

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

**If you are in any doubt as to any of the contents of this document or the action you should take you are recommended to consult an independent advisor authorised under the Financial Services and Markets Act 2000. If you have recently sold or transferred all of your shares in Bioventix plc, you should forward this document and the accompanying form of proxy to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.**

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**BIOVENTIX PLC**

**NOTICE OF ANNUAL GENERAL MEETING**

**As a result of measures introduced by the UK government to combat the ongoing COVID-19 pandemic, and in order to protect the health and safety of our shareholders, this year's Annual General Meeting of Bioventix plc will be held as a closed meeting with the Company arranging for the minimum number of persons required to form the quorum to be present in order to allow the essential business of the Annual General Meeting to be conducted. In accordance with the Corporate Insolvency and Governance Act 2020, shareholders and anyone other than those forming the quorum will not be permitted to attend the Annual General Meeting. However, your vote is important and to ensure that your vote is counted, shareholders should submit a proxy appointment in advance of the meeting either electronically or by post in accordance with the instructions in this Notice of Annual General Meeting. All shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy to ensure that their vote is counted.**

**Notice is hereby given** that the Annual General Meeting of **Bioventix Plc** (the "Company") will be convened electronically in accordance with the provisions of the Corporate Insolvency and Governance Act 2020 on Thursday 10 December 2020 commencing at 2.00pm for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 7 (inclusive) will be proposed as ordinary resolutions and resolutions 8 and 9 will be proposed as special resolutions.

## **ORDINARY BUSINESS**

- Resolution 1 THAT the audited Financial Statements of the Company for the year ended 30 June 2020 and the Reports of the Directors and Auditors thereon be and are hereby received.
- Resolution 2 THAT James Cowper LLP be and are hereby reappointed as Auditors to the Company and the Directors be and are hereby authorised to agree their remuneration.
- Resolution 3 THAT Ian Nicholson who, being eligible, offers himself for re-election. be and is hereby re-elected as a director of the Company.
- Resolution 4 THAT Peter Harrison who, being eligible, offers himself for re-election. be and is hereby re-elected as a director of the Company.
- Resolution 5 THAT Nick McCooke who, being eligible, offers himself for re-election. be and is hereby re-elected as a director of the Company.
- Resolution 6 THAT Bruce Hiscock who, being eligible, offers himself for re-election. be and is hereby re-elected as a director of the Company.

## **SPECIAL BUSINESS**

### **ORDINARY RESOLUTION**

- Resolution 7 THAT the Directors be and they are generally and unconditionally hereby authorised for the purposes of Section 551 of the Companies Act 2006 (the "Act") to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £39,069 being approximately 15 per cent. of the current issued share capital of the Company. The authority referred to in this resolution shall be in substitution for all other existing authorities and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company. The Company may, at any time prior to the expiry of the authority, make an offer or agreement which would or might require relevant securities to be allotted after expiry of the authority and the Directors are hereby authorised to allot relevant securities in pursuance of such offer or agreement as if the authority had not expired.

## SPECIAL RESOLUTIONS

Resolution 8 THAT the Directors, pursuant to Section 570 of the Companies Act 2006, be and hereby empowered to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 7 as if Section 561 of the said Act did not apply to any such allotment provided that such powers shall be limited to:

- (a) the allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to the holders of ordinary shares in the Company in proportion (as nearly as may be) to their holdings of ordinary shares but subject to such exclusions or other arrangements as the Directors deem necessary or expedient to deal with equity securities representing fractional entitlements and with legal or practical problems under the laws any requirement of any regulatory body or stock exchange, in any territory; and
- (b) other than pursuant to paragraph (a) above, up to an aggregate nominal value of £13,023 being approximately 5 per cent. of the current issued share capital of the Company, and this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company. The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired

Resolution 9 THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) and provided that the requirements referred to in section 693(4) of the Companies Act 2006 are satisfied, of ordinary shares of £0.05 each in the capital (the “**Ordinary Shares**”) of the Company provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 520,933 (representing 10 per cent. of the Company’s issued ordinary share capital as at 11 November 2020, being the latest practicable date before publication of this Notice);
- (b) the minimum price (excluding expenses) which may be paid for an Ordinary Share is £0.05;

- (c) the maximum price (excluding expenses) which may be paid for each Ordinary Share is an amount equal to 105 per cent of the average of the estimated market values of an Ordinary Share for the five business days immediately preceding the date on which such share is contracted to be purchased; and
- (d) the authority conferred by this resolution shall expire on the earlier of the date which is 15 months after the date on which this resolution is passed and the date of the next Annual General Meeting of the Company save that the Company may, before the expiry of the authority granted by this resolution, make a contract for the purchase of Ordinary Shares which would or might be executed wholly or partly after the expiry of such authority.

By order of the Board

**Cargil Management Services Limited**  
Company Secretary

12 November 2020

*Registered Office*  
27/28 Eastcastle Street  
London  
W1W 8DH

*Company Number*  
04923945

## Notes:

**Covid-19: In order to ensure that your votes are cast in accordance with your wishes, you are strongly encouraged to appoint the Chairman of the meeting as your proxy given that the UK Government's restrictions mean that neither you, nor any other person you might appoint as your proxy need will be able to attend the meeting in person. In addition, the Chairman of the meeting will direct that voting on all other resolutions will take place by way of a poll, rather than a show of hands, to ensure that proxy votes are recognised in order to accurately reflect the views of shareholders.**

1. As a member, you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the Meeting. A proxy need not be a member of the Company. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to the different shares. You may not appoint more than one proxy to exercise the rights attached to any one share. A form of proxy is enclosed.
2. To be valid, any proxy form or other instrument of proxy and any power of attorney or other authority, if any, under which they are signed or a notarially certified copy of that power of attorney or authority should be sent to the Company's Registrar, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by email to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) so as to arrive not less than 48 hours before the time fixed for the Meeting (excluding non-business days).
3. The return of a completed proxy form, other instrument of proxy will not prevent you attending the Meeting and voting in person if you wish to do so.
4. To have the right to attend and vote at the Meeting a member must first have his or her name entered in the Company's register of members by not later than 48 hours before the time fixed for the Meeting (excluding non-business days) (or in the event that the Meeting is adjourned, 48 hours before the time of the adjourned Meeting (excluding non-business days)). Changes to entries on that register after that time shall be disregarded in determining the rights of any member to attend and vote at the Meeting referred to above.
5. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent 7RA36 by 2.00pm on 8 December 2020, being not less than 48 hours before the time appointed for the holding of the meeting. 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. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. As at the close of business on 11 November 2020, the Company's issued share capital comprised 5,209,333 ordinary shares of £0.05 each. Each ordinary share carries the right to one vote at a general meeting of the Company.