

# 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.**

## Bioventix PLC

### Notice of Annual General Meeting

**NOTICE is hereby given that the Annual General Meeting (“AGM”) of Bioventix Plc (the “Company”) will be held at Farnham Castle, Farnham, Surrey, GU9 0AG on Thursday 8 December 2022 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 2022 and the Reports of the Directors and Auditors thereon be and are hereby received.

#### **Resolution 2**

THAT Kreston Reeves 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 Nicholas 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 approximately 10 per cent. of the current issued share capital of the Company);
- (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

#### **Registered Office**

27/28 Eastcastle Street  
London W1W 8DH

#### **Company Number**

04923945

**8 November 2022**

## Notes:

1. Shareholders will only be entitled to attend and vote at the Annual General Meeting if they are registered as the holders of Ordinary Shares at 2.00pm on Tuesday 6 December 2022. If the Annual General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to vote at the adjourned meeting is 48 hours prior to the date and time fixed for the adjourned meeting. Changes to entries on the register of members of the Company later than the time and date falling 48 hours prior to the meeting (or any adjournment thereof) will be disregarded in determining the rights of any person to vote at the meeting.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, vote and speak at the meeting provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a shareholder of the Company.
3. You can register your vote(s) for the Annual General Meeting either:
  - by logging on to [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form);
  - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX using the proxy form accompanying this notice;
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 6 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 2.00pm on 6 December 2022.

4. Shareholders can:
  - appoint a proxy or proxies and give proxy instructions by voting online or returning the enclosed form of proxy by post (see note 5); or
  - if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 6).
5. A form of proxy is enclosed for use by the shareholders of the Company. To be effective, it must be deposited with the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX so as to be received no later than 48 hours before the time appointed for holding the meeting. Completion of the proxy does not preclude a shareholder from subsequently attending and voting at the meeting if he or she so wishes. In the case of a shareholder 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.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear specifications and must contain the information required for such instructions, as described in the CREST Manual. 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 issuer's agent (ID:7RA36) no later than 2.00pm on 6 December 2022, or, in the event of an adjournment of the Annual General Meeting, 48 hours before the adjourned 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 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.

## Notes continued:

- 8.** 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 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 personal member or sponsored member, or has appointed a voting service provider(s), to procure that his/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.
- 9.** 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.
- 10.** A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
- 11.** The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.
- 12.** Any person to whom this Notice of Meeting is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such Proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of Proxies in paragraphs 2 and 3 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.
- 13.** Any shareholder attending a meeting of the Company has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
  - a. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - b. the answer has already been given on a website in the form of an answer to a question; or
  - c. it is undesirable in the interests of the Company or the good order of the meeting that the questions be answered
- 14.** As at the close of business on 4 November 2022, 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.