

**THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.** This document contains resolutions to be voted on at a general meeting of the Company to be held at 10 am on 11 November 2021. If you are in any doubt about the contents of this document or as to the action you should take, you should seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 ("FSMA") if you are in the United Kingdom, or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee, except that such documentation should not be sent into any other jurisdiction where to do so may constitute a violation of local securities laws or regulation. If you have sold or transferred only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

**AIM is designed primarily for emerging or smaller companies, to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the FCA. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The AIM Rules are less demanding than those of the Official List of the FCA. Neither the London Stock Exchange nor the FCA has itself examined or approved the contents of this document.**

This document does not contain any offer of transferable securities to the public within the meaning of section 102B of the FSMA, the Act or otherwise. This document does not constitute a prospectus within the meaning of section 85 of the FSMA or otherwise or an admission document for the purposes of the AIM Rules and has not been drawn up in accordance with the Prospectus Rules or the AIM Rules or approved by the FCA, the London Stock Exchange, or any other competent authority or regulatory body and has not been approved for the purposes of section 21 of FSMA or otherwise.

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# Oxford BioDynamics PLC

*(incorporated and registered in England and Wales under the Companies Act 1985 with registered number 06227084)*

**Issue of 7,791,803 Warrants**

**and**

**Notice of General Meeting**

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**Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 9 to 15 of this document and which contains the Directors' unanimous recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting.**

**Notice of a General Meeting of the Company, to be held at 3140 Rowan Place, John Smith Drive, Oxford Business Park South, Oxford, OX4 2WB, UK on 11 November 2021 at 10 am, is set out at the end of this document. To be valid, the accompanying Form of Proxy for use in connection with the General Meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrar, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD by no later than 10 am on 9 November 2021. Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.**

If you have any questions relating to the return of the Form of Proxy, please telephone the Company's registrar, Neville Registrars Limited, on 0121 585 1131. If you are outside the United Kingdom please call +44 121 585 1131. Calls outside the United Kingdom will be charged at the applicable international rate. The Registrar is open between 9.00 a.m. – 5.00 p.m. Monday to Friday, excluding public holidays in England and Wales. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Resolutions nor give any financial, legal or tax advice. If you hold your Ordinary Shares in Uncertified Form (i.e. in CREST), you may appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the Registrar (under CREST Participation ID: **7RA11**) by no later than **10 am on 9 November 2021**. The time of receipt will be taken to be the time from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

Shore Capital and Corporate Limited ("**SCC**"), which is authorised and regulated by the FCA, is acting as nominated adviser to the Company for the purposes of the AIM Rules. Shore Capital Stockbrokers Limited ("**SCS**"), which is a member of the London Stock Exchange and is authorised and regulated by the FCA, is acting as broker to the Company in the United Kingdom for the purposes of the AIM Rules. Persons receiving this document should note that SCC and SCS are acting exclusively for the Company and no one else and will not be responsible to anyone, other than the Company, for providing the protections afforded to customers of SCC and SCS or for advising any other person on the transactions and arrangements described in this document. It is noted that SCC as nominated adviser to the Company and SCS as broker to the Company owe certain responsibilities to the London Stock Exchange which are not owed to the Company or the Directors, Shareholders or any other person.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with any contract therefor. The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

Copies of this document will be available free of charge during normal business hours on any weekday (except Saturdays, Sundays and public holidays) from the Company's registered office from the date of this document to the date of the General Meeting. Copies of this document will be available on the Company's website, [www.oxfordbiodynamics.com](http://www.oxfordbiodynamics.com).

## **IMPORTANT NOTICE**

### **Cautionary note regarding forward-looking statements**

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “targets”, “aims”, “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will”, “would”, “could” or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors’ current intentions, beliefs or expectations concerning, among other things, the Group’s results of operations, financial condition, liquidity, prospects, growth, strategies and the Group’s markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements. Forward-looking statements are not guarantees of future performance and have not been reviewed by the auditors of the Company.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors’ current view with respect to future events, and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group’s operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information available at the date of this document, they may prove to be incorrect and the posting or receipt of this document shall not give rise to any implication that there have been no changes in the facts set forth herein since such date. Investors should not place undue reliance on such forward-looking statements, and save as required by law or by the AIM Rules or by the UK Market Abuse Regulation, the Company undertakes no obligation to release publicly the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors’ expectations or to reflect events or circumstances after the date of this document. All subsequent oral or written forward-looking statements attributed to the Company or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above.

### **Notice to overseas persons**

The distribution of this document and/or the Form of Proxy in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe any such restrictions. This document and the Form of Proxy may not be forwarded or distributed to any other person and may not be reproduced in any manner whatsoever. Any forwarding, distribution or reproduction of this document or the Form of Proxy in whole or in part is unauthorised. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

### **Basis on which information is presented**

In this document, references to “pounds sterling”, “£”, “pence” and “p” are to the lawful currency of the United Kingdom.

In this document, references to “US dollars”, “\$” and “US\$” are to the lawful currency of the USA.

### **References to defined terms**

Certain terms used in this document are defined and explained in the section of this document headed “Definitions”.

All times referred to in this document are, unless otherwise stated, references to London time.

### **Website**

In accordance with the AIM Rules, this document will be available on the Company’s website ([www.oxfordbiodynamics.com](http://www.oxfordbiodynamics.com)) from the date of this document, free of charge.

## CONTENTS

	Page
DEFINITIONS .....	5
EXPECTED TIMETABLE OF PRINCIPAL EVENTS AND KEY STATISTICS .....	7
DIRECTORS, REGISTERED OFFICE AND ADVISORS .....	8
LETTER FROM THE CHAIRMAN .....	9
NOTICE OF GENERAL MEETING .....	16

## DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

<b>“2021 AGM”</b>	the annual general meeting of the Company held on 24 March 2021;
<b>“Act”</b>	the Companies Act 2006 (as amended from time to time);
<b>“AIM”</b>	AIM, a market operated by the London Stock Exchange;
<b>“AIM Rules”</b>	the AIM Rules for Companies published by the London Stock Exchange (as amended from time to time);
<b>“Armistice Capital”</b>	Armistice Capital Master Fund Ltd.;
<b>“Company”, “Oxford BioDynamics” or “OBD”</b>	Oxford BioDynamics PLC, a company incorporated and registered in England and Wales with registered number 06227084;
<b>“CREST”</b>	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations) which facilitates the transfer of title to shares in uncertificated form;
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755) (as amended from time to time);
<b>“Directors” or “Board”</b>	the directors of the Company whose names are set out on page 8 of this document, or any duly authorised committee thereof;
<b>“Enlarged Share Capital”</b>	the issued ordinary share capital of the Company as enlarged by the exercise in full of the Warrants;
<b>“FCA”</b>	the UK Financial Conduct Authority;
<b>“Form of Proxy”</b>	the form of proxy accompanying this document for use by Shareholders in connection with the General Meeting;
<b>“FSMA”</b>	the Financial Services and Markets Act 2000 (as amended from time to time);
<b>“Fundamental Transaction”</b>	a term defined in the Warrant Instrument and which refers to a change of control of the Company or the sale, lease, licence, assignment, transfer or other disposition of all or substantially all of the Company’s assets in one or a series of transactions;
<b>“General Meeting”</b>	the general meeting of the Company to be held at 10 am on 11 November 2021;
<b>“Group”</b>	the Company and its subsidiaries (as defined in the Act) as at the date of this document;
<b>“London Stock Exchange”</b>	London Stock Exchange plc;
<b>“Notice of General Meeting”</b>	the notice convening the General Meeting which is set out at the end of this document;
<b>“Official List”</b>	the Official List of the FCA;
<b>“Ordinary Shares”</b>	the Company’s ordinary shares of £0.01 (1 penny) each;
<b>“Prospectus Rules”</b>	the rules made for the purposes of Part VI of the FSMA in relation to offers of securities to the public and admission of securities to trading on a regulated market;
<b>“Registrar”</b>	Neville Registrars Limited;
<b>“Resolutions”</b>	the resolutions set out in the Notice of General Meeting;
<b>“RNS”</b>	a regulatory information service operated by the London Stock Exchange as defined in the AIM Rules;
<b>“SCC”</b>	Shore Capital and Corporate Limited, the Company’s nominated adviser for the purposes of the AIM Rules;

<b>“SCS”</b>	Shore Capital Stockbrokers Limited, the Company’s broker for the purposes of the AIM Rules;
<b>“Securities Purchase Agreement”</b>	the agreement dated 25 October 2021 and made between (1) the Company and (2) Armistice Capital in relation to the Subscription, further details of which are set out in this document;
<b>“Shareholders”</b>	holders of Ordinary Shares from time to time;
<b>“Shore Capital”</b>	SCC and/or SCS as the case may be;
<b>“Subscription”</b>	the subscription by Armistice Capital for the Subscription Shares at the Subscription Price pursuant to the Securities Purchase Agreement;
<b>“Subscription Price”</b>	46.5 pence per Subscription Share;
<b>“Subscription Shares”</b>	the 7,791,803 Ordinary Shares issued and allotted by the Company to Armistice Capital on 25 October 2021 pursuant to the Subscription;
<b>“UK”</b>	the United Kingdom of Great Britain and Northern Ireland;
<b>“Uncertificated Form”</b>	Ordinary Shares recorded on the share register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred within the CREST settlement system;
<b>“US” or “USA”</b>	the United States of America, each State thereof (including the District of Columbia), its territories, possessions and all areas subject to its jurisdiction;
<b>“Warrants”</b>	the 7,791,803 warrants to subscribe for Ordinary Shares to be constituted on the terms of the Warrant Instrument and issued to Armistice Capital pursuant to the Securities Purchase Agreement; and
<b>“Warrant Instrument”</b>	the warrant instrument constituted by the Company in respect of the issue to Armistice Capital of warrants to subscribe for 7,791,803 new Ordinary Shares at an exercise price of 58.125 pence per new Ordinary Share, being a 25 per cent. premium to the Subscription Price per new Ordinary Share, for a period beginning one (1) year and ending five (5) years following the date of issuance.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2021

Entry into the Securities Purchase Agreement by the Company and Armistice Capital and issue of the Subscription Shares	25 October
Admission of the Subscription Shares to trading on AIM	8 am on 28 October
Latest time and date for receipt of Forms of Proxy for the General Meeting	By 10 am on 9 November
General Meeting	10 am on 11 November
Results of General Meeting	11 November
Subject to approval of the Resolutions at the General Meeting, issue of the Warrants to Armistice Capital	11 November

### Notes:

- References to times in this document are to London time (unless otherwise stated).
- The dates and times set out in the above timetable and in the rest of this document are indicative only and may be subject to change. If any such dates and times should change, the revised times and/or dates will be notified by announcement via RNS.

## KEY STATISTICS

Issued share capital of the Company prior to the Subscription	92,559,771
Number of Subscription Shares issued	7,791,803
Issued share capital of the Company after the Subscription	100,351,574
Subscription Price	46.5p
Gross proceeds of the Subscription <sup>1</sup>	c.£3.62 / c.\$5 million
Market Capitalisation of the Company on Admission at the Subscription Price	c.£46.7 million
Warrants to be issued to Armistice Capital	7,791,803
Enlarged Share Capital	108,143,377

### Notes:

- GBP: US\$ rate of £1 = US\$1.38

## **DIRECTORS, REGISTERED OFFICE AND ADVISORS**

<b>Directors</b>	Matthew Wakefield, <i>Non-executive Chairman</i> Dr Jon Burrows, <i>Chief Executive Officer</i> Paul Stockdale, <i>Chief Financial Officer</i> Dr Alexandre Akoulitchev, <i>Chief Scientific Officer</i> Stephen Diggle, <i>Non-executive Director</i> Dr David Holbrook, <i>Non-executive Director</i>
<b>Company Secretary</b>	Alder Demain & Akers Limited 2 Michaels Court Hanney Road Southmoor Abingdon Oxfordshire OX13 5HR United Kingdom
<b>Registered Office</b>	3140 Rowan Place John Smith Drive Oxford Business Park South Oxford OX4 2WB United Kingdom
<b>Nominated Adviser</b>	Shore Capital and Corporate Limited Cassini House 57 St James's Street London SW1A 1LD United Kingdom
<b>Solicitors to the Company</b>	Dechert LLP 160 Queen Victoria St London EC4V 4QQ United Kingdom  Three Bryant Park 1095 Avenue of the Americas New York NY 10036-6797 USA
<b>Registrar</b>	Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD United Kingdom



## LETTER FROM THE CHAIRMAN

### Oxford BioDynamics PLC

*(incorporated and registered in England and Wales under the Companies Act 1985 with registered number 06227084)*

#### *Directors:*

Matthew Wakefield	<i>Non-executive Chairman</i>
Dr Jon Burrows	<i>Chief Executive Officer</i>
Paul Stockdale	<i>Chief Financial Officer</i>
Dr Alexandre Akoulitchev	<i>Chief Scientific Officer</i>
Stephen Diggle	<i>Non-executive Director</i>
Dr David Holbrook	<i>Non-executive Director</i>

#### *Registered office:*

3140 Rowan Place  
John Smith Drive  
Oxford Business Park South  
Oxford OX4 2WB  
United Kingdom

26 October 2021

*To holders of Ordinary Shares (and, for information only, option holders)*

Dear Shareholders,

#### **Issue of 7,791,803 Warrants**

**and**

#### **Notice of General Meeting**

### **1. Introduction**

The Company today announced that it has raised £3.62 million (\$5 million) (before expenses) by way of a Subscription by Armistice Capital through the issue of 7,791,803 Subscription Shares at the Subscription Price. The issue of the Subscription Shares has been executed under the Company's existing shareholder authorities granted at the 2021 AGM. Under the terms of the Securities Purchase Agreement, the Company has agreed to issue the Warrants to Armistice Capital pursuant to the Warrant Instrument. The issue of the Warrants to Armistice Capital is conditional on the Resolutions being passed by Shareholders at the General Meeting.

Further details of the terms of the Subscription and the Warrants are set out below under the heading "Details of the Subscription and Warrants" and "Use of proceeds".

**The main purpose of this document is to set out the reasons for, and details of, the issue of the Warrants, to explain why the Directors consider that the issue of the Warrants is in the best interests of the Company and its Shareholders as a whole and to unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document.**

### **2. Background to and reasons for the Subscription and the issue of the Warrants**

Since the appointment of Dr Jon Burrows as CEO in March 2020, the Company has pivoted from a primary focus on research and development services to pursue an expanded strategy centred on the development and commercialization of proprietary laboratory developed tests, alongside its ongoing work with pharma supporting biomarker discovery and clinical development.

In March 2021, the Company launched its first commercial prognostic test, EpiSwitch® CST (Covid Severity Test) and the first commercially available microarray kit for high-resolution 3D genome profiling and biomarker discovery, the EpiSwitch® Explorer Array Kit.

The Company expects to launch its next proprietary test, a predictive immune response profile for immuno-oncology (IO) checkpoint inhibitor treatments, the EpiSwitch® CiRT (Checkpoint Inhibitor Response Test for cancer), later in 2021. The EpiSwitch® CST and EpiSwitch® CiRT are fully funded.

In September 2021, the Company completed its move to a new purpose-built headquarters in Oxford, UK. The 24,000 sq. ft facility includes expanded laboratory and office space to deliver OBD's product and services offerings in a scalable way. In October 2021, the Company's US executive and commercial team moved into its new office in Gaithersburg, MD.

The Company intends to use the net proceeds of the Subscription as working capital to accelerate the commercialization of the EpiSwitch® product line, particularly the EpiSwitch® CiRT. The Company intends to continue to focus on commercialization of its pipeline of molecular diagnostic tests in the US market, partnering with US commercial labs, establishing a US early adopter market of concierge physicians and oncologists for its first tests and setting the table for future clinical utility and market recognition.

The Warrants may be exercised for a period beginning one (1) year and ending five (5) years following the date of issuance. The Directors have therefore not allocated funds arising on the exercise of the Warrants to any specific activities at this stage.

The Directors believe that the Group's expanded strategy will lead to the creation of material Shareholder value over the longer term. The funds raised in the Subscription will directly support this strategy in the short term. Furthermore, the Directors consider that the addition of Armistice Capital to the Company's significant Shareholders will significantly enhance the Company's recognition and standing in the important US financial market.

### **3. Information on Oxford BioDynamics**

#### **3.1. Introduction**

Oxford BioDynamics is a global biotechnology company advancing personalized healthcare by developing and commercializing precision medicine tests for life-changing diseases. The Company is headquartered in Oxford, UK. It also has a commercial team and office based in Gaithersburg, MD in the US and a reference laboratory in Penang, Malaysia. The Company's Ordinary Shares are admitted to trading on AIM.

In March 2021, the Company launched its first commercial prognostic test, EpiSwitch® CST and the first commercially available microarray kit for high-resolution 3D genome profiling and biomarker discovery, EpiSwitch® Explorer Array Kit. Its next product will be EpiSwitch® CiRT, a predictive immune response profile for immuno-oncology (IO) checkpoint inhibitor treatments, to be launched later in 2021.

The Company has developed a proprietary 3D genomic biomarker platform, EpiSwitch®, which can build molecular diagnostic classifiers for prediction of response to therapy, patient prognosis, disease diagnosis and subtyping, and residual disease monitoring in a wide range of indications. The Company's EpiSwitch® platform has proven highly accurate and demonstrated robust stratification of clinical outcome and prognosis.

Oxford BioDynamics has participated in more than 40 partnerships with big pharma and leading institutions including Pfizer, EMD Serono, Genentech, Roche, Biogen, Mayo Clinic, Massachusetts General Hospital and Mitsubishi Tanabe Pharma. The Group's pharma partnerships have demonstrated its ability to reduce its technology to practice for clinical applications.

The Company has created a valuable technology portfolio, including biomarker arrays, molecular diagnostic tests, bioinformatic tools for 3D genomics and the world's largest curated 3D genome knowledgebase comprising hundreds of millions of data points from over 10,000 samples in more than 30 human diseases.

The 3D configuration of the genome plays a crucial role in gene regulation. By mapping this architecture and identifying abnormal configurations, EpiSwitch® can be used to diagnose patients or determine how individuals might respond to a disease or treatment.

Built on over 10 years of research, EpiSwitch® is Oxford BioDynamics' award-winning, proprietary platform that enables screening, evaluation, validation and monitoring of 3D genomic biomarkers. The technology is fully developed, protected by a broad intellectual property portfolio comprising 18 patent families as well as extensive proprietary know-how, and is reduced to practice.

In addition to stratifying patients with respect to anticipated clinical outcome, EpiSwitch® data offer insights into systems biology and the physiological manifestation of disease that are beyond the scope of other molecular modalities. The technology has performed well in academic medical research settings and has been validated through its integration in biomarker discovery and clinical development with big pharma.

### 3.2. *Current Trading and Prospects*

During the year to 30 September 2021, the Group has focused on:

- Development and launch of its first proprietary products, the EpiSwitch® CST (COVID Severity Test) and the EpiSwitch® Explorer Array Kit
- Development of its next proprietary test, the EpiSwitch® CiRT (Checkpoint Inhibitor Response Test) for cancer
- Work with pharma customers in biomarker discovery and clinical development
- Research, both on internal proprietary projects and with academic and other partners
- Establishing an experienced US-based commercial and operations team
- Design, fit-out and commissioning of purpose-built UK HQ

#### *EpiSwitch® CST*

During the first half of 2021, OBD's product development and operations teams successfully worked remotely on technology transfer and operational logistics with our partner lab for the EpiSwitch® CST. Following this, through the third quarter of 2021, OBD and partner lab teams have carried out additional validation and reproducibility work to enable the lab to perform the test to clinical standards. Remote working and travel restrictions has meant that this work has taken longer than initially planned, by preventing OBD and partner lab teams from working side by side. Combined, these issues have delayed the availability and first sales of the CST test. The Group continues to see a market opportunity for EpiSwitch® CST as an important tool to assess personalized risk during and beyond the relaxation of COVID restrictions in the Group's initial markets.

As announced in June 2021, work with the Group's partner lab on EpiSwitch® CST during 2021 has provided invaluable on-the-ground experience that has already been applied in preparation for the launch of EpiSwitch® CiRT later in 2021.

#### *EpiSwitch® CiRT*

The EpiSwitch® CiRT is a blood-based predictive test of a patient's likely response to checkpoint inhibitor therapies, offering valuable insight for oncologists and payors alike. In 2019, in the US, approximately \$14bn was spent on checkpoint inhibitor therapies, with 300,000 patients receiving treatment with these drugs.

However, on average fewer than one third of such patients are likely to benefit from this treatment. A significant proportion will experience an adverse reaction to the therapy, but some of these will see a clinical benefit if they continue after being treated for the reaction. As such, knowing the likelihood of response will assist doctors in deciding on the appropriate course of treatment, including for patients who show significant adverse reactions but who should be treated and encouraged to continue with checkpoint inhibitor therapies. Management believes both payors and patients will benefit from avoiding prolonged, expensive, ultimately ineffective treatment.

#### *EpiSwitch® Explorer Array Kit*

Several EpiSwitch® Explorer Array Kits have been distributed to R&D laboratories for evaluation purposes and the Group anticipates commercial orders in the short term, including from grant-funded academic partners.

#### *Pharma and grant income*

The Group's work with pharmaceutical companies has continued successfully through the year. The Board is optimistic about the possibility of further commercial projects with existing customers and collaborators. Business development engagement with potential customers, negatively impacted by the COVID-19 pandemic, is now increasing. In particular, the Board has noted significant attention generated by the award to the Company of \$0.9m in grant funding from the US Foundation for the National Institutes of Health (FNIH) Partnership for Accelerating Cancer Therapies (PACT), announced in August 2021.

#### *Expanded infrastructure*

The Group moved into its purpose-built 24,000 sq. ft UK headquarters in September 2021, enabling scalable delivery of OBD's products and services into the future. In October 2021, the Group also moved into its new US office in Gaithersburg, MD, where its growing commercial team is based.

### *Product pipeline*

The Company has used its EpiSwitch® platform to develop a comprehensive pipeline of deployable molecular diagnostic tests in several indications that may be suitable for commercialization over the medium term (2 to 5 years), following the Group's first proprietary tests, EpiSwitch® CST and EpiSwitch® CiRT. The Group has previously highlighted diagnostic/prognostic tests for early-stage detection and staging of prostate cancer and colorectal cancer and, in veterinary medicine, a diagnostic/prognostic test for canine lymphoma as potentially the most promising and lucrative of these. The pipeline also includes diagnostic, prognostic, predictive and monitoring tests in indications such as rheumatoid arthritis (RA), amyotrophic lateral sclerosis (ALS or motor neurone disease), multiple sclerosis (MS), lymphoma and other cancers.

## **4. Executive Directors**

The Company is led by experienced executive directors whose biographies are summarised below. The Executive Directors are supported by an experienced senior management team.

### **4.1. Executive Directors**

*Dr Jon Burrows, Chief Executive Officer*

Jon joined OBD, in March 2020, from Oncology Partners, a consulting and clinical advisory firm focused on providing strategic counsel to development stage pharma, biotech, medical devices and diagnostic companies, which he co-founded. Previously Jon was President and CEO of OncoPlex Diagnostics, a leader in clinical proteomics for oncology. Under Jon's leadership OncoPlex was transformed from a private, pre-revenue stage company into a thriving clinical diagnostics business with marketed products, which was ultimately acquired by NantOmics in May 2015. From 2007 to 2009, he was Director of Business Development and Interim Head of the Translational Diagnostics Business Unit at Ventana Medical Systems, and subsequently Director of Pharma Operations at Roche, following the \$3.4 billion acquisition of Ventana Medical Systems by Roche in 2008. His early career was in oncology drug development and the development of molecular diagnostics for precision medicine.

*Paul Stockdale, Chief Financial Officer*

Paul joined the Company in September 2017, from e-Therapeutics plc (AIM:ETX), where he held the position of Financial Controller from 2012. Paul is a Chartered Accountant and was a Senior Manager at Deloitte, where he worked from 1996 until 2004. Following this, he worked in finance and operations management in the charitable and automotive sectors. He read Natural Sciences at St John's College, University of Cambridge.

*Dr Alexandre ("Sasha") Akoulitchev, Chief Scientific Officer*

Sasha read mathematics, physics, chemistry biochemistry and biophysics at Moscow Institute of Physics and Technology. In 1989 he was selected by the George Soros Foundation for the Oxford Scholarship, associated with St. Antony's College, along with twenty top Soviet graduate students from the USSR. He obtained his PhD in cell biology from University College, London (with the research based at the Imperial Cancer Research Fund). He spent six years at the Robert Wood Johnson Medical School- UMDNJ, NJ, as a research assistant funded by the Howard Hughes Medical Institute. Upon his return to England, he established his research laboratory at the Sir William Dunn School of Pathology, University of Oxford. He was a University Academic Fellow (Research Council UK) and a Senior Fellow of Exeter College, sponsored by Cancer Research UK, the Wellcome Trust, The Medical Research Council and Monsanto Foundation. Sasha is also a Fellow of the Royal Society of Medicine. He is currently a non-executive director of Sibelius Limited.

## **5. Details of the Subscription and Warrants**

The Subscription has raised, in aggregate, £3.62 million (\$5 million) (before expenses) through the issuance of the Subscription Shares at the Subscription Price to Armistice Capital. The Subscription Shares represent approximately 8.4 per cent. of the Company's share capital prior to the issue of the Subscription Shares.

If exercised in full, the Ordinary Shares to be issued on exercise of the Warrants, before any further issuances of new Ordinary Shares, would represent approximately 7.2 per cent. of the Enlarged Share Capital.

The issuance of the Warrants is conditional upon the passing of the Resolutions.

### 5.1. *The Securities Purchase Agreement*

Pursuant to the terms of the Securities Purchase Agreement, Armistice Capital has agreed to purchase the Subscription Shares and the Warrants. The Securities Purchase Agreement provides for two closings:

- At the initial closing, which took place on 25 October 2021 (“Initial Closing”), Armistice Capital purchased the Subscription Shares at the Subscription Price. The initial closing was conditional on the satisfaction of certain conditions including the representations and warranties provided by the Company being accurate in all material respects on the closing date.
- At the second closing, which is expected to take place on 11 November 2021, the Company shall deliver the Warrants to Armistice Capital for no additional consideration. The second closing is conditional on the Resolutions being passed at the General Meeting.

The Securities Purchase Agreement contains certain customary warranties and representations given by the Company in favour of Armistice Capital in relation to the Company and its business, including that the Company has received deeds of irrevocable undertaking from holders of Ordinary Shares representing greater than 50% of the outstanding Ordinary Shares, pursuant to which such holders have irrevocably and unconditionally undertaken to vote in favour of the Resolutions. In addition, the Company has agreed to indemnify Armistice Capital in relation to certain liabilities including in respect of any liabilities arising as a result of breach of the representations or warranties given by the Company.

Pursuant to the Securities Purchase Agreement, the Company has granted Armistice Capital a pre-emptive right to acquire its pro-rata share of any further share issues by the Company. The pre-emptive right does not apply in respect of the issue of certain excluded securities, including but not limited to grants to employees or pursuant to any share option plan, or in respect of any pre-emptive issues to all shareholders of the Company. The pre-emptive right shall cease to apply on the earlier of two years from the date of the Initial Closing or the closing of an initial public offering by the Company in the US.

The Company is subject to certain other restrictions under the Securities Purchase Agreement, including prohibitions on subsequent equity issues by the Company for ninety (90) days following the date of the second closing, without the written consent of Armistice Capital, and issues of debt or equity instruments that are convertible into, exchangeable or exercisable for, or include the right to receive, additional Ordinary Shares at a price that can vary with future market prices of the Ordinary Shares (“variable rate transactions”) for one (1) year following the date of the second closing, subject to certain exceptions.

Pursuant to the Securities Purchase Agreement, Armistice Capital has agreed to vote, or cause to be voted by proxy, all of the Subscription Shares that it holds on the record date for the General Meeting in favour of the resolution to authorise the Directors to allot up to 7,791,803 Ordinary Shares upon exercise of the Warrants issued pursuant to the Warrant Instrument, it being understood that Armistice Capital is under no obligation to continue to hold the Subscription Shares following the Initial Closing.

### 5.2. *Warrants*

Pursuant to the Securities Purchase Agreement, the Company will, subject to Shareholder approval of the Resolutions, deliver the Warrants to Armistice Capital. The Warrants will be issued pursuant to the Warrant Instrument. The Warrant Instrument provides for the issue of Warrants in respect of up to 7,791,803 Ordinary Shares. The Warrants may be exercised for a period beginning one (1) year and ending five (5) years following the date of issuance. Each Warrant may be exercised at a price of 58.125 pence per new Ordinary Share, being a 25 per cent. premium to the Subscription Price per new Ordinary Share. The Warrant Instrument provides for cashless exercise in certain specified circumstances and contains customary adjustment provisions. The Warrants are non-transferable save for certain limited circumstances including to affiliates of Armistice Capital.

In the event of a Fundamental Transaction prior to the exercise of the Warrants, the warrant holder is entitled (i) to exercise the Warrants upon, or following, the closing of the Fundamental Transaction and receive the same consideration it would have received upon exercise of the Warrants in the context of a Fundamental Transaction, or (ii) as an alternative to obtaining the consideration it would have received upon exercise of the Warrants in the context of a Fundamental Transaction, to require the Company to purchase the Warrants at a value calculated following the methodology set out in the Warrant Instrument based on the Black Scholes Option

Pricing Model obtained from Bloomberg, albeit in the same kind and proportion of consideration as other Shareholders are to receive pursuant to the Fundamental Transaction.

## **6. Lock-up arrangements**

Pursuant to the Securities Purchase Agreement, the Company has entered into lock-up deeds with each of the Directors, whereby each of them has agreed not to dispose of any of their interests in the Ordinary Shares of the Company for a period of 90 days from 25 October 2021.

## **7. Use of proceeds**

The Company intends to use the net proceeds of the Subscription as working capital to accelerate the commercialization of the EpiSwitch® product line, particularly the EpiSwitch® CiRT. The Company intends to continue to focus on commercialization of its pipeline of molecular diagnostic tests in the US market; partnering with US commercial labs, establishing a US early adopter market of concierge physicians and oncologists for its first tests and setting the table for future clinical utility and market recognition.

If exercised in full, the Warrants will raise an additional £4.53 million for the Company. The Warrants may be exercised for a period beginning one (1) year and ending five (5) years following the date of issuance. The Directors have therefore not allocated funds arising on the exercise of the Warrants to any specific activities at this stage.

## **8. Irrevocable undertakings**

The Company has received irrevocable undertakings to vote in favour of the Resolutions from the Directors and certain Shareholders who hold, or are interested in, an aggregate of 51,089,640 Ordinary Shares, representing approximately 55.2 per cent. of the Company's issued share capital prior to the issue of the Subscription Shares.

## **9. General Meeting**

The Directors have issued the Subscription Shares under the Company's existing shareholder authorities granted at the 2021 AGM but do not have the authority to allot any new Ordinary Shares that may be issued pursuant to the Warrant Instrument. Accordingly, the Board is seeking the approval of Shareholders to provide the authority to allot new Ordinary Shares in respect of the Warrant Instrument. Set out at the end of this document is a notice convening the General Meeting to be held at 3140 Rowan Place, John Smith Drive, Oxford Business Park South, Oxford, OX4 2WB, UK on 11 November 2021 at 10 am, at which the Resolutions will be proposed as an ordinary and a special resolution as set out below. The Resolutions to be passed at the General Meeting are as follows:

1. Resolution 1, which will be proposed as an ordinary resolution, is to authorise the Directors to allot up to 7,791,803 Ordinary Shares upon exercise of the Warrants issued pursuant to the Warrant Instrument.
2. Resolution 2, which will be proposed as a special resolution and which is conditional upon the passing of Resolution 1, grants authority to the Directors to allot equity securities for cash on a non-pre-emptive basis up to an aggregate nominal amount of £77,918.03 upon exercise of the Warrants.

## **10. Action to be taken**

The Form of Proxy for use at the General Meeting accompanies this document. Whether or not you intend to be present at the General Meeting, the Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's registrar, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible, but in any event so as to be received by no later than 10 am on 9 November 2021. Unless the Form of Proxy is received by this date and time, it will be invalid. Alternatively, CREST members who wish to appoint a proxy or proxies via CREST may do so in accordance with the procedures set out in the Notice of General Meeting and the Form of Proxy. The completion and return of the Form of Proxy or appointment of a proxy via CREST will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

If you have any questions relating to the return of the Form of Proxy, please telephone the Company's registrar, Neville Registrars Limited, on 0121 585 1131. If you are outside the United Kingdom, please call +44 121 585

1131. Calls outside the United Kingdom will be charged at the applicable international rate. The Registrar is open between 9.00 a.m. – 5.00 p.m. Monday to Friday, excluding public holidays in England and Wales. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Resolutions nor give any financial, legal or tax advice. If you hold your Ordinary Shares in Uncertified Form (i.e., in CREST), you may appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the Registrar (under CREST Participation ID: 7RA11) by no later than **10 am on 9 November 2021**. The time of receipt will be taken to be the time from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

## **11. Overseas Shareholders**

The distribution of this document and the Form of Proxy in jurisdictions other than the UK may be restricted by law, and therefore persons into whose possession this Document and/or accompanying documents come should inform themselves about and observe any such restrictions. This document and the Form of Proxy may not be forwarded or distributed to any other person and may not be reproduced in any manner whatsoever. Any forwarding, distribution or reproduction of this document or the Form of Proxy in whole or in part is unauthorised. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Nonetheless, Shareholders who receive this document and a Form of Proxy may vote on the Resolutions set out in the Notice of General Meeting attached at the end of this document, by returning the Form of Proxy to the Registrar, so as to be received by no later than 10 am on 9 November 2021.

## **12. Recommendation**

**The Directors consider the issue of Warrants to be in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their beneficial holdings amounting, in aggregate, to 18,887,769 Ordinary Shares as at 22 October 2021 (being the last practicable date prior to the publication of this document), representing 20.41 per cent. of the Company's issued share capital prior to the issue of the Subscription Shares.**

Yours faithfully,

**Matthew Wakefield**

*Non-executive Chairman*

# Oxford BioDynamics PLC

(incorporated and registered in England and Wales under the Companies Act 1985 with registered number 06227084)

## NOTICE OF GENERAL MEETING

**Notice** is hereby given that a general meeting (the “**Meeting**”) of Oxford BioDynamics PLC (the “**Company**”) will be held at 3140 Rowan Place, John Smith Drive, Oxford Business Park South, Oxford, OX4 2WB, UK on 11 November 2021 at 10 am, for the purpose of considering and, if thought fit, passing the following resolutions (**Resolutions**), of which resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution.

In this Notice of General Meeting, words and defined terms shall have the same meanings as words and defined terms in the circular to the holders of Ordinary Shares dated 26 October 2021 of which this Notice of General Meeting forms part.

### *Ordinary Resolution*

1. THAT, in addition to all existing authorities given to them pursuant to section 551 of the Companies Act 2006 (the “**Act**”), the Directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Act to exercise all of 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 pursuant to the Warrant Instrument up to an aggregate nominal amount of £77,918.03, provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on 31 December 2022, except that the Directors may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or rights granted after the expiry of such period, and the Directors may allot shares or grant rights in pursuance of that offer or agreement as if this authority had not expired.

### *Special Resolution*

2. THAT, subject to and conditional on the passing of resolution 1 above, in addition to the existing authority given to them under section 570 of the Act, the Directors of the Company be and are hereby empowered under section 571 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 1 above as if section 561 of the Act did not apply to such allotment and such authority to be limited to the allotment of equity securities pursuant to the Warrant Instrument up to an aggregate nominal amount of £77,918.03, provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on 31 December 2022, except that the Directors may before the expiry of such period make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period, and the Directors may allot equity securities in pursuance of that offer or agreement as if this authority had not expired.

26 October 2021

**BY ORDER OF THE BOARD**  
T Demain  
for Alder, Demain & Akers Ltd  
Company Secretary

*Registered office:*  
3140 Rowan Place  
John Smith Drive  
Oxford Business Park South  
Oxford OX4 2WB  
United Kingdom

### **Notes:**

- (i) Voting at the General Meeting will take place by means of a show of hands, unless a poll vote is demanded in accordance with the Company’s articles of association.



- (ii) A Shareholder entitled to attend and vote at the General Meeting may appoint one or more proxies to exercise their voting rights at the General Meeting, so long as each proxy is appointed to exercise voting rights attached to different shares. A proxy need not be a Shareholder.
- (iii) The Forms of Proxy provided may be used to appoint a proxy to attend and vote at the meeting on behalf of a shareholder. A blank Form of Proxy can also be downloaded from the Company's website at <http://www.oxfordbiodynamics.com/>. The postal address for receipt of completed Forms of Proxy is Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD.
- (iv) To be valid, a duly signed Form of Proxy (together with any power of attorney or other authority under which it is signed, or a certified copy of the same, if applicable) must be received by the Registrar by 10 am on 9 November 2021. The cut-off time for receipt of proxy appointments also applies to the amendment of proxy instructions. Any amended proxy appointment received after 10 am on 9 November 2021 will be disregarded.
- (v) CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual which can be viewed at [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 should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
- (vi) In order for a proxy appointment or instruction 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 & Ireland Limited's 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 Company's agent, Neville Registrars (CREST Participant ID: **7RA11**), no later than 48 hours before the time appointed for the meeting. 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 Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- (vii) 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.
- (viii) Appointing a proxy will not prevent you from attending the General Meeting and voting in person. However, if you decide to do so, any proxy previously appointed by you will not also be able to attend, speak and vote on your behalf.
- (ix) Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only Shareholders listed in the register of members of the Company as at the close of business on 9 November 2021 shall be entitled to attend and vote at the General Meeting in respect of the number of shares registered in their name at such time. If the 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 attend and vote at the adjourned meeting is the close of business on the day preceding the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- (x) In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding. For the purposes of joint holders on the Form of Proxy, the signature of one holder will be sufficient but the names of all the joint holders should be stated.
- (xi) Where a Shareholder appoints more than one proxy, each proxy must be appointed in respect of different shares comprised in his or her shareholding which must be identified on the Form of Proxy. Each such proxy will have the right to vote on a poll in respect of the number of votes attaching to the number of shares in respect of which the proxy has been appointed. If you wish your proxy to speak at the meeting, you should appoint a proxy other than the chairman of the meeting and give your instructions to that proxy.
- (xii) A corporation which is a Shareholder may appoint one or more corporate representatives who have one vote each on a show of hands and otherwise may exercise on behalf of the Shareholder all of its powers as a shareholder provided that they do not do so in different ways in respect of the same shares.

- (xiii) As at the date of this Notice the Company's issued ordinary share capital comprises 100,351,574 ordinary shares of £0.01 each. Each ordinary share carries one vote and therefore the total number of voting rights at 25 October 2021 was 100,351,574.
- (xiv) None of the email addresses and fax numbers referred to in this document may be used for any purpose other than those specified.
- (xv) The Company's website is at [www.oxfordbiodynamics.com](http://www.oxfordbiodynamics.com)