

Allergy Therapeutics ^{PLC}

Notice of Annual General Meeting

Friday 8 March 2024

Directors:

Peter Jensen O.B.E. (Non-Executive Chairman)
Manuel Llobet (Chief Executive Officer)
Cheryl MacDiarmid (Non-Executive Director)
Tunde Otulana (Non-Executive Director)
Anthony Parker (Non-Executive Director)
Zheqing (Simon) Shen (Non-Executive Director)
Mary Tavener (Non-Executive Director)

Registered Office:

Dominion Way
Worthing
West Sussex BN14 8SA

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Allergy Therapeutics plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Annual General Meeting

8 February 2024

Dear Shareholder,

2023 Annual General Meeting

I am writing to provide you with details of the arrangements we have made for the Annual General Meeting ("AGM") of Allergy Therapeutics plc (the "Company"), which will be held at the offices of Cooley (UK) LLP at 22 Bishopsgate, London EC2N 4BQ on 8 March 2024 at 11:00 a.m. The notice convening the AGM is set out on pages 5 to 8 of this document and more information on the AGM and resolutions to be considered at the AGM is set out below.

Voting on the business of the AGM will be conducted by way of a poll, to reflect the proxy voting instructions received. Our registrars must receive your proxy appointment by 11:00 a.m. on 6 March 2024.

Shareholder questions

We welcome your questions on the business of the AGM and encourage you to send these questions to cossec@allergytherapeutics.com in good time ahead of the AGM.

Action to be taken

Please register your proxy vote no later than 11:00 a.m. on 6 March 2024 via our registrar's website www.signalshares.com, or you may request a paper proxy form from our registrar, or if you are a CREST member, via the CREST electronic appointment service. Further details of how to register your proxy vote are contained within the notes to the Notice of AGM. The return of a form of proxy will not preclude a shareholder from attending and voting at the AGM if he/she so wishes. You are urged to appoint the chair of the AGM as your proxy, with voting instructions, in advance of the AGM.

Persons intending to attend the AGM in person will need a QR code to access the AGM venue. Such QR code will need to be displayed on a smartphone or similar device. A QR code will be able to be obtained in advance by emailing the Registrars at meetingsadvisoryteam@linkgroup.co.uk with your full name and email address. Persons who have not obtained a QR code in advance will be able to obtain one at the AGM venue.

Resolutions to be proposed at the AGM

Resolutions 1 to 9 deal with the ordinary business that normally takes place at the AGM and Resolutions 10, 12 and 13 relate to special business that normally takes place at the AGM. Resolutions 11 and 14 relate to the approval of the issue of warrants in connection with the amendment to the facility agreement dated 6 April 2023 with SkyGem Acquisition Limited (an affiliate of ZQ Capital Management Limited) and Southern Fox Investments Limited (together the "Lenders"), dated, and as announced by the Company, on 27 December 2023 (the "Amended Facility"). Explanation of all of the Resolutions is set out below.

Resolution 1 – Approval of 2023 Accounts

The directors of the Company (the "Directors" or the "Board") are required by the Companies Act 2006 (the "Companies Act") to lay before the Company in general meeting copies of the Directors' reports, the independent auditor's report and the audited consolidated financial statements of the Company in respect of each financial year.

Resolution 1 is an ordinary resolution to receive the Company's annual report and accounts for the year ended 30 June 2023 (the "2023 Accounts"), including the Directors' report, the consolidated financial statements and the auditors' report of the Company for the year ended 30 June 2023.

Resolution 2 – Approval of Directors' Remuneration Report

Resolution 2 is an ordinary resolution to approve the Directors' remuneration report, as set out on pages 52 to 59 of the 2023 Accounts, in respect of the year ended 30 June 2023. The Directors' remuneration report sets out details of each Director's remuneration during the financial year ended 30 June 2023. In accordance with the relevant regulations, the resolution is an advisory vote and non-binding and does not affect the remuneration already paid to any Director.

Resolutions 3 and 4 – The re-election of Mary Tavener and Tunde Otulana

The Company's articles of association (the "Articles") contain standard provisions with respect to the retirement of Directors (i) by rotation and (ii) who have been appointed by the Board since the previous annual general meeting. As all Directors were reappointed by shareholders at the last annual general meeting, the Board has selected Mary Tavener and Tunde Otulana to retire by rotation at the AGM in compliance with the Articles. As the Company failed to hold an annual general meeting within the six-month period of its accounting reference date, those Directors who were required to retire in accordance with the Articles (being Mary Tavener and Tunde Otulana as selected by the Board) at an annual general meeting held within such period were deemed to retire automatically on 31 December 2023. The Board re-appointed Mary Tavener and Tunde Otulana as Directors with effect from 31 December 2023. Consequently, the shareholders are being asked to confirm these re-appointments at this AGM under article 72.1 of the Articles.

Resolutions 5 and 6 – The re-election of Manuel Llobet and Cheryl MacDiarmid

As a technical consequence of being selected by the Board to retire by rotation under article 73 of the Articles, Mary Tavener and Tunde Otulana were deemed to retire automatically on 31 December 2023 and were re-appointed by the Board as Directors on 31 December 2023. As a result, as explained in relation to Resolutions 3 and 4 above, Mary Tavener and Tunde Otulana are subject to re-election under article 72.1 of the Articles and the Board is therefore required under the Articles to select two additional Directors to retire by rotation and stand for re-election at the AGM under article 73. The Board has selected Manuel Llobet and Cheryl MacDiarmid to retire by rotation at the AGM in compliance with the Articles. The shareholders are being asked to vote on these proposed re-elections at this AGM under article 73 of the Articles.

Resolution 7 – The re-election of Peter Jensen O.B.E. as Director

The Quoted Companies Alliance (QCA) Corporate Governance Code (the “QCA Code”) provides that any non-executive directors should be independent to be able to provide appropriate oversight and to perform their role. The QCA Code also provides that whilst concurrent tenure with the Board for more than nine years does not automatically taint independence, it does present a presumption to be rebutted. The Board is able to exercise its own judgment as to the independence of its Directors and determine its own mechanisms to assess independence and rebut the presumption. Consequently, the Board has agreed that it is good practice for any such Director to be re-elected on an annual basis.

Peter Jensen O.B.E. will retire as a Director at the AGM and has offered himself for re-election pursuant to Resolution 7. Mr Jensen has served for more than nine years on the Board and, during this time, the Board has received significant benefit from his expertise. On behalf of the Nomination Committee (excluding Mr Jensen), Tunde Otulana, as Senior Independent Director, led a review of the Chairman’s appointment. The review determined that the Chairman continues to perform his role effectively and that he continues to be independent in character and judgement. The Board therefore concluded that Peter Jensen O.B.E. should continue in his role as Chairman. The Committee will review this position again in advance of the Company’s annual general meeting in 2024. Accordingly, the Board recommends that shareholders vote in favour of this resolution.

Resolutions 8 and 9 – Reappointment and remuneration of the auditor

On the recommendation of the Audit and Risk Committee, the Board proposes the reappointment of BDO LLP as the Company’s auditor for the financial year ending 30 June 2024.

Resolution 9 authorises the Audit and Risk Committee, on behalf of the Board, to determine and agree the auditor’s remuneration.

Resolution 10 – Authority to allot shares

The Companies Act provides that Directors must be authorised before they can allot, or grant options over, new shares. That authority has to be given by ordinary resolution. The Companies Act also provides that any new shares issued for cash must first be offered pro-rata to existing shareholders unless the statutory pre-emption procedure is disapplied by special resolution.

The authority to allot shares contained in paragraph 10.1 of Resolution 10 will, if passed, authorise the Directors to allot shares or grant rights to subscribe for or to convert any security into such shares in the Company up to a maximum nominal amount of £1,588,813.31. This amount represents approximately one-third of the total issued share capital of the Company. The authority to allot shares contained in paragraph 10.2 of Resolution 10 will, if passed, authorise the Directors to allot shares (including the shares and rights referred to in sub-paragraph 10.1) up to a maximum nominal amount of £3,177,626.62 in connection with a pre-emptive offer to existing shareholders by way of a rights issue. This amount represents approximately two-thirds of the total issued share capital of the Company. The authorities in Resolution 10 will expire at the next annual general meeting of the Company or 31 December 2024, whichever occurs first.

Resolution 11 – Authority to issue warrants

On 27 December 2023, the Company entered into the Amended Facility with the Lenders. The Amended Facility provides the Company with a £40 million secured loan facility of which £7.5 million is committed and £32.5 million is uncommitted.

In connection with the Amended Facility, the Company also agreed, subject to shareholder approval (being sought at the AGM), to issue to the Lenders warrants to subscribe for new ordinary shares of 0.1 pence each in the capital of the Company (“**Ordinary Shares**”) at a price of 4 pence per share (the “**Warrants**”) pursuant to the terms of a warrant instrument dated 27 December 2023 (the “**Warrant Instrument**”) following each drawdown under the Amended Facility. The entitlement to the Warrants will be 25 Warrants for each £1 drawn down under the Amended Facility with a maximum of 1,000,000,000 Warrants. The Warrants will be exercisable in whole or in part from 1 July 2024 until 15 January 2027.

The authority under Resolution 11, which is proposed as an ordinary resolution, allows the Directors to grant rights to subscribe for Ordinary Shares pursuant to the issue of the Warrants in accordance with the terms of the Warrant Instrument.

The authority under this Resolution 11 will expire on 30 June 2026.

Resolutions 12 and 13 – Disapplication of pre-emption rights

Under section 561 of the Companies Act, if the Directors wish to allot any equity securities for cash (other than in connection with any employee share scheme) they must offer them to existing shareholders in the first instance in proportion to their holdings. This is called pre-emption rights. Resolution 12 will, in line with the latest institutional shareholder guidelines, including the revised Statement of Principles published by the Pre-Emption Group in November 2022 (the “**2022 Statement of Principles**”), give the Directors the authority to allot equity securities for cash without first being required to offer such shares to existing shareholders for a period expiring at the conclusion of the next annual general meeting of the Company or 31 December 2024, whichever occurs first.

If approved, Resolution 12, which is proposed as a special resolution and follows the Pre-Emption Group’s template resolution, will empower the Directors, in accordance with the 2022 Statement of Principles, to issue shares in connection with a rights issue or other pre-emptive offer and otherwise to issue shares and/or sell treasury shares for cash: (A) for general corporate purposes (under paragraph 12.2 of the resolution), up to a maximum nominal amount of £476,643.99 (representing approximately 10% of the issued share capital of the Company as at 6 February 2024 (being the latest practicable date prior to publication of this document)); and (B) for the purposes of making a follow-on offer to existing shareholders (under paragraph 12.3 of the resolution and as described in the 2022 Statement of Principles), up to an additional aggregate amount equal to 20% of any allotment under paragraph 12.2 of the resolution. The maximum additional nominal amount that could be issued under paragraph 12.3 of the resolution (based on the authority under paragraph 12.2 being used in full) is £95,328.79 (representing approximately 2% of the issued share capital of the Company as at 6 February 2024).

Annual General Meeting

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Resolutions to be proposed at the AGM continued Resolutions 12 and 13 – Disapplication of pre-emption rights continued

The Directors have no present intention of exercising this authority. However, if they do exercise this authority, they intend to follow best practice as regards its use, including: (i) following the shareholder protections in Part 2B of the 2022 Statement of Principles; and (ii) in respect of any follow-on offer, following the expected features set out in paragraph 3 of Part 2B of the 2022 Statement of Principles.

Resolution 13 requests further shareholder approval, by way of a separate special resolution in line with the best practice guidance issued by the Pre-Emption Group, for the Directors to allot equity securities and/or sell treasury shares for cash without first being required to offer such securities to existing shareholders. The resolution follows the Pre-Emption Group's template resolution and reflects the 2022 Statement of Principles.

The authority granted by this resolution, if passed, will be limited to the allotment of equity securities and the sale of treasury shares for cash: (A) under paragraph 13.1 of the resolution, up to an aggregate nominal value of £476,643.99 (representing approximately 10% of the issued share capital of the Company as at 6 February 2024 (being the latest practicable date prior to publication of this document)), to be used only in connection with an acquisition or other capital investment of a kind contemplated by the 2022 Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding 12-month period and is disclosed in the announcement of the allotment; and (B) under paragraph 13.2 of the resolution, up to an additional aggregate amount equal to 20% of any allotment under paragraph 13.1 of the resolution, for the purposes of making a follow-on offer to existing shareholders as described in the 2022 Statement of Principles. The maximum additional nominal amount that could be issued under paragraph 13.2 of the resolution (based on the authority under paragraph 13.1 being used in full) is £95,328.79 (representing approximately 2% of the issued share capital of the Company as at 6 February 2024).

The authority granted by this resolution would be in addition to the general disapplication of pre-emption rights under Resolution 12.

The Directors have no present intention of exercising this authority. However, if they do exercise this authority, they intend to follow best practice as regards its use, including (i) following the shareholder protections in Part 2B of the 2022 Statement of Principles and (ii) in respect of any follow-on offer, following the expected features set out in paragraph 3 of Part 2B of the 2022 Statement of Principles.

The proposed authority under Resolution 13 will expire at the conclusion of the next annual general meeting of the Company or 31 December 2024, whichever occurs first.

The new authorities are being sought so as to maintain flexibility in the financing of the Company and to give the Directors the opportunity to take advantage of business opportunities as they arise. The Directors remain committed to growing the Company both organically and through acquisitions and to review potential acquisitions as opportunities arise. In addition to funding acquisitions through the issue of shares, the authorities will enable the Directors to raise additional working capital by way of a placing. The Directors have no present intention of using these authorities. It is the Directors' intention to seek renewal of these authorities annually.

Resolution 14 – Disapplication of pre-emption rights in relation to the Warrants

Resolution 14 is a special resolution to approve the disapplication of statutory pre-emption rights under section 561 of the Companies Act in respect of the Directors granting rights to subscribe for Ordinary Shares pursuant to the issue of the Warrants.

The authority granted by this resolution would be in addition to the general disapplication of pre-emption rights under Resolutions 12 and 13.

The proposed authority under Resolution 14 will expire on 30 June 2026.

Recommendation

Your Directors believe that the above proposals are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all the resolutions, as the directors intend to do in respect of their own beneficial shareholdings, totalling 9,166,200 shares, representing approximately 0.19% of the issued share capital of the Company as at 6 February 2024, being the last practicable date before posting of this document.

In addition, pursuant to the terms of the Amended Facility, SkyGem Acquisition Limited and Southern Fox Investments Limited have each undertaken to vote, or procure that the registered holder of the Ordinary Shares of which each of SkyGem Acquisition Limited and Southern Fox Investments Limited, respectively, are a beneficial holder (totalling 4,405,608,931 shares in aggregate, representing approximately 92.43% of the issued share capital of the Company as at 6 February 2024, being the last practicable date before posting of this document) vote, in favour of Resolutions 11 and 14 in connection with the Warrants.

Yours sincerely

Peter Jensen O.B.E.

Chairman

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting (the "AGM") of Allergy Therapeutics plc (the "Company") will be held at the offices of Cooley (UK) LLP at 22 Bishopsgate, London EC2N 4BQ on 8 March 2024 at 11:00 a.m.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 11 will be proposed as ordinary resolutions and Resolutions 12 to 14 will be proposed as special resolutions.

Ordinary Resolutions:

1. To receive the Directors' report, the consolidated financial statements and the auditors' report of the Company for the year ended 30 June 2023 (the "**2023 Accounts**").
2. To approve the Directors' remuneration report, as set out on pages 52 to 59 of the 2023 Accounts.
3. To re-elect as a Director of the Company Tunde Otulana who automatically retired by rotation on 31 December 2023 and was re-appointed by the Directors with effect from 31 December 2023 in accordance with the Articles of Association of the Company (the "**Articles**") and offers himself for re-election pursuant to article 72.1.
4. To re-elect as a Director of the Company Mary Tavener who automatically retired by rotation on 31 December 2023 and was re-appointed by the Directors with effect from 31 December 2023 in accordance with the Articles and offers herself for re-election pursuant to article 72.1.
5. To re-elect as a Director of the Company Manuel Llobet who retires by rotation in accordance with the Articles and offers himself for re-election pursuant to article 73.
6. To re-elect as a Director of the Company Cheryl MacDiarmid who retires by rotation in accordance with the Articles and offers herself for re-election pursuant to article 73.
7. To re-elect as a Director of the Company Peter Jensen O.B.E. who has served more than nine years on the Board and therefore retires and offers himself for re-election.
8. To re-appoint BDO LLP as auditors of the Company to hold office from conclusion of this AGM until the conclusion of the next annual general meeting of the Company at which accounts are laid before the Company.
9. To authorise the Directors to agree the auditors' remuneration.
10. THAT, in addition to all existing unexercised authorities and powers granted to the Directors of the Company, the Directors be and they are hereby generally and unconditionally authorised and empowered in accordance with section 551 of the Companies Act 2006 (the "**Companies Act**") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:
 - 10.1 up to an aggregate nominal amount of £1,588,813.31; and
 - 10.2 comprising equity securities (as defined in section 560 of the Companies Act) up to an aggregate nominal amount of £3,177,626.62 (including within such limit any shares and rights to subscribe for or convert any security into shares allotted or granted under paragraph 10.1 above) in connection with or pursuant to an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or expedient to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory or practical problems in, or under the laws of any territory or the requirements of a regulatory body or stock exchange or any other matter, provided that these authorities shall expire on the earlier of the conclusion of the next annual general meeting of the Company or 31 December 2024 (unless and to the extent that such authorities are renewed or extended prior to such date), save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or to convert any security into shares in pursuance of such offer or agreement as if the authorities conferred hereby had not expired.
11. THAT, in addition to the authority in Resolution 10 above, the Directors be and are generally and unconditionally authorised for the purpose of section 551 of the Companies Act to exercise all the powers of the Company to issue warrants to subscribe for up to 1,000,000,000 new ordinary shares of 0.1 pence each in the capital of the Company pursuant to the terms of the Amended Facility and the Warrant Instrument (as each such term is defined in the letter accompanying this Notice) (the "**Warrants**"), provided that such authority shall expire on 30 June 2026, save that the Company may before the expiry of this authority make an offer or agreement which would or might require Warrants to be issued after such expiry and the Directors may allot Warrants in pursuance of such offer or agreement as if the authority conferred by this Resolution 11 had not expired.

Notice of Annual General Meeting

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Special Resolutions

12. THAT, subject to the passing of Resolution 10, the Directors be authorised to allot equity securities (as defined in the Companies Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to:

12.1 the allotment of equity securities in connection with an offer of or invitation to acquire equity securities (but in the case of the authority granted under paragraph 10.2 by way of rights issue only):

- (i) (i) to ordinary shareholders in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment; and
- (ii) (ii) 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 appropriate to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory or practical problems in, or under the laws of any territory or the requirements of a regulatory body or stock exchange or any other matter;

12.2 the allotment of equity securities having a nominal amount not exceeding in aggregate £476,643.99; and

12.3 to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 12.2 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 12.2 above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of AGM, such authority to expire at the conclusion of the next annual general meeting of the Company or, if earlier, 31 December 2024 (unless and to the extent that such authority is renewed or extended prior to such date), but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Subject to paragraph 12.1, in this resolution "rights issue" means an offer of equity securities open for acceptance for a period fixed by the Directors to holders of ordinary shares on the register on a fixed record date in proportion as nearly as may be practicable to their respective holdings of such shares.

13. That, subject to the passing of Resolution 10, the Directors be authorised in addition to any authority granted under Resolution 11 to allot equity securities (as defined in the Companies Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act did not apply to any such allotment or sale, such authority to be limited to:

13.1 the allotment of equity securities or sale of treasury shares up to a nominal amount of £476,643.99, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

13.2 the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 13.1 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 13.1 above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of AGM, such authority to expire at the conclusion of the next annual general meeting of the Company or, if earlier, 31 December 2024 (unless and to the extent that such authority is renewed or extended prior to such date), but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

14. THAT, subject to the passing of Resolution 11, the Directors be and are empowered, in addition to any authority granted under Resolutions 12 and 13, to allot equity securities (within the meaning of section 560(1) of the Companies Act) for cash pursuant to the authority conferred by Resolution 11, and/or to sell treasury shares, as if section 561 of the Companies Act did not apply to any such allotment or sale, provided that the power conferred by this Resolution 14:

14.1 shall be limited to the issue of the Warrants in accordance with the terms of the Warrant Instrument (as such term is defined in the letter accompanying this Notice); and

14.2 will expire on 30 June 2026, save that the Company may before the expiry of this authority make an offer or agreement which would or might require Warrants to be issued after such expiry and the Directors may issue Warrants in pursuance of such offer or agreement as if the authority conferred by this Resolution 14 had not expired.

By Order of the Board.

Karley Cheesman

Company Secretary
Allergy Therapeutics plc
Dominion Way
Worthing
West Sussex
BN14 8SA

8 February 2024

Notes to the Notice of Annual General Meeting

- Only those members registered on the Company's register of members at:
 - 6:00 p.m. on 6 March 2024; or,
 - if this AGM is adjourned, at close of business on the day two days prior to the adjourned meeting,shall be entitled to attend and vote at the AGM.
- Persons intending to attend the AGM in person will need a QR code to access the meeting venue. Such QR code will need to be displayed on a smartphone or similar device. A QR code will be able to be obtained in advance by emailing the Registrars, Link Group, at meetingsadvisoryteam@linkgroup.co.uk with your full name and email address. Persons who have not obtained a QR code in advance will be able to obtain one at the meeting venue.
- If you are a member of the Company who is entitled to attend and vote at the AGM, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM. A proxy does not need to be a member of the Company but must attend the AGM to represent you. **As noted in the Chairman's letter, you are urged to appoint the chair of the AGM as your proxy, with voting instructions, in advance of the AGM.**
- A proxy form can be requested from the registrar Link Group whose contact details are provided in note 16. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent to the Company's Registrars, PXS1, Link Group, Central Square, 29 Wellington Street, LEEDS LS1 4DL; and
 - received by the Company's Registrars no later than 11:00 a.m. on 6 March 2024.In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

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, please contact the Company's Registrars, whose details can be found in note 16 below.
- Shareholders can vote electronically via Signal Shares by logging on to www.signalshares.com and following the instructions. To register your vote electronically via Signal Shares, visit the website and select "Register an Account" then enter your surname, investor code, postcode and an email address. Create a password and click "Register" to proceed. You will be able to vote immediately by selecting "Proxy Voting" from the menu. You can find your Investor Code on your share certificate, or Signal Shares users will find this on the website under 'Manage your account' when logged in to the Signal Shares portal.
- CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of it by using the procedures described in the CREST Manual (available from 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.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by no later than 48 hours before the time appointed for the AGM. 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

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 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 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.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.
- 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).

Notes to the Notice of Annual General Meeting

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8. 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. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Company's Registrars whose details can be found in note 16 below. 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. Appointment of a proxy does not preclude you from attending the AGM and voting in person.
10. 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.
11. Unless otherwise indicated on proxy form, the CREST Proxy Instruction, electronic voting instruction via Signal Shares or other proxy appointment, the proxy will vote as they think fit or, at their discretion or withhold from voting.
12. As at 6:00 p.m. on 6 February 2024 the Company's issued share capital comprised 4,766,439,938 ordinary shares of 0.1 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6:00 p.m. on 6 February 2024 is 4,766,439,938.
13. Voting on all resolutions will be conducted by way of a poll.
14. Under Section 527 of the Companies Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act. Where the Company is required to place a statement on a website under section 527 of the Companies Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under section 527 of the Companies Act to publish on a website.
15. The following documents will be available for inspection at the registered office of the Company during normal business hours until the end of the AGM:
 - (i) copies of the service contracts of executive directors of the Company; and
 - (ii) copies of the letters of appointment of the non-executive directors of the Company.
16. Members who have general queries about the AGM should contact the Company's Registrars Link Group, Central Square, 29 Wellington Street, LEEDS LS1 4DL. Shareholders can email shareholderenquiries@linkgroup.co.uk or call the registrar on 0371 664 0300 or, if calling from overseas, on +44 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5:30 p.m. (London time), Monday to Friday excluding public holidays in England and Wales.
17. You may not use any electronic address provided either:
 - (i) in this notice of AGM; or
 - (ii) any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.

**Allergy
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