

# Notice of the 2024 Annual General Meeting of ImmuPharma PLC

(the "Company")



NOTICE IS HEREBY GIVEN that the 2024 Annual General Meeting ("AGM") of the Company will be held at the offices of Evelyn Partners, 45 Gresham Street, London, EC2V 7BG, on Friday 28th June 2024 at 11:00 am (London time).

## Ordinary Business

To consider and if thought fit, to pass the following resolutions. Resolutions 1 to 6 being proposed as ordinary resolutions and Resolution 7 being proposed as a special resolution:

1. To receive the accounts of the Company for the year ended 31 December 2023 together with the reports thereon of the directors and auditors of the Company.
2. To re-appoint Dr Laurence Reilly as a director of the Company.
3. To re-appoint Dr Sebastien Goudreau as a director of the Company.
4. To re-appoint Lisa Baderoon as a director of the Company.
5. To re-appoint CLA Evelyn Partners Limited as Auditor of the Company, to hold office from the conclusion of the meeting, until the conclusion of the next general meeting at which the accounts are laid before the Company at a remuneration to be determined by the directors.
6. That the directors be and they are hereby 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 allot shares or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £832,875 (consisting of 83,287,453 ordinary shares of 1 pence each), provided that this authority shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution, except that the Company may before the expiry of such period, make an offer or agreement which would, or might, require shares to be allotted after the expiry of such period and the directors may allot shares in pursuance of any such offer or agreement, as if the authority conferred hereby had not expired. This authority is in substitution for any existing like authority, which is hereby revoked with immediate effect.

## Special Resolution

7. That, subject to the passing of Resolution 6 the directors be and they are hereby empowered pursuant to section 571 of the Act to allot equity securities (as defined in section 560 of the Act), pursuant to the authority conferred upon them by Resolution 6 above, as if section 561 of the Act did not apply to any such allotment provided that such power shall be limited to the allotment of equity securities:
  - a. in connection with an offer of such securities by way of rights to holders of the ordinary shares in proportion (as nearly as may be practicable), to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
  - b. otherwise than pursuant to sub-paragraph 5.a, equity securities up to an aggregate nominal amount of £832,875 (consisting of 83,287,453 ordinary shares of 1 pence each),

The power granted by this Resolution 7 will expire on the conclusion of the next Annual General Meeting of the Company, unless renewed or extended prior to such time except that the Company may, before the expiry of any power contained in this Resolution 7, 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 in pursuance of such offer or agreement, as if the power conferred hereby had not expired. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(2)(b) of the Act as if in the first paragraph of this Resolution the words "pursuant to the authority conferred upon them by Resolution 4 above" were omitted.

Date: 5 June 2024

Registered Office:  
One Bartholomew Close  
London  
EC1A 7BL

By Order of the Board  
  
Ward Williams Limited  
Secretary

# Notice of the 2024 Annual General Meeting (continued)

## Notes:

### Entitlement to vote

1. Only those members registered on the Company's register of members at 6.00 pm on the day falling two days prior to the date of the Meeting (or if this Meeting is adjourned, at 6.00 pm on the day two days prior to the adjourned meeting) shall be entitled to attend and vote at the Meeting.

### Appointment of proxies

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the Meeting. You should have received a form of proxy with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman 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 Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional form(s) of proxy may be obtained by contacting the Registrars helpline on 0370 707 1014 or you may photocopy the proxy you received. Please mark (and initial) each form of proxy clearly with the number of Ordinary Shares held by you in relation to which each proxy is appointed.
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 you either select the 'Discretionary' option or 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 notes to the form of proxy explain how to direct your proxy, how to vote on each resolution or withhold their vote.
7. To be valid, a proxy appointment must be made and returned by one of the following methods:
  - (a) by completion of the Form of Proxy, in hard copy form by post, by courier or (during normal business hours only) by hand at the office of the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY ("the Registrar"). In the case of a shareholder which is a company, a hard copy Form of Proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised stating their signing capacity;
  - (b) by appointing your proxy electronically via the Registrar's website at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). You will need the Control Number, your SRN & PIN which can be found on your Form of Proxy or email communication; or
  - (c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below and in each case, the appointment must be received by no later than 11.00 am on 26 June 2024 (or, in the case of any adjournment, not later than 48 hours before the time fixed for the adjourned meeting). In calculating such 48-hour period, no account shall be taken of any part of a day that is not a working day. A shareholder that appoints a person to act on its behalf under any power of attorney or other authority and wishes to use method (a), (b) or (c) must return such power of attorney or other authority to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY prior to using such method and in any event not less than 48 hours before the time of the Annual General Meeting. If you hold your ordinary shares in uncertificated form (that is, in CREST) you may appoint a proxy by completing and transmitting a CREST message (a "CREST Proxy Instruction") in accordance with the procedures set out in the CREST manual so that it is received by the Registrar by no later than 11.00 am on 26 June 2024.

In order for a proxy, or instruction made by means of CREST to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in

accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the Form of Proxy or to 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 issuer's agent, Computershare Investor Services PLC (ID 3RA50), by the latest time(s) for receipt of Form of Proxies specified in the AGM Notice. 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. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001. CREST members and where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 therefore 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 or her 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.

8. To appoint a proxy using the form of proxy, the form and any authority under which it is executed (or a duly certified copy of such authority), must be:
  - completed and signed;
  - deposited at the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; and
  - received by Computershare Investor Services PLC no later than 48 hours (excluding non-working days) before the time fixed for the Meeting (or any adjourned meeting as the case may be).

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 .

#### **Appointment of proxy by joint members**

9. 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**

10. 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 apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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.

#### **Termination of proxy appointments**

11. In order to revoke a proxy instruction, you will need to inform Computershare Investor Services PLC by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to:

Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.

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. In either case, the revocation notice must be received by:

- Computershare Investor Services PLC no later than 48 hours (excluding non-working days) before the time fixed for the Meeting (or any adjourned meeting as the case may be);

# Notice of the 2024 Annual General Meeting (continued)

- If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid; and
- Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

## Corporate representatives

12. In order to facilitate voting by corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that:
- if a corporate member has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that member at the Meeting, then, on a poll, those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
  - if more than one corporate representative for the same corporate member attends the Meeting but the corporate member has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.
13. Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – [www.icsa.org.uk](http://www.icsa.org.uk) – for further details of this procedure. The guidance includes a sample form of representation letter to appoint the Chairman as a corporate representative as described in (i) above.

## Issued share capital and voting rights

14. On 5 June 2024, the Company's issued share capital comprised 416,437,265 ordinary shares of 1p each and 284,984,933 deferred shares of 9p each. Each ordinary share carries the right to one vote at the AGM and, therefore, the total number of voting rights in the Company on 5 June 2024 is 416,437,265.

## Documents on display

15. The following documents will be available for inspection at the offices of BDB Pitmans LLP, One, Bartholomew Close, London, EC1A 7BL, from the date of this Notice until the time of the Meeting and for at least 15 minutes prior to the Meeting and during the Meeting:
- copies of the service contracts of executive directors of the Company; and
  - copies of the letters of appointment of the non-executive directors of the Company.

## Electronic communication

16. You may not use any electronic address provided either in this notice of AGM or any related documents (including the form of proxy), to communicate with the Company for any purposes other than those expressly stated. If you have any general queries about the AGM please send all communications by post to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY and no other methods of communication will be accepted.