Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of hVIVO plc ("**Company**") will be held at the offices of Cavendish Capital Markets Ltd, 1 Bartholomew Close, London, EC1A 7BL on 5 June 2025 at 11 am for the purposes of considering and voting on the resolutions below ("**AGM**"). Resolutions 1 to 10 will be proposed as ordinary resolutions and Resolutions 11 and 12 will be proposed as special resolutions. Relevant documentation can also be consulted on the Investor section of the Company's website.

Ordinary Business

Resolution 1

THAT the Audited Accounts for the 12 months ended 31 December 2024, together with the Directors' Report and Auditor's Report thereon, be received and adopted.

Resolution 2

THAT Gravita Audit Limited be re-appointed as auditor of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting at which accounts are laid before the Company.

Resolution 3

THAT the directors of the Company ("**Directors**") be authorised to fix the remuneration of Gravita Audit Limited as auditor of the Company.

Resolution 4

THAT the Report of the Remuneration Committee set out in the Company's Annual Report and Accounts for the year ended 31 December 2024 be approved.

Resolution 5

THAT Dr Yamin 'Mo' Khan be re-elected as a Director of the Company.

Resolution 6

THAT Stephen Pinkerton be re-elected as a Director of the Company.

Resolution 7

THAT Dr Elaine Sullivan be re-elected as a Director of the Company.

Resolution 8

THAT Professor Brendan Buckley be re-elected as a Director of the Company.

Resolution 9

THAT a final dividend be declared for the year ended 31 December 2024 of 0.20 pence per ordinary share in the capital of the Company payable to holders of ordinary shares on the register at the close of business on 16 May 2025.

Resolution 10

THAT in accordance with the requirements of section 551 of the Companies Act 2006 ("**Act**"), and in substitution for any existing authority (but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authority), the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities (as defined in the notes to this Resolution):

10.1 comprising equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £229,004 (representing approximately one-third of the Company's issued ordinary share capital as at 11 May 2025, the latest practicable date prior to publication of this Notice of AGM) (such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant the authority in paragraph 10.2 below) in connection with a fully pre-emptive offer:

(a) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

(b) 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 other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

10.2 in any other case, up to a maximum aggregate nominal amount of £229,004 (229,004,000 new ordinary shares in the capital of the Company, representing approximately one-third of the Company's issued ordinary share capital as at 11 May 2025, the latest practicable date prior to publication of this Notice of AGM) (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph 10.1 above),

PROVIDED that such authority shall expire on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2026; and (ii) the date falling 15 months from the date of the passing of this Resolution unless any such authorities are renewed, varied or revoked by the Company prior to or on that date and provided also that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after such expiry and Directors may allot shares in the Company or grant rights pursuant to any such offer or agreement as if the authority conferred by this Resolution had not expired.

Special Business

Resolution 11

THAT, subject to Resolution 10 being passed, in accordance with section 570(1) of the Act, and in substitution for any existing authority, the Directors be and they are hereby empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities conferred by Resolution 10 as if section 561 of the Act did not apply to such allotment, **PROVIDED** that this power shall be limited to:

11.1 the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under Resolution 10.1, by way of a fully pre-emptive offer only and subject to the aggregate nominal amount permitted from time to time under Resolution 10.1):

(a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

(b) 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 other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

11.2 the allotment of equity securities (otherwise than pursuant to paragraph 11.1 of this Resolution) to any person up to a maximum aggregate nominal amount of £68,701 (representing approximately 10 per cent. of the Company's issued ordinary share capital as at 11 May 2025, the latest practicable date prior to publication of this Notice of AGM),

PROVIDED ALSO that such powers shall expire on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2026; and (ii) the date falling 15 months from the date of the passing of this Resolution unless any such power is renewed, revoked or varied by special resolution and that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities pursuant to any such offer or agreement as if such powers had not expired.

Resolution 12

THAT the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Act to make one or more market purchases (within the meaning of Section 693(4) of the Act) on the London Stock Exchange of ordinary shares of 0.1 pence each in the capital of the Company PROVIDED THAT:

(a) the maximum aggregate number of shares hereby authorised to be purchased is 68,701,408 ordinary shares of 0.1 pence each (representing approximately 10 per cent. of the Company's issued ordinary share capital as at 11 May 2025, the latest practicable date prior to publication of this Notice of AGM);

(b) the minimum price (exclusive of expenses) which may be paid for such shares is 0.1 pence per share;

(c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall not be more than 105 per cent. of the average closing middle market quotation for an ordinary share as derived from the London Stock Exchange plc for the five business days immediately preceding the date on which the ordinary share is purchased;

(d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Company's next annual general meeting; and

(e) the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

By order of the Board

Beach Secretaries Limited
Company secretary

Registered office: -
40 Bank Street
Floor 24, London
England, E14 5NR

Registered number: - 07514939

12 May 2025

Notice of Annual General Meeting

Explanatory Notes

Resolution 1

The Directors are required by law to lay the Audited Accounts and the Directors' Report and Auditor's Report for the 12 months ended 31 December 2024 before a general meeting of the Company. At the AGM, these documents will be presented to shareholders.

Resolution 2

The auditor is required to be re-appointed at each annual general meeting at which Audited Accounts are laid. The Directors, on the recommendation of the Audit Committee (which has evaluated the effectiveness and independence of the external auditor), are proposing the re-appointment of Gravita Audit Limited as auditor.

Resolution 3

This resolution authorises the Directors to fix the auditor's remuneration. It is considered best practice to provide for this authority in a separate resolution and not link it to the appointment of the auditor in Resolution 2.

Resolution 4

This resolution seeks shareholder approval of the Report of the Remuneration Committee, as set out in the Annual Report and Accounts for the year ended 31 December 2024. The vote is advisory only.

Resolutions 5 to 8

In accordance with the QCA Corporate Governance Code 2023 ("**2023 Code**"), all directors of companies should be subject to annual re-election. As announced on 10 April 2025, Mr Cathal Friel has decided not to seek re-election and as announced on 12 May 2025 Mr Martin Gouldstone will not be seeking re-election. Resolutions 5 to 8 seek your approval to re-elect each of the other directors.

Biographical details of all of the directors seeking re-election are set out on pages 52 to 54 in the annual report and accounts for the year ended 31 December 2024 and appear on the Company's website. The Board has no hesitation in recommending the election of the Directors to shareholders. In making these recommendations, the Board confirms that it has given careful consideration to the Board's balance of skills, knowledge and experience and is satisfied that each of the Directors putting themselves forward for election has sufficient time to discharge their duties effectively, taking into account their other commitments.

Resolution 9

Shareholders are asked to approve a final dividend of 0.20 pence per ordinary share of 0.1 pence each in the Company for the financial year ended 31 December 2024. If the recommended final dividend is approved, the dividend will be paid on 11 June 2025 to all shareholders appearing on the Company's Register of Members at the close of business on 16 May 2025. The final dividend, if approved, would equate to an aggregate payment of approximately £1.374 million.

Resolution 10

This is an ordinary resolution that deals with the Directors' authority to allot Relevant Securities in accordance with section 551 of the Act and is in place of any and all existing authorities.

If passed, the resolution will authorise the Directors to allot: (i) in relation to a rights issue or open offer only, equity securities (as defined by section 560 of the Act) up to a maximum nominal amount of £229,004 which represents approximately one-third of the Company's issued ordinary shares as at 11 May 2025. This maximum is reduced by the nominal amount of any Relevant Securities allotted under the authority set out in paragraph 10.2 of Resolution 10; and (ii) in any other case, Relevant Securities up to a maximum nominal amount of £229,004 which represents approximately one-third of the Company's issued ordinary shares as at 11 May 2025. This maximum is reduced by the nominal amount of any equity securities allotted under the authority set out paragraph 10.1 of Resolution 10.

The authority granted by this resolution will expire on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2026, and (ii) the date falling 15 months from the date of the passing of the resolution, unless any such authorities are renewed, varied or revoked by the Company prior to or on that date. In this regard, it should be noted that the authority conferred at the general meeting of the Company held on 13 May 2024 will expire at the end of the AGM.

In Resolution 10, **Relevant Securities** means (i) shares in the Company, other than shares allotted pursuant to: (a) an employee share scheme (as defined in section 1166 of the Act); (b) a right to subscribe for shares in the Company where the grant of the right itself constitutes a Relevant Security; or (c) a right to convert securities into shares in the Company where the grant of the right itself constitutes a Relevant Security; and (ii) any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined in section 1166 of the Act). References to the allotment of Relevant Securities in Resolution 10 includes the grant of such rights.

Resolution 11

This is a special resolution to disapply statutory pre-emption rights otherwise applicable to the Company in respect of Resolution 10. In this regard, it should be noted that the authority conferred at the general meeting of the Company held on 13 May 2024 will expire at the end of the AGM.

This resolution will, if passed, give the Directors power, pursuant to the authority to allot granted by Resolution 10, to allot equity securities (as defined by section 560 of the Act) for cash without first offering them to existing shareholders in proportion to their existing holdings: (a) in connection with a rights issue or open offer subject to any arrangements that the Directors consider appropriate to deal with fractions and overseas requirements; and (b) in any other case, up to a maximum nominal amount of £68,701 which represents approximately 10 per cent. of the Company's issued ordinary share capital as at 11 May 2025.

Resolution 12

A special resolution will be proposed to authorise the Directors to make one or more market purchases for the purposes of Section 701 of the Act. The maximum number of shares which may be acquired pursuant to this authority is 68,701,408, which is equal to approximately 10 per cent. of the issued ordinary share capital of the Company as at 11 May 2025, the latest practicable date prior to publication of this Notice of AGM. This authority will expire at the conclusion of the annual general meeting in 2026.

The Directors currently have no intention of using their authority to make market purchases. Should this change and the Directors decide to make market purchases, they will only do so if such market purchases are expected to result in an increase in the Company's earnings per share and are in the best interests of the Company's shareholders. The Directors must ensure that any market purchases made are made between a minimum price of 0.1 pence per ordinary share and a maximum price equal to 105 per cent. of the average of the middle market quotations for the ordinary shares of the Company derived from the London Stock Exchange plc for the five business days immediately preceding the date on which the ordinary share is purchased.

The Company may either cancel any ordinary shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

Board and committee independence

The Board consists of a Non-Executive Chair, two Executive Directors and three Non-Executive Directors. Following the AGM, and subject to the passing of the relevant resolutions, the Board will consist of an Interim Non-Executive Chair, two Executive Directors and one Non-Executive Director until replacements for the Chair and the Non-Executive Director are appointed, recruitment of which are in full progress. The Company looks to have at least two independent Non-Executive Directors within the meaning of the QCA Code and expects to appoint a new independent Non-Executive Director to the board prior to the AGM. The Board has determined that Dr Elaine Sullivan is independent in character and judgement and that there are no relationships or circumstances which could materially affect or interfere with the exercise of her independent judgement. The Board believes this combination of Executive and Non-Executive Directors allows it to exercise objectivity in decision making and proper control of the Group's business and that this composition is appropriate in view of the size and requirements of the Group's business.

Notice of Annual General Meeting

NOTES:

1. As a member of the Company who is entitled to attend and vote at the AGM, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the AGM and you should have received a Form of Proxy with this Notice of AGM. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

2. A proxy does not need to be a member of the Company but must attend the AGM to represent you. Details of how to appoint the Chair of the Meeting or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. If you wish your proxy to speak on your behalf at the AGM, you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them.

3. To appoint a proxy using the form accompanying this Notice of AGM, the Form of Proxy must be:
   - completed and signed;
   - sent or delivered to our Registrars, Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA; or
   - scanned as a PDF file and sent by email to ProxyVotes@equiniti.com; and
   - received by our Registrars Equiniti no later than 11 am on 3 June 2025.

4. In the case of a member which is a company, the Form of Proxy 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 Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

5. 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.

6. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

7. 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 our Registrars, Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA, to be received by the Company's Registrars no later than 11 am on 3 June 2025. 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.

8. 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.

9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using 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.

10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA19) by 11 am on 3 June 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

11. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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 sponsored member, or has appointed a voting service provider, 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

12. 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. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11 am on 3 June 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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.

13. As at 11 May 2025 (being the last business day prior to the publication of this Notice of AGM) the Company's issued share capital consists of 687,014,088 ordinary shares of 0.1 pence each carrying one vote each. The total voting rights in the Company as at close of business on 11 May 2025 are therefore 687,014,088.

14. Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755) the Company has specified that only those members registered on the Register of Members of the Company at 6.30pm on 3 June 2025 shall be entitled to attend and vote at the AGM in respect of the number of ordinary shares registered in their name at that time. Changes to the Register of Members after 6.30pm on 3 June 2025 shall be disregarded in determining the rights of any person to attend and vote at the AGM.