

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Bioventix Plc (the "Company") will be held at The Winchester Suite, Farnham Castle, Farnham, Surrey, GU9 0AG on Wednesday 7 December 2016 commencing at 2.00pm for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 4 (inclusive) will be proposed as ordinary resolutions and resolutions 5 and 6 will be proposed as special resolutions.

ORDINARY BUSINESS

Resolution 1 THAT the audited Financial Statements of the Company for the year ended 30 June 2016 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 Peter Harrison, who retires by rotation, be and is hereby re-elected as a director of the Company.

SPECIAL BUSINESS ORDINARY RESOLUTION

Resolution 4 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 £37,831. 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 5 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 4 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) the allotment, otherwise than pursuant to (a) above of equity securities;
 - (i) arising from the exercise of options and warrants outstanding at the date of this resolution;
 - (ii) pursuant to one or more placings of equity securities by the Company for cash to raise up to £50,000 (in aggregate); and
- (c) other than pursuant to (i) and (ii) above, up to an aggregate nominal value of £37,831 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 6 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 509,865 (representing 10 per cent. of the Company’s issued ordinary share capital as at the date on which this resolution is passed);
- (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 18 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

10 November 2016

Notes:

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 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. Copies of all Directors' service contracts of more than one year's duration will be available for inspection at the Company's office during usual business hours until the date of the Annual General Meeting, and at the place of the Meeting for or least 15 minutes before the Meeting until the conclusion of the Meeting.
6. Copies of the Articles of Association of the Company will be available for inspection at the Company's office from 12 November 2015 to and including the date of the Meeting during normal business hours on any day (Saturdays, Sundays and public holidays excepted) and will also be available at the Meeting for at least 15 minutes before the Meeting until its conclusion.