changes being proposed to Article 43.2 by Resolution 18.

Dr. Roch Doliveux (1)
Chair

Dr. Roch Doliveux was appointed to the Board as an Independent Non-Executive Chair in June 2020. Dr. Doliveux is currently Chair of the Board of Directors at Pierre Fabre S.A. and Vice Chair of Pierre Fabre Participations. He is also a member of the Board of Chiesi Limited, a private biopharma company. He was previously the Chief Executive Officer of UCB S.A. for ten years during which time he transformed the company from a diversified chemical group into a global biopharmaceutical leader. He was a member of the Board of UCB S.A. from 2002–2015 and from 2017–2021. In addition, Dr. Doliveux was a member of the Board of Stryker from 2010–2020 and Chair of the Compensation Committee from 2016–2020. He also chaired the Board of Vlerick Business School from 2013–2017, the Board of IMI, the largest healthcare public-private partnership in the world from 2012–2015 and GLG Institute from 2016–2022. Prior to this, Dr. Doliveux worked at Schering-Plough International, Inc. from 1990–2003 and at Ciba-Geigy AG (now Novartis) from 1982–1990. Dr. Doliveux is a Veterinary Surgeon by training and has an MBA from INSEAD.

Committee membership:
 Nomination Committee (Chair).
 Remuneration Committee.

Relevant skills:
 Corporate strategy.
 Corporate governance.
 Investor relations.

Dr. Frank Mathias (2)
Chief Executive Officer

Dr. Frank Mathias joined the Board as Chief Executive Officer in March 2023. Dr. Mathias was previously the CEO of Rentschler Biopharma SE, which he successfully developed into a leading global, full-service CDMO. Prior to Rentschler, Dr. Mathias was CEO of Medigene AG, a publicly listed immuno-oncology company focusing on the development of T-cell-based cancer therapies. He is currently the Chairman of the Board of Directors of ArcticZymes Technologies ASA, a supplier of best-in-class enzyme technologies and director of Seqens, a French private CDMO. Over the course of his 30-year career, Dr. Mathias has also served in senior roles at leading global pharmaceutical companies including Amgen Deutschland GmbH, Servier Deutschland GmbH and Hoechst AG and in 2019 was awarded the title of "EY Entrepreneur of the Year" in Germany. Dr. Mathias is a pharmacist by training and completed his Doctorate in Pharmacy at Paris VI University.

Relevant skills:
 Biotech and Pharma experience.
 CDMO Industry experience.
 CEO and global leadership.
 Manufacturing/Supply Chain.

Professor Dame Kay Davies (3)
Senior Independent Director

Professor Dame Kay Davies was appointed to the Board as an Independent Non-Executive Director in March 2021. In March 2023, Professor Davies became Senior Independent Director when the role of Deputy Chair and Senior Independent Director was divided into two roles. From 1 January 2025, Professor Davies became the designated Director by the Board to oversee engagement between the Board and the workforce. Professor Davies is a world-leading human geneticist with a research focus on the molecular analysis of neuromuscular and neurological disease. She is currently Dr. Lee's Professor

of Anatomy Emeritus and Co-Director of MDUK Oxford Neuromuscular Centre at the University of Oxford. Professor Davies also sits on the Board of UCB S.A. and Thomas White Oxford Limited. She was co-founder of Summit Therapeutics Plc, a spinout from her research activities. Previously, Professor Davies was a Director of The Biotech Growth Trust plc. and a governor of the Wellcome Trust in 2008, serving as Deputy Chair between 2013 and 2017. Professor Davies has a BA in Chemistry and a D.Phil. in Biochemistry from the University of Oxford.

Committee membership:
 Remuneration Committee.
 Nomination Committee.
 Science and Technology Advisory Committee (replaced by Innovation and Technology Excellence Board) (Chair).

Relevant skills:
 Cell and gene therapy industry experience.
 Scientific advisory.

Dr. Lucinda Crabtree (5)
Chief Financial Officer

Dr. Lucinda Crabtree joined the Board as Chief Financial Officer in September 2024. She was previously Chief Financial Officer at MorphoSys AG, where she led the finance team across the US and Germany until the closing of the acquisition by Novartis. Prior to MorphoSys, Dr. Crabtree was Chief Financial Officer at Autolus Therapeutics, a Nasdaq listed clinical stage biopharmaceutical company. Dr. Crabtree spent several years as an investment professional at institutions including Woodford Investment Management, Panmure Gordon, Goldman Sachs, J.P. Morgan (originally Bear Stearns) and Jefferies and also has experience as a board observer at several private healthcare companies. She holds a first class Bachelor of Science degree in Physiology and Pharmacology from University College London and a PhD in Pharmacology from University College London.

Relevant skills:
 Financial and business strategy.
 Corporate Governance.
 Cell and gene therapy industry experience.

Colin Bond (4)
Non-Executive Director

Colin Bond has a wealth of international experience in the CDMO and biopharma industries and was most recently Chief Financial Officer of Sandoz listed on the SIX Swiss Exchange, where he played a key role in the company's successful spin-off from Novartis. Prior to Sandoz, Mr. Bond was Chief Financial Officer of Vifor Pharma and Evotec. He also served as Chair of the Audit Committee for Siegfried AG, a leading CDMO quoted on the SIX Swiss exchange for ten years until May 2023. He is currently Non-Executive Director and Chair of the Audit Committee of BioPharma Credit PLC, a company listed on the London Stock Exchange, a member of the Supervisory Board of Formycon AG and a Non-Executive Director of Faron Pharmaceuticals Ltd, an AIM Listed company. He is also a Non-Executive director of two private companies - Agomab Therapeutics NV registered in Belgium and Medichem S.A. registered in Spain. During his early career, Mr. Bond worked as a pharmacist, auditor and management consultant for Procter & Gamble, Arthur Andersen and PwC. Mr Bond is a Fellow of the Institute of Chartered Accountants in England and Wales and a Member of the Royal Pharmaceutical Society of Great Britain. He holds a BSc in Pharmacy from Aston University and an MBA from London Business School.

Committee membership:
 Audit Committee.(with effect from January 2025).

Relevant skills:

Corporate finance and M&A.
CDMO and healthcare sector expertise.
Corporate governance and risk management.

Laurence Espinasse (6)**Non-Executive Director**

Laurence Espinasse was appointed to the Board as a Non-Executive Director in July 2024. She has more than 20 years of experience across the legal and healthcare sectors, having worked in corporate law, contract law and compliance/risks. Prior to her current role as General Counsel and Compliance Officer at Institut Mérieux, Ms. Espinasse held the role of Partner and Head of the Business Law Department at MDL Société d'Avocats, as well as the role of Manager in the Business Law Department at Ernst & Young. She obtained her professional lawyer's certificate from the École des Avocats Centre Sud in Montpellier, France and holds a postgraduate degree in Tax and Corporate Law from the University of Clermont-Ferrand, France.

Relevant skills:

CDMO Industry experience.
Cell and gene therapy industry experience.
Corporate Governance.

Robert Ghenchev (7)**Non-Executive Director**

Robert Ghenchev was appointed to the Board as a Non-Executive Director in June 2019. Mr. Ghenchev is currently Head of Growth Equity at Novo Holdings. Prior to joining Novo Holdings, he was an investment banker at Moelis & Company and Deutsche Bank in London. Mr. Ghenchev has deep corporate finance experience advising life science companies on a wide range of issues. He holds a J.Hons. B.A. degree in Finance and Economics from McGill University and a M.Sc. degree in Financial Economics from the University of Oxford.

Relevant skills:

Corporate finance.
Investor relations.

Namrata Patel (8)**Independent Non-Executive Director**

Namrata Patel was appointed to the Board as an Independent Non-Executive Director in April 2022. Ms. Patel has extensive international experience in manufacturing, contract manufacturer's and end to end Supply Chain management, as well as experience in commercialised regulated industry. She has held positions of increasing seniority in major blue chip companies including Coca Cola, W H Smith Office Supplies, Gillette, Procter & Gamble and is currently working as Chief Supply Chain Officer for Haleon plc. Ms. Patel holds a Masters in Logistics and Management from the Cranfield School of Management and a BA Hons in Public Administration from the University of South Wales, Mid Glamorgan.

Committee Membership:

Audit Committee (*ad-hoc* attendance on ESG matters).

Relevant skills:

Sustainability.
Corporate finance.

Investor relations.

Dr. Heather Preston (9)**Independent Non-Executive Director**

Dr. Heather Preston was appointed to the Board as an Independent Non-Executive Director in March 2018 and was appointed Chair of the Remuneration Committee in June 2020. Dr. Preston is also on the board of Oxford Nanopore Technologies plc and Aligos Therapeutics, a Nasdaq listed company. She is also Non-Executive Chair of Harness Therapeutics Limited, a biotechnology company. In addition,

she is a Senior Adviser to TPG Biotech and director of Azura Ophthalmics and Invenra. She has over 30 years of experience in healthcare, as a scientist, physician and management consultant and she has been an investor in life sciences and biotechnology for more than 20 years. Over the course of her career, Dr. Preston has also served as a Director on the Boards of Oxford Science Enterprises plc, Karuna Pharmaceuticals and Akouos Inc. Dr. Preston holds a degree in Medicine from the University of Oxford.

Committee membership:

Remuneration Committee (Chair).
Audit Committee (with effect from June 2024).
Nomination Committee.
Science and Technology Advisory Committee (replaced by Innovation and Technology Excellence Board) (until 31 December 2024).

Relevant skills:

Scientific advisory.
Corporate finance.
Investor relations.

Peter Soelkner (10)**Independent Non-Executive Director**

Peter Soelkner was appointed to the Board as a Non-Executive Director in March 2024. Mr. Soelkner has more than 30 years' experience in the global pharmaceutical services industry with significant CDMO expertise. He is currently Managing Director of Vetter Pharma, a global Aseptic Filling and Packaging CDMO, where over the past 15 years he has helped grow revenues from \$200 million to more than \$1 billion. In addition, he is also a member of the Board of Coriolis Pharma, a private company. Prior to Vetter, Mr. Soelkner held various senior positions at Sartorius including Vice President of the Americas region where he expanded the global footprint of the business across the US and multiple sectors. He has an MBA from Columbia Business School, New York and Masters in Chemical Engineering from TU Dortmund University, Germany.

Committee membership:

Audit Committee (with effect from September 2024).
Remuneration Committee (with effect from January 2025).
Nomination Committee (with effect from January 2025).

Relevant skills:

Corporate strategy.
Corporate Finance.
CDMO.

Appendix 2: Amended Articles 43.2 and 43.4(G)

43.2 The Board shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary undertakings (if any) so as to secure (but as regards subsidiary undertakings only in so far as by the exercise of such rights or powers of control the Board can secure) that the aggregate principal amount from time to time outstanding of all borrowings by the Group (exclusive of borrowings owing by one member of the Group to another member of the Group, other than amounts to be taken into account under Article 43.5(D)) shall not, without the previous sanction of an ordinary resolution of the Company, at any time exceed an amount equal to five times the Adjusted Capital and Reserves and the following provisions of this Article 43 shall apply in relation to the interpretation of this Article 43.2.

43.4 (G) any amount in respect of a finance lease payable by any member of the Group which would be shown as being so payable in a balance sheet prepared in accordance with the accounting principles used in the preparation of the Latest Balance Sheet;