THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. 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 appropriate independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") if you are in the United Kingdom, or, if not, another appropriately authorised independent financial adviser. It should be remembered that the price of securities and the income derived from them can go down as well as up.

If you sell or transfer or 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 or by 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 sell or transfer or have sold or otherwise transferred only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom or by whom the sale or transfer was effected immediately.

The total consideration under the PrimaryBid Offer will be less than €8 million (or an equivalent amount in pounds sterling). The issue of the New Ordinary Shares will not constitute an offer to the public requiring an approved prospectus under section 85 of FSMA and accordingly this document does not constitute a prospectus for the purposes of the Prospectus Regulation together with the Prospectus Rules made by the Financial Conduct Authority of the United Kingdom ("**FCA**") pursuant to sections 73A(1) and (4) of FSMA, and has not been approved by the FCA, the London Stock Exchange plc (the "**London Stock Exchange**"), any securities commission or any other authority or regulatory body nor has it been approved for the purposes of section 21 of FSMA. In addition, this document does not constitute an admission document drawn up in accordance with the AIM Rules.

The AIM market of the London Stock Exchange 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 of the United Kingdom. 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. Prospective investors should read this document in its entirety.

Applications will be made to the London Stock Exchange for the VCT/EIS Placing Shares, the General Placing Shares, the Subscription Shares and the PrimaryBid Shares to be admitted to trading on AIM. The New Ordinary Shares will not be admitted to trading on any other investment exchange. It is expected that Admission of the VCT/EIS Placing Shares will become effective and dealings for normal settlement in the VCT/EIS Placing Shares will commence at 8.00 a.m. on 5 April 2024. It is expected that General Admission will become effective and that dealings in the General Placing Shares, the Subscription Shares and the PrimaryBid Shares will commence on AIM at 8.00 a.m. on 8 April 2024. The New Ordinary Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares.

Oxford BioDynamics PLC

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

Proposed Fundraising comprising:

Placing of 89,228,889 Placing Shares

Subscriptions for 15,329,996 Subscription Shares

PrimaryBid Offer of 4,993,350 PrimaryBid Shares

at an Issue Price of 9 pence per New Ordinary Share

and

Notice of General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chief Executive Officer of the Company, which is set out on pages 14 to 25 of this document and contains the Directors' unanimous recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

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 3 April 2024 at 10.00 a.m., 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 10.00 a.m. on 28 March 2024. As an alternative to completing a hard copy Form of Proxy, shareholders can register their vote electronically by using the link www.sharegateway.co.uk and completing the authentication requirements. Shareholders will need to use their personal proxy registration code that is printed on the Form of Proxy to validate submission of their proxy online. The same deadline of 10.00 a.m. on 28 March 2024 applies. Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

The directors of the Company (the "Directors"), whose names appear on page 12 of this document and the Company accept responsibility for the information contained in this document. To the best of the knowledge of the Directors and the Company, the information contained in this document is in accordance with the facts and this document contains no omission likely to affect its import.

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 uncertificated 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 ID: 7RA11) by no later than 10.00 a.m. on 28 March 2024. 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. Persons receiving this document should note that SCC and SCS (together "**Shore Capital**") will not be responsible to anyone other than the Company for providing the protections afforded to customers of Shore Capital or for advising any other person on the arrangements described in this document. Shore Capital has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Shore Capital for the accuracy of any information or opinions contained in this document or for the omission of any information. It should be noted that SCC, as nominated adviser to the Company, owes certain responsibilities to the London Stock Exchange which are not owed to the Company or the Directors, Shareholders or any other person.

Northland Capital Partners Limited, trading as Baden Hill ("**Baden Hill**"), which is a member of the London Stock Exchange and is authorised and regulated by the FCA, is acting as broker to the Company. Persons receiving this document should note that Baden Hill will not be responsible to anyone other than the Company for providing the protections afforded to customers of Baden Hill or for advising any other person on the arrangements described in this document. Baden Hill has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Baden Hill for the accuracy of any information or opinions contained in this document or for the omission of any information.

WG Partners LLP ("**WG Partners**"), which is a member of the London Stock Exchange and is authorised and regulated by the FCA, is acting as broker to the Company. Persons receiving this document should note that WG Partners will not be responsible to anyone other than the Company for providing the protections afforded to customers of WG Partners or for advising any other person on the arrangements described in this document. WG Partners has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by WG Partners for the accuracy of any information or opinions contained in this document or for the omission of any information.

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.

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. Readers 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

This document is for information purposes only. The Existing Ordinary Shares and the New Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act") or with any securities regulatory authority of any state or other jurisdiction of the United States, and the New Ordinary Shares may not be offered, sold, resold, pledged, distributed, transferred or delivered, directly or indirectly, in or into the United States except in transactions exempt from, or not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The New Ordinary Shares being offered pursuant to the Placing and the PrimaryBid Offer are being offered and sold solely outside the United States in "offshore transactions" as defined in and pursuant to Regulation S under the Securities Act. Concurrently with the Placing and the PrimaryBid Offer, the Company may offer New Ordinary Shares to a limited number of US persons under an applicable exemption to the Securities Act in a separate transaction (i.e. the Subscriptions). This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any New Ordinary Shares to any person with a registered address, or who is resident or located in, the United States. There will be no public offer of New Ordinary Shares in the United States.

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 of reproduction of this document and 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 United States of America.

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) from the date of this document, free of charge.

CONTENTS

DEFINITIONS

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

"2023 AGM"	the annual general meeting of the Company held on 30 March 2023;
"Act"	the Companies Act 2006 (as amended from time to time);
"Admission"	VCT/EIS Admission in the context of the VCT/EIS Placing Shares and General Admission in the context of the General Placing Shares, the Subscription Shares and the PrimaryBid Shares;
"AIM"	AIM, the market of that name operated by the London Stock Exchange;
"AIM Rules"	the 'AIM Rules for Companies' published by the London Stock Exchange (as amended from time to time);
"Baden Hill"	Northland Capital Partners Limited, trading as Baden Hill, the Company's joint broker;
"Chief Executive Officer" or **"CEO"**	Dr Jon Burrows;
"Company"	Oxford BioDynamics PLC, a company incorporated and registered in England and Wales with registered number 06227084;
"CREST"	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;
"CREST Manual"	the CREST reference manual as published by Euroclear;
"CREST Member"	a person who has been admitted to Euroclear as a system-member (as defined in the CREST Regulations);
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755) (as amended from time to time);
"CREST sponsor"	a CREST participant admitted to CREST as a CREST sponsor;
"CREST sponsored member"	a CREST Member admitted to CREST as a sponsored member;
"Directors" or **"Board"**	the directors of the Company whose names are set out on page 12 of this document, or any duly authorised committee thereof;
"EIS"	the Enterprise Investment Scheme under part 5 of the Income Tax Act 2007 (as amended);
"EIS Relief"	the relief claimed by any holder of the VCT/EIS Placing Shares under Part 5 of the ITA 2007 or exemption or relief available under sections 150A, 150C and Schedule 5B Taxation of Chargeable Gains Act 1992;
"Enlarged Share Capital"	the issued share capital of the Company following General Admission (including the New Ordinary Shares);
"Euroclear"	Euroclear UK & International Limited, the operator of CREST;

"Existing Ordinary Shares"	202,303,415 ordinary shares of £0.01 (1 penny) each in the capital of the Company in issue at the date of this document;
"FCA"	the UK Financial Conduct Authority;
"Form of Proxy"	the form of proxy accompanying this document for use by Shareholders in connection with the General Meeting;
"FSMA"	the Financial Services and Markets Act 2000 (as amended from time to time);
"Fundraising"	the Placing, the Subscriptions and the PrimaryBid Offer;
"General Admission"	admission of the General Placing Shares, the Subscription Shares and the PrimaryBid Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules;
"General Meeting"	the general meeting of the Company to be held at 10.00 a.m. on 3 April 2024 or any adjournment or postponement thereof;
"General Placing"	the conditional placing of the General Placing Shares to Placees;
"General Placing Shares"	70,994,435 New Ordinary Shares to be issued, conditional on General Admission, under the General Placing;
"Group"	the Company and its subsidiaries (as defined in the Act) as at the date of this document;
"ISIN"	International Securities Identification Number;
"Issue Price"	9 pence per New Ordinary Share;
"ITA 2007"	the Income Tax Act 2007;
"Joint Brokers"	SCS, Baden Hill and WG Partners;
"London Stock Exchange"	London Stock Exchange plc;
"New Ordinary Shares"	together, the Placing Shares, the PrimaryBid Shares and the Subscription Shares;
"Notice of General Meeting"	the notice convening the General Meeting which is set out at the end of this document;
"Official List"	the Official List of the FCA;
"Ordinary Shares"	the Company's ordinary shares of £0.01 (1 penny) each;
"Overseas Shareholders"	Shareholders who have a registered address in or who are located and/or resident in or are citizens of, in each case, a country other than the United Kingdom;
"Placee"	any person who has agreed to subscribe for Placing Shares pursuant to the Placing;
"Placing"	the VCT/EIS Placing and the General Placing;
"Placing Agreement"	the agreement dated 13 March 2024 between: (i) SCC; (ii) SCS; (iii) WG Partners; (iv) Baden Hill and (v) the Company relating to the Placing, further details of which are set out in this document;

"Placing Shares"	89,228,889 New Ordinary Shares which are to be issued under the Placing;
"PrimaryBid Offer"	the offer of New Ordinary Shares made to investors through the PrimaryBid platform;
"PrimaryBid Shares"	4,993,350 New Ordinary Shares which are to be issued pursuant to the PrimaryBid Offer at the Issue Price;
"Prospectus Regulation"	Regulation (EU) № 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018;
"Prospectus Rules"	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;
"Registrar"	Neville Registrars Limited;
"Resolutions"	the resolutions set out in the Notice of General Meeting;
"RNS"	a regulatory information service operated by the London Stock Exchange as defined in the AIM Rules;
"SCC"	Shore Capital and Corporate Limited, the Company's nominated adviser for the purposes of the AIM Rules;
"SCS"	Shore Capital Stockbrokers Limited, the Company's joint broker;
"Securities Act"	the United States Securities Act of 1933, as amended;
"Shareholders"	holders of the Ordinary Shares of the Company from time to time;
"Shore Capital"	SCC and/or SCS as the case may be;
"Subscribers"	those persons who intend to subscribe for Subscription Shares pursuant to the Subscriptions, including Dr Jon Burrows and Mr Thomas Guiel;
"Subscriptions"	the subscriptions for the Subscription Shares by the Subscribers;
"Subscription Shares"	15,329,996 New Ordinary Shares proposed to be issued to Subscribers pursuant to the Subscriptions;
"UK"	the United Kingdom of Great Britain and Northern Ireland;
"UK Market Abuse Regulation"	the Market Abuse Regulation (Regulation 596/2014) (as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended);
"uncertificated form"	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;
"US" or **"USA"**	the United States of America, each State thereof (including the District of Columbia), its territories, possessions and all areas subject to its jurisdiction;
"VCT"	a venture capital trust under part 6 of the Income Tax Act 2007;

"VCT/EIS Admission"	admission of the VCT/EIS Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules;
"VCT/EIS Placing"	the conditional placing of the VCT/EIS Placing Shares to Placees;
"VCT/EIS Placing Shares"	18,234,454 New Ordinary Shares to be issued, conditional on VCT/EIS Admission, under the VCT/EIS Placing;
"Vulpes Investment Management"	Vulpes Investment Management Pte. Ltd; and
"WG Partners"	WG Partners LLP, the Company's joint broker.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	14 March 2024
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 28 March 2024
General Meeting	10.00 a.m. on 3 April 2024
Announcement of results of General Meeting	3 April 2024
VCT/EIS Admission and commencement of dealings in the VCT/EIS Placing Shares on AIM	8.00 a.m. on 5 April 2024
Crediting of the VCT/EIS Placing Shares in uncertificated form to CREST accounts	5 April 2024
General Admission and commencement of dealings in the General Placing Shares, the Subscription Shares and the PrimaryBid Shares on AIM	8.00 a.m. on 8 April 2024
Crediting of the General Placing Shares, the Subscription Shares and the PrimaryBid Shares in uncertificated form to CREST accounts	8 April 2024
Dispatch of share certificates in respect of the VCT/EIS Placing Shares, the General Placing Shares and the PrimaryBid Shares (if applicable)	within 10 business days of General Admission

Notes:

1. All references to times in this document are to London time.
2. 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.
3. All events in the above timetable scheduled to take place after the General Meeting are conditional on the approval by the Shareholders of the Resolutions.

KEY STATISTICS OF THE PLACING, SUBSCRIPTIONS AND PRIMARYBID OFFER

Number of Existing Ordinary Shares in issue at the date of this document	202,303,415
Issue Price	9 pence

PLACING STATISTICS

Number of VCT/EIS Placing Shares to be issued under the Placing	18,234,454
Number of General Placing Shares to be issued under the Placing	70,994,435
Number of Placing Shares to be issued under the Placing	89,228,889
Gross proceeds of the Placing receivable by the Company	£8,030,600.01

SUBSCRIPTION STATISTICS

Number of Subscription Shares to be issued under the Subscriptions	15,329,996
Gross proceeds of the Subscriptions receivable by the Company	£1,379,699.64

PRIMARYBID OFFER STATISTICS

Number of PrimaryBid Shares to be issued under the PrimaryBid Offer	4,993,350
Gross proceeds of the PrimaryBid Offer receivable by the Company	£449,401.50

FUNDRAISING STATISTICS

Enlarged Share Capital	311,855,650
Percentage of the Enlarged Share Capital represented by the New Ordinary Shares	35%
Market Capitalisation of the Company on Admission of the New Ordinary Shares at the Issue Price	c.£28.1 million
Gross proceeds of the Fundraising	£9,859,701.15
ISIN – Ordinary Shares	GB00BD5H8572

DIRECTORS, REGISTERED OFFICE AND ADVISERS

Directors	Matthew Wakefield, *Non-executive Chairman* Dr Jon Burrows, *Chief Executive Officer* Paul Stockdale, *Chief Financial Officer* Dr Alexandre Akoulitchev, *Chief Scientific Officer* Stephen Diggle, *Non-executive Director* Dr David Holbrook, *Non-executive Director*
Company Secretary	Alder Demain & Akers Limited 2 Michaels Court Hanney Road Southmoor Abingdon Oxfordshire OX13 5HR United Kingdom
Registered Office	3140 Rowan Place John Smith Drive Oxford Business Park South Oxford OX4 2WB United Kingdom
Nominated Adviser	Shore Capital and Corporate Limited Cassini House 57 St James's Street London SW1A 1LD United Kingdom
Joint Brokers	Shore Capital Stockbrokers Limited Cassini House 57 St James's Street London SW1A 1LD United Kingdom Northland Capital Partners Limited, trading as Baden Hill Prince Frederick House 35-39 Maddox Street London W1S 2PP United Kingdom WG Partners LLP 85 Gresham Street London EC2V 7NQ United Kingdom
Solicitors to the Joint Brokers	Gowling WLG (UK) LLP 4 More London Riverside London SE1 2AU United Kingdom

Solicitors to the Company	Dechert LLP 25 Cannon Street London EC4M 5UB United Kingdom
Registrar	Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD United Kingdom

LETTER FROM THE CHIEF EXECUTIVE OFFICER

Oxford BioDynamics PLC

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

Directors:		*Registered office:*
Matthew Wakefield	*Non-executive Chairman*	3140 Rowan Place
Dr Jon Burrows	*Chief Executive Officer*	John Smith Drive
Paul Stockdale	*Chief Financial Officer*	Oxford Business Park South
Dr Alexandre Akoulitchev	*Chief Scientific Officer*	Oxford
Stephen Diggle	*Non-executive Director*	OX4 2WB
Dr David Holbrook	*Non-executive Director*	United Kingdom

14 March 2024

Dear Shareholders,

Proposed Fundraising comprising:
Placing of 89,228,889 Placing Shares
Subscriptions for 15,329,996 Subscription Shares
PrimaryBid Offer of 4,993,350 PrimaryBid Shares
at an Issue Price of 9 pence per New Ordinary Share
and
Notice of General Meeting

1. Introduction

On 13 March 2024, the Company announced that it proposed to undertake a Fundraising with new and existing investors. The Fundraising is being conducted through a Placing which has conditionally raised £8,030,600.01 (before commissions and expenses), following the closing of an accelerated bookbuild process on 14 March 2024, and Subscriptions which have conditionally raised £1,379,699.64 (before commissions and expenses), together with a PrimaryBid Offer which has conditionally raised £449,401.50 (before commissions and expenses), providing other investors who did not take part in the Placing or the Subscriptions with an opportunity to participate in the Fundraising. The Placing, the Subscriptions and the PrimaryBid Offer are all being carried out at the same Issue Price of 9 pence per Ordinary Share.

The Issue Price represents a discount of 21% to the closing mid-market price on 12 March 2024 of 11.4 pence per Existing Ordinary Share, being the last practicable date prior to the announcement of the Fundraising.

Further details of the terms of the Fundraising are set out below under the heading '*5. Details of the Fundraising*' and '*6. Use of proceeds*'.

The Fundraising is conditional upon, amongst other things, the approval by the Shareholders of the Resolutions to be proposed at the General Meeting. The Fundraising has not been underwritten. The Resolutions must be passed by Shareholders at the General Meeting in order for the Fundraising to proceed.

If the conditions relating to the issue of the Placing Shares are not satisfied or the Placing Agreement is terminated in accordance with its terms, the Placing Shares will not be issued and the Company will not receive the associated placing monies. In this scenario, the PrimaryBid Offer and the Subscriptions will similarly not proceed.

The main purpose of this document is to set out the reasons for, and details of, the Fundraising, to explain why the Directors consider that the Fundraising 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 Fundraising

The Company's goal is to advance personalised healthcare by developing and commercialising precision medicine tests for life-changing diseases, based on its 3D genomics platform, EpiSwitch®.

The Company has two flagship clinical diagnostic products on the market: the EpiSwitch® CiRT (Checkpoint Inhibitor Response Test) for cancer, which was launched in February 2022, and the EpiSwitch® PSE (Prostate Screening Test), which was launched in September 2023. It also has a development pipeline of tests for other indications, including EpiSwitch® NST (No Stool Test) for colorectal/bowel cancer and EpiSwitch® SCB (Specific for Canine Blood) for canine cancer.

EpiSwitch® CiRT is a validated, first-of-its-kind precision medicine blood test that predicts a cancer patient's likely response to Immune Checkpoint Inhibitors ("**ICIs**"), including anti-PD-L1 and anti-PD-1 therapies. The test has demonstrated best-in-class performance in the prediction of cancer patient response to ICIs, with high sensitivity (93%), specificity (82%), and accuracy (85%) across the most widely used ICIs from multiple pharmaceutical companies, in 15 key oncological indications.

EpiSwitch® CiRT is currently available for clinical utilisation in the US under a unique Current Procedural Terminology Proprietary Laboratory Analysis ("**CPT-PLA**") code and to private physicians in the UK and elsewhere. Since launch, more than 800 CiRT tests have been ordered by a total of over 80 oncologists.

EpiSwitch® PSE is a validated rapid, accurate, non-invasive blood test for prostate cancer. PSE detects prostate cancer risk from blood with high accuracy, reducing the number of men referred for an unnecessary biopsy and treatment. The test measures five epigenetic biomarkers and combines these with a patient's prostate-specific antigen ("**PSA**") score to accurately predict the presence or absence of prostate cancer.

PSE has high overall accuracy of 94% (sensitivity 86%, specificity 97%), representing a huge boost in accuracy compared to a PSA test alone. Crucially, the positive predictive value ("**PPV**") of PSE is 93%, compared to just 25% for PSA. This low PPV is one of the main impediments to using PSA as a population-wide screening test. One in four of men with a raised PSA will be expected to go on to be diagnosed with prostate cancer. PSE's PPV of 93%, means that 93 of every 100 men who receive a "high probability" PSE result will be expected to go on to receive a prostate cancer diagnosis.

The Company launched PSE in the US and UK ahead of schedule in September 2023, having successfully completed the development and validation of the commercial test and leased, staffed and commissioned a Clinical Laboratory Improvements Amendments ("**CLIA**") – registered US clinical laboratory in Frederick, MD, where the test is performed.

A unique CPT-PLA code for PSE was assigned in September 2023 and has been available for use by Medicare, Medicaid and private payors in the US since 1 January 2024.

The Company has a pipeline of 3D genomic tests and has recently initiated confidential discussions with third parties regarding the two most advanced of these assets, EpiSwitch® NST for colorectal/bowel cancer and EpiSwitch® SCB for canine cancer. The Company expects to assess and explore opportunities for monetising these and other programs from its pipeline.

The Company will use the net proceeds of the Fundraising as working capital to support the continued commercial development of the EpiSwitch® product line. Further details of the intended use of proceeds are set out below under the heading '*6. Use of proceeds*'.

The Directors believe that the Group's strategy, centred on the EpiSwitch CiRT and PSE blood tests, will lead to the creation of material Shareholder value over the longer term. The funds raised in the Fundraising are expected to provide additional resources for the short-term pursuit of this strategy.

In the Group's annual report and accounts for the year ended 30 September 2023, published on 22 February 2024, the Board highlighted the possibility that additional funding would be sought during the first half of the 2024 calendar year. If the Resolutions to approve the Placing were not to be passed, then the Company would be required to seek alternative funding arrangements in order to meet its short-term working capital requirements.

3. Information on Oxford BioDynamics PLC

3.1. Introduction

The Company is a global biotechnology company advancing personalised healthcare by developing and commercialising precision medicine tests for life-changing diseases. The Company is headquartered in Oxford, UK, where it has its main research laboratory and product development facility and is in the process of setting up a UK clinical laboratory compliant with the requirements of ISO 15189:2012 (Medical Laboratories). In the US, the Company has a commercial team and office based in Gaithersburg, MD and a CLIA-registered clinical laboratory in Frederick, MD. It has a reference laboratory in Penang, Malaysia. The Company's Ordinary Shares are admitted to trading on AIM.

Founded in 2007 as a spin-out from the University of Oxford, the Company is an early pioneer of 3D genomics, with over 16 years' work invested into developing its proprietary automated fast turn-around blood testing technology platform, EpiSwitch®.

The Company's flagship products are the EpiSwitch® CiRT (Checkpoint Inhibitor Response Test) and EpiSwitch® PSE (Prostate Screening Test) blood tests. CiRT is a predictive immune response profile for immuno-oncology (IO) checkpoint inhibitor treatments, launched in February 2022. PSE is a blood test that boosts the predictive accuracy of a PSA test from 55% to 94% when testing the presence or absence of prostate cancer, launched in the US and UK in September 2023.

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, EpiSwitch® Explorer Array Kit, which is available for purchase by the life science research community.

Each of the Group's on-market products and development pipeline assets is based on its proprietary 3D genomic biomarker platform, EpiSwitch®, which can build molecular diagnostic classifiers for the prediction of response to therapy, patient prognosis, disease diagnosis and subtyping, and residual disease monitoring in a wide range of indications.

The Company 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.

In the US, the Company is a member of four Foundation of the National Institutes of Health ("**FNIH**") Biomarker Steering Committees, in oncology, immunology and inflammation, neuroscience and metabolics. The Company has been granted two prestigious awards by the Partnership for Accelerating Cancer Therapies ("**PACT**"), a five-year public-private research collaboration between the National Institutes of Health ("**NIH**"), the US Food and Drug Administration ("**FDA**") and 12 leading pharma companies, all managed by the FNIH.

The Company has created a valuable technology portfolio, including biomarker arrays, a pipeline of molecular diagnostic tests, bioinformatic tools for 3D genomics and an expertly curated 3D genome knowledgebase comprising over 800 million data points from over 15,000 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.

EpiSwitch® is the Company's 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 19 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.

For more information on the Group's EpiSwitch® platform, view the video "What is EpiSwitch® Technology?" at http://obdx.co/what-is-episwitch.

3.2. Current Trading and Prospects

During the most recent financial year (ended 30 September 2023), the Group focused on two main objectives:

- continuing to grow orders of EpiSwitch® CiRT; and
- accelerating the development and launch of EpiSwitch® PSE, including setting up its CLIA-registered US clinical laboratory.

These main activities were pursued alongside:

- work with pharma customers in biomarker discovery and clinical development; and
- research, both on internal proprietary projects and with academic and other partners.

By the end of the 2023 calendar year, the Company had established a baseline of orders of EpiSwitch CiRT and generated actionable sales insights from over 750 tests processed up to that date. The Company launched the 94% accurate PSE test ahead of schedule in September 2023 following the build-out of the Company's CLIA-registered laboratory in Frederick, MD, in five months.

The Company continues to have an active pipeline of products in development and the two most advanced pipeline assets, the EpiSwitch NST and EpiSwitch SCB blood tests for colorectal/bowel cancer and canine cancer respectively were ready for partnering or out-licensing by the end of 2023. In addition, at the end of 2023, the Company bolstered its US-based commercial team through the appointment of two experienced sales leaders, Dr Steven Arrivo and Ryan Mathis, M.D., to lead its PSE and CiRT product verticals respectively.

Going forward, the Company remains focused on the continued commercialization of the EpiSwitch® product line. In line with this the Company has identified several key areas of focus for each product over the current financial year.

- EpiSwitch® CiRT:
    - continuing to drive adoption and increase orders of EpiSwitch CiRT. Having identified a strong re-user base among doctors ordering in 2023, the Company has re-established clinical advisory boards with those doctors identified as re-users of the test. The Company is also engaging with Chief Medical Officers and physician administrators of US regional/national healthcare systems where doctors are already using the test;
    - having identified cancer indications for which the test has been most frequently used, the Company will focus on driving increased utilisation in these indications; and
    - continuing to analyse physician-generated utility data and real world case studies in order to understand barriers to routine volume ordering, establish support from key opinion leaders ("**KOLs**"), capture health economics data related to the test and petition for its adoption into the National Comprehensive Cancer Network ("**NCCN**") Guidelines and Compendia;
- EpiSwitch® PSE:
    - driving significant awareness and adoption of EpiSwitch PSE by targeting large organisation accounts including concierge medicine cash pay accounts;
    - seeking national distribution partners to open a further sales channel for test volume and utilisation of the Company's US clinical laboratory capacity;
    - supporting the test through a program of KOL presentations, clinician breakout groups, ongoing smart marketing, developing the health economics story for the test and applying for its inclusion in the NCCN Guidelines and Compendia;
    - bringing PSE online in the Company's UK clinical laboratory by the end of March 2024;
- continuing recently initiated confidential discussions with third parties regarding the Company's two most advanced pipeline assets, EpiSwitch NST for colorectal/bowel cancer and EpiSwitch SCB for canine cancer, and assessing and exploring opportunities for monetising these and other programs from the Company's portfolio of deployable 3D genomic tests; and
- working on internal and grant- and award-funded research and development and on projects for commercial partners.

EpiSwitch® CiRT

EpiSwitch® CiRT is a first-of-its-kind routine blood test that predicts a patient's likely response to immune checkpoint inhibitor ("**ICI**") therapies, offering valuable insight for oncologists, their patients and healthcare systems alike.

ICIs work by releasing the brakes holding the immune system back so that it is stimulated to attack a patient's cancer cells. However, across all cancers, only approximately 20% of patients see an objective response from ICI treatment. A significant proportion will experience an adverse reaction to the therapy, although some of these will go on to see a clinical benefit if they continue after being treated for the reaction. Doctors therefore face particular challenges when deciding on whether and for how long to use ICIs in the treatment pathways they develop for patients. Knowing the likelihood of response can assist doctors in deciding on the appropriate course of treatment, including for patients who show significant adverse reactions but who should be treated for their reaction and encouraged to continue with ICI therapies.

The ability to predict whether patients are likely to respond to ICI therapy also offers significant potential benefits to healthcare payors and systems. Nine anti-PD-(L)1 ICIs are currently approved for use in the US, for a wide variety of cancer indications. Treatment costs range from approximately $100,000 to $1 million per patient, depending on how many cycles of treatment a patient receives. Approximately $44 billion was spent on these drugs worldwide in 2023 and it is estimated that c.$19 billion is spent annually on ineffective ICI therapy in the US alone. Insurers and payors therefore want a reliable test to justify approving therapy and to know when to stop these expensive treatments.

The CiRT sales vertical at the Company is led by VP of Business Development and Market Access, Ryan Mathis MD, appointed in December 2023. Dr Mathis is a physician who, along with clinical expertise, has an impressive background in business development and running sales teams for innovative healthcare products.

819 CiRT tests have been ordered by 80 oncologists (to 9 February 2024), since the test was launched in February 2022. A unique CPT-PLA code, allowing reimbursement for CiRT tests from US insurers, has been available from October 2022. Building on early progress in a single territory following launch, the Company expanded its sales and market access team and initiated a series of peer group clinical advisory boards, at which doctors who routinely order CiRT tests shared their experience of the test with colleagues. The Company expects to continue with this peer-to-peer approach to growing demand for CiRT through the current financial year, as part of its comprehensive strategy for the test. Clinical advisory boards have resumed in 2024, with doctors who have used the test multiple times. In addition, Dr Mathis is engaging with the Chief Medical Officers and physician administrators of regional healthcare systems from which doctors have ordered the test, to seek to drive system-wide adoption of the test. The Company understands that the test is currently being incorporated into the physician guidelines of two healthcare systems and expects that it will be incorporated into the physician guidelines of further healthcare systems during the coming year.

To date, CiRT has been sold primarily to innovator and early adopter oncologists, who are specialists in providing expert care to cancer patients. The Company has analysed progress and success in selling bottom-up into this segment of oncologists, to understand how these doctors are applying CiRT with respect to the algorithms they have been trained to use to treat their patients and to understand (and address) barriers to routine volume ordering of the test. Four cancer indications (lung, liver, pancreatic and renal cancer) have been identified as those showing the strongest evidence of the clinical utility of the test. Dr Mathis and the team intend to use this evidence to refine the Company's speaker programs and clinical advisory boards to continue to take advantage of and grow peer-to-peer sales.

Health Economics and Outcomes Research ("**HEOR**") data is critical for payors seeking to use their resources as effectively and efficiently as possible and informs their decisions on coverage and payment/reimbursement for the test and IO treatments. The Company is using the clinical data from the real-world cases gathered so far from oncologists to present CiRT's usage and clinical utility. Building the HEOR case for CiRT with this real-world evidence, the Company also plans to prepare data to support an assertive campaign for CiRT to be added to the NCCN Guidelines and Compendia, published resources from independent professional organisations which are the recognised standard for clinical direction and policy in cancer care and which drive physician behaviour. Inclusion in the NCCN Guidelines is vital for bringing the test into the orbit of as many oncologists as possible and addressing the barriers to routine volume ordering of the test. Dr Mathis will also implement a rigorous clinical sales training program, along with a national conference strategy.

In October 2023, the Company announced an agreement with the UK's leading health insurer, Bupa UK, to give Bupa patients who are being considered for or already on ICI therapy access to EpiSwitch CiRT. This was the first direct agreement with a private medical insurer for the reimbursement of CiRT and the first agreement with a major customer outside of the US. As well as agreeing to reimburse EpiSwitch CiRT, the partnership represents the first time that Bupa will be actively marketing a genomic test to their network of healthcare providers. Bupa is advocating for CiRT's adoption by facilitating a series of roadshows by the Company in some of the UK's largest private cancer care clinics throughout the first half of 2024.

Gaining reimbursement from the UK's leading health insurer was a milestone for the Company and the Company is targeting similar agreements with other insurers and healthcare networks, in all its markets, during 2024.

EpiSwitch® PSE Prostate Screening Test

EpiSwitch® PSE is a non-invasive blood test that accurately detects prostate cancer risk, reducing the number of men referred for an unnecessary and potentially destructive biopsy. The PSE test measures five epigenetic biomarkers and combines these with a patient's PSA (prostate-specific antigen) score to accurately predict the presence or absence of prostate cancer.

PSE has high overall accuracy of 94% (sensitivity 86%, specificity 97%), representing a huge boost in accuracy compared to a PSA test alone. The positive predictive value ("**PPV**") of PSE is 93%, compared to just 25% for PSA (its low PPV is one of the main impediments to using the PSA test in population-wide screening). Only about a quarter of men with a raised PSA will be expected to go on to be diagnosed with prostate cancer. PSE's PPV of 93% means that the false positive rate of the test is only 7% compared to a false positive rate of 75% for the PSA test, therefore sparing many men from an unnecessary and potentially destructive biopsy.

Data from the PROSTAGRAM NHS study, published in *Cancers*, a high-impact, peer-reviewed journal in February 2023, showed that PSE demonstrated compelling results including overall accuracy of 94%. Following publication of the groundbreaking results, the Company completed the development and validation of the commercial test, launching it ahead of schedule in September 2023.

The Company also leased, staffed and commissioned a CLIA-registered US clinical laboratory in Frederick, MD, where the test is performed. An application for a unique CPT-PLA code for PSE was submitted in early July 2023 and the code, 0433U, was assigned in September 2023 and has been available for use by Medicare, Medicaid and private payors since 1 January 2024. The Company is developing a UK clinical laboratory, compliant with the requirements of ISO 15189: 2012 (Medical Laboratories), in its existing Oxford HQ, with processing of PSE clinical samples expected to begin there by the end of March 2024.

The PSE vertical is led by Dr Steve Arrivo, who joined the Company in November 2023 as Senior Vice President of Business and Corporate Development. Through the remainder of 2024 and beyond, the Company's commercial team will have a focus on large accounts, particularly including concierge medicine cash-pay customers, as the quickest way both to increase sales volumes and positively impact cash flow (the test has a price of $950 and the team is seeking to increase orders to a level of 1,000 tests per month). In addition, the Company will seek national distribution partners to make the test more readily accessible across the whole of the US and utilise available capacity at the Company's CLIA-registered lab.

Initial marketing for PSE has primarily been focused on building awareness of the test, through online content targeting general physicians and urologists and men in specific groups such as age brackets or geographies and their families. The team will focus on analysing and evolving this direct-to-customer marketing approach in 2024.

Dr Arrivo will also lead initiatives to craft and distil the HEOR story for PSE, drive awareness and utilisation of the test with KOLs, attend and present at strategic conferences, collaborate with advocacy groups and petition for inclusion of PSE into the NCCN Guidelines.

More than 180 PSE tests had been ordered to 9 February 2024.

Product pipeline

The Company is just over three years into a process of commercialising over a decade of research and development since its spin out from the University of Oxford. In that time, the Company has developed both the world's largest 3D genomics knowledgebase (containing hundreds of millions of datapoints relating to over 30 diseases) and a deep pipeline of deployable blood tests that could be applied to clinical testing in diverse indications with large addressable markets.

Two of the programs in the Company's pipeline are now ready to deploy. These tests are EpiSwitch® NST, a screening blood test for colorectal/bowel cancer and EpiSwitch® SCB, a multi-profile whole-genome cancer test for dogs.

EpiSwitch® NST addresses a large market opportunity for a blood test for colorectal cancer: there are 100 million people over the age of 40 in the US who are recommended to be screened regularly for this disease. EpiSwitch® NST detects the presence of polyps in the colon (which can be precursors to cancer) with an accuracy of 83%, almost double the accuracy of the market-leading screening test in detecting large precancerous polyps. In addition, the Company's test has 96% sensitivity, 90% specificity and is 93% accurate in determining the presence or absence of stage 1 or stage 2 cancer.

The Company expects that early monetisation and commercialisation of each of these two programs is more likely to occur with, and would benefit from, the involvement of a partner organisation with significant presence in the relevant market. To this end, confidential discussions with third parties commenced in early 2024 to explore possible options for these two most advanced pipeline assets. As well as expediting the launch and availability of these high-performing tests, this approach could potentially lead to significant non-dilutive funding for the Company.

The Company's research and development and product development teams continue to work on internal, grant-funded and contractual projects in a wide range of indications and therapy areas. As well as colorectal/bowel cancer, and canine oncology (animal health), progress has recently been made on projects in amyotrophic lateral sclerosis (ALS, or motor neurone disease), rheumatoid arthritis, psoriasis/psoriatic arthritis, immuno-oncology and non-alcoholic steatohepatitis ("**NASH**").

EpiSwitch® Explorer Array Kit

The Company's EpiSwitch® Explorer Array Kits ("**EAKs**") enable members of the life science research community to generate valuable insights using the Group's 3D genomics technology. The EAK allows interrogation of just under 1 million of the most critical interactions between 3D anchor sites (the Company's proprietary 'EpiSwitch loci') on the human genome, offering powerful new information to researchers.

The kits contain EpiSwitch whole genome microarray slides custom-made by Agilent Technologies (NYSE:A) as well as the Company's proprietary reagents for sample preparation. Purchasers also have access to first tier analysis software developed in-house by the Company's team. Alternatively, the Company's scientists can analyse researchers' samples of interest using the EAK as a paid-for service.

EAKs have been purchased and used by scientists from several prestigious academic research institutions. Sales are expected to grow as use of EpiSwitch® is written into increasing numbers of academic proposals.

Award and grant income

In May 2023, the Company was granted a second PACT award. The prestigious award comes from PACT, a five-year public-private research collaboration totalling $220 million between the NIH, the FDA and 12 leading pharma companies, all managed by the FNIH. The award is worth $963,000 over one year and is helping fund the reduction to practice of an EpiSwitch prognostic blood test for cancer patients with Hyper-Progressive Disease ("**HPD**"). HPD is critical condition observed in a subset of cancer patients, who react adversely to treatment with ICIs such as Keytruda, Pembrolizumab, Nivolumab, etc. In HPD patients, ICI treatment triggers an unwanted opposite effect – accelerated tumour growth, with reduced survival. The work enabled by the PACT award will help to complete the development of the Hyper-ICI Response Test ("**HiRT**"), a blood test to identify patients at risk of HPD prior to ICI therapy. With broad adoption of ICI treatments in cancer patients, the lack of prognostic biomarkers for HPD (which has average prevalence of 13%), has become an urgent issue for practicing clinicians, drug developers, payors and regulators.

The Company is one of 27 participants in the EU-funded HIPPOCRATES (Health initiatives in psoriasis and psoriatic arthritis consortium European states) consortium. The consortium was awarded a total of €21 million over five years in July 2021 to promote early identification and improved outcomes in psoriatic arthritis ("**PsA**"). The Company has completed and reported to partners the first screening stage in the development of EpiSwitch biomarkers to successfully meet the objectives of the consortium.

4. Working Capital

The Directors are of the opinion, having made due and careful enquiry, that, taking into account the net proceeds of the Placing and the Subscriptions and the revenue and other operating income that the Company expects to generate over the period, the working capital available to the Company is sufficient for its requirements for 12 months from 13 March 2024.

5. Details of the Fundraising

5.1. Placing

The Company has conditionally placed with institutional and other investors 89,228,889 Placing Shares in aggregate at the Issue Price of 9 pence per Placing Share to raise gross proceeds of £8,030,600.01 (before commissions and expenses). The Placing Shares, when issued, will represent approximately 28.6% of the Enlarged Share Capital immediately following Admission.

The Board believes that raising equity finance using the flexibility provided by a non-pre-emptive placing is the most appropriate and optimal structure for the Company at this time. This allows certain existing institutional holders and new institutional and other investors the opportunity to participate in the Placing.

The General Placing (which is not being underwritten) is conditional, amongst other things, upon: (a) the Resolutions set out in the Notice of General Meeting being approved by Shareholders; (b) the VCT/EIS Placing Shares being unconditionally allotted and issued to Placees and the VCT/EIS Admission having taken place; (c) the Company having complied with its obligations under the Placing Agreement to the extent the same fall to be performed prior to General Admission; and (d) General Admission in respect of the General Placing Shares becoming effective on or before 8.00 a.m. on 8 April 2024 or such later date as the Company and the Joint Brokers may agree (being no later than 8.00 a.m. on 30 April 2024). The Placing Shares are not subject to clawback.

The VCT/EIS Placing is conditional, amongst other things, upon: (a) the passing of the Resolutions at the General Meeting; and (b) the VCT/EIS Admission occurring on or before 5 April 2024 (or such later date as the Joint Brokers and the Company may agree, not being later than 30 April 2024).

Shareholders should note that it is possible that VCT/EIS Admission occurs but General Admission does not occur. General Admission is conditional on VCT/EIS Admission having occurred. If VCT/EIS Admission and General Admission do not occur, then the Company will not receive the relevant net proceeds in respect of VCT/EIS Admission and General Admission and the Company may not be able to finance the activities referred to in this document.

The Company has been advised that the VCT/EIS Placing Shares will rank as a qualifying holding for the purposes of investment by VCTs. However, no assurance has been obtained from HMRC or any other person that a subscription for VCT/EIS Placing Shares is a 'qualifying holding' for the purpose of investment by VCTs.

The Company has been advised that the VCT/EIS Placing Shares will constitute 'eligible shares' and that the Company will be regarded as a 'qualifying company' for the purposes of the EIS rules. However, no assurance has been obtained from HMRC or any other person that a subscription for VCT/EIS Placing Shares will meet the requirements for EIS Relief.

None of the Directors nor the Company give any representation, warranty or undertaking that any VCT investment in the Company is a qualifying holding, or that a subscription for VCT/EIS Placing Shares will meet the requirements for EIS Relief, or that VCT or EIS qualifying status or eligibility will not be withdrawn, nor do they warrant or undertake that the Company will conduct its activities in a way that qualifies for or preserves its status or the status of any investment in Ordinary Shares. Investors considering taking advantage of any of the reliefs available to VCTs or EIS Relief should seek their own professional advice in order that they may fully understand how the rules apply in their individual circumstances and what they are required to do in order to claim any reliefs (if available). The rules governing VCT and EIS reliefs are complex. Any prospective investors who are considering investing in VCT/EIS Placing Shares in order to obtain VCT or EIS reliefs are recommended to take independent tax advice from a professional tax adviser.

Subject to, *inter alia*, the passing of the Resolutions, application will be made for the VCT/EIS Placing Shares, the General Placing Shares, the Subscription Shares and the PrimaryBid Shares to be admitted to trading on AIM. VCT/EIS Admission is expected to occur and dealings are expected to commence in the VCT/EIS Placing Shares on AIM at 8.00 a.m. on 5 April 2024. General Admission is expected to occur and dealings are expected to commence on AIM in the General Placing Shares, the Subscription Shares and the PrimaryBid Shares at 8.00 a.m. on 8 April 2024. Shareholders and potential investors should be aware of the possibility that VCT/EIS Admission may occur but General Admission may not occur.

5.2. PrimaryBid Offer

The PrimaryBid Offer allowed investors that have not participated in the Placing or the Subscriptions to participate in the Fundraising by subscribing via PrimaryBid.com.

The PrimaryBid Offer remains conditional on the Placing being or becoming wholly unconditional, including the passing of the Resolutions and General Admission.

The PrimaryBid Offer is not underwritten. The PrimaryBid Offer closed on 13 March 2024 and conditionally raised £449,401.50 (before expenses) through the issue of 4,993,350 PrimaryBid Shares.

The Company is relying on an available exemption against the need to publish a prospectus approved by the FCA (acting in its capacity as the UK Listing Authority) in respect of the PrimaryBid Offer.

Application will be made for the PrimaryBid Shares to be admitted to trading on AIM. It is expected that dealings in the PrimaryBid Shares will commence on AIM at 8.00 a.m. on 8 April 2024.

5.3. Subscriptions

The Subscription Shares are being subscribed for directly by the Subscribers at the Issue Price. The Subscriptions remain conditional, among other things, upon (a) the Resolutions as set out in the Notice of General Meeting being approved by Shareholders and (b) General Admission becoming effective by no later than 8.00 a.m. on 8 April 2024 (or such later date as the Subscribers and the Company may agree, not being later than 30 April 2024). The Subscriptions are not being underwritten and the Subscription Shares are not subject to clawback.

Application will be made for the Subscription Shares to be admitted to trading on AIM. It is expected that the Subscription Shares will be admitted to trading on AIM and that dealings will commence in the Subscription Shares on AIM at 8.00 a.m. on 8 April 2024.

5.4. Placing Agreement

Pursuant to the terms of the Placing Agreement, the Joint Brokers have conditionally agreed to use their reasonable endeavours, as agents for the Company, to procure subscribers for the Placing Shares at the Issue Price. The Placing Agreement contains customary warranties from the Company in favour of the Joint Brokers in relation to, amongst other things, the accuracy of the information in this document and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify the Joint Brokers in relation to certain liabilities they may incur in respect of the Fundraising.

The Joint Brokers have the right to terminate the Placing Agreement in certain circumstances prior to VCT/EIS Admission or General Admission, in particular, in the event of a material breach of the warranties given in the Placing Agreement, breach by the Company of any of its material obligations under the Placing Agreement, the occurrence of a force majeure event, or a material adverse change affecting, amongst other things, the Placing or dealings in the New Ordinary Shares in the secondary market. The Placing Agreement includes provisions that if one of the Joint Brokers terminates its obligations under the Placing Agreement, the other Joint Brokers may elect to continue with the Placing.

5.5. Settlement and dealings

Applications will be made to the London Stock Exchange for the VCT/EIS Placing Shares and for the New Ordinary Shares (other than the VCT/EIS Placing Shares) to be admitted to trading on AIM. It is expected that VCT/EIS Admission will become effective and dealings in the VCT/EIS Placing Shares will commence on AIM at 8.00 a.m. on 5 April 2024 and that General Admission will become effective and dealings in the General Placing Shares, the Subscription Shares and the PrimaryBid Shares will commence on AIM at 8.00 a.m. on 8 April 2024, subject to the passing of the Resolutions at the General Meeting. The Placing Shares being

issued pursuant to the Placing, the Subscription Shares being issued pursuant to the Subscriptions and the PrimaryBid Shares being issued pursuant to the PrimaryBid Offer will, on the relevant Admission, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of the relevant Admission.

6. Use of proceeds

The Company will use the net proceeds of the Fundraising as working capital to support its ongoing commercial development including:

- investment in marketing, business development and sales & market access activity to continue to grow orders and adoption of the Company's two on-market laboratory developed tests, EpiSwitch PSE and EpiSwitch CiRT;
- operation of the Company's clinical, research and reference laboratory facilities worldwide; and
- pursuit of partnering/out-licensing opportunities for its two readily deployable pipeline assets, EpiSwitch NST and EpiSwitch SCB.

7. Related Party Transactions

As disclosed on his appointment in December 2020, Non-Executive Chairman of the Company, Matthew Wakefield, is a partner and shareholder in Baden Hill, which has previously raised capital for the Company and is acting as joint broker in connection with the Placing. As Non-Executive Chairman of the Company, Matthew Wakefield is a 'related party' as defined in the AIM Rules. Accordingly, the transaction between the Company and Baden Hill is a 'related party' transaction (the "**Baden Hill Transaction**") pursuant to Rule 13 of the AIM Rules. It is anticipated that Baden Hill will receive commission of between 2.5% and 4% of funds raised by Baden Hill in the Placing (excluding any funds raised from directors, persons discharging managerial responsibilities ("**PDMRs**") or staff of the Group, or entities controlled by them or the Vulpes Life Sciences Fund or Vulpes Testudo Fund (as managed by Vulpes Investment Management)).

The Directors of the Company independent of the Baden Hill Transaction (being Dr Alexandre Akoulitchev, Dr Jon Burrows, Stephen Diggle, Dr David Holbrook and Paul Stockdale), having consulted with the Company's nominated adviser, SCC, consider the terms of the Baden Hill Transaction to be fair and reasonable insofar as Shareholders are concerned.

Through the Vulpes Life Sciences Fund and Vulpes Testudo Fund, Vulpes Investment Management (which is controlled by Non-Executive Director Stephen Diggle) has an existing interest over 27,431,756 Ordinary Shares in the Company, representing 13.56% of the Company's issued share capital as at the date of this document and, as such, is a 'substantial shareholder' as defined in the AIM Rules. Vulpes Investment Management has agreed to subscribe for 2,222,222 Ordinary Shares in the Placing, bringing their aggregate holding to 29,653,978 Ordinary Shares, representing 9.5% of the Enlarged Share Capital. Accordingly, the transaction between the Company and Vulpes Investment Management is a 'related party' transaction pursuant to Rule 13 of the AIM Rules (the "**Vulpes Transaction**").

The Directors of the Company independent of the Vulpes Transaction (being Dr Alexandre Akoulitchev, Dr Jon Burrows, Dr David Holbrook, Paul Stockdale and Matthew Wakefield), having consulted with the Company's nominated adviser, SCC, consider the terms of the Vulpes Transaction to be fair and reasonable insofar as the Company's Shareholders are concerned.

Dr Alexandre Akoulitchev, a director, who holds 6,603,082 Existing Ordinary Shares, representing 3.26% of the Existing Ordinary Shares, has agreed to subscribe for 333,333 PrimaryBid Shares. Following General Admission, Alexandre Akoulitchev will hold 6,936,415 Ordinary Shares, representing 2.22% of the Enlarged Share Capital.

Dr Jon Burrows, a director, who holds 700,000 Existing Ordinary Shares, representing 0.35% of the Existing Ordinary Shares, has agreed to subscribe for 388,888 Subscription Shares. Following General Admission, Jon Burrows will hold 1,088,888 Ordinary Shares, representing 0.35% of the Enlarged Share Capital.

Thomas Guiel, a PDMR, who holds 365,000 Existing Ordinary Shares, representing 0.18% of the Existing Ordinary Shares, has agreed to subscribe for 258,888 Subscription Shares. Following General Admission, Thomas Guiel will hold 623,888 Ordinary Shares, representing 0.20% of the Enlarged Share Capital.

Dr Ewan Hunter, a PDMR, who holds 136,363 Existing Ordinary Shares, representing 0.07% of the Existing Ordinary Shares, has agreed to subscribe for 55,555 PrimaryBid Shares. Following General Admission, Ewan Hunter will hold 191,918 Ordinary Shares, representing 0.06% of the Enlarged Share Capital.

Paul Stockdale, a director, who holds 331,818 Existing Ordinary Shares, representing 0.16% of the Existing Ordinary Shares, has agreed to subscribe for 83,333 Placing Shares and 83,333 PrimaryBid Shares. Following General Admission, Paul Stockdale will hold 498,484 Ordinary Shares, representing 0.16% of the Enlarged Share Capital.

Mrs Carla Wakefield, the wife of Matthew Wakefield, a director, has agreed to subscribe for 277,777 Placing Shares. Matthew Wakefield is beneficially interested in 1,022,727 Existing Ordinary Shares representing 0.51% of the Existing Ordinary Shares. Following General Admission, Matthew Wakefield will be beneficially interested in 1,300,504 Ordinary Shares, representing 0.42% of the Enlarged Share Capital.

The independent directors of the Company (being all of the Directors other than, in each case, the Director in question and in the case of Mrs Carla Wakefield, Matthew Wakefield) having consulted with the Company's nominated adviser, SCC, consider the terms of each Director or PDMR or PCA subscription transaction described above to be fair and reasonable insofar as Shareholders are concerned.

8. General Meeting

The Company's existing shareholder authorities granted at the 2023 AGM do not give Directors the authority necessary to allot the New Ordinary Shares. Accordingly, the Board is seeking the approval of Shareholders to provide the authority to allot New Ordinary Shares in respect of the Placing, the Subscriptions and the PrimaryBid Offer. 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 at 10.00 a.m. on 3 April 2024, 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 (Authority to allot shares), which will be proposed as an ordinary resolution, is to authorise the Directors to allot the New Ordinary Shares.

2. Resolution 2 (Disapplication of pre-emption rights), which will be proposed as a special resolution and which is conditional upon the passing of Resolution 1, grants authority to the Directors to disapply pre-emption rights granted to Shareholders pursuant to the Act, in respect of the allotment of the New Ordinary Shares.

The authorities conferred by the resolutions are in addition to the existing authorities conferred on the Directors by Shareholders at the 2023 AGM, which are due to expire at the conclusion of the annual general meeting of the Company to be held in 2024.

An ordinary resolution requires the approval of a simple majority of Shareholders who vote at the General Meeting and a special resolution requires the approval of at least 75% of Shareholders who vote at the General Meeting, in order to be passed.

Shareholders have the right to appoint a proxy to vote at the General Meeting on your behalf. Details of how to appoint a proxy are set out below at *'9. Action to be taken'*.

9. Action to be taken

In respect of the General Meeting

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 10.00 a.m. on 28 March 2024. Unless the Form of Proxy is received by this date and time, it will be invalid. As an alternative to completing a hard copy Form of Proxy, shareholders can register their vote electronically using the link www.sharegateway.co.uk and completing the authentication requirements. Shareholders will need to use their personal proxy registration code that is printed on the Form of Proxy to validate submission of their proxy online. The same deadline of 10.00 a.m. on 28 March 2024 applies.

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, 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 10.00 a.m. on 28 March 2024. 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. 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 telephone +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.

10. 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 10.00 a.m. on 28 March 2024.

11. Recommendation

The Directors consider the Fundraising 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 those Directors who hold Ordinary Shares will do in respect of their beneficial holdings amounting, in aggregate, to 36,089,383 Ordinary Shares as at 13 March 2024 (being the last practicable date prior to the publication of this document), representing 17.8% of the Company's issued share capital prior to the issue of the New Ordinary Shares.

The Fundraising is conditional, amongst other things, upon the passing of the Resolutions at the General Meeting. Shareholders should be aware that, if the Resolutions are not passed at the General Meeting, then the Fundraising will not proceed.

Yours faithfully,

Dr Jon Burrows
Chief Executive Officer

Oxford BioDynamics PLC

(incorporated 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 on 3 April 2024 at 10.00 a.m., 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 Shareholders of the Company dated 14 March 2024 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 Fundraising up to an aggregate nominal amount of £1,095,522.35, provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on 30 April 2024, 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 authorised 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 Fundraising and up to an aggregate nominal amount of £1,095,522.35, provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on 30 April 2024, 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.

14 March 2024

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 Form of Proxy provided may be used to appoint a proxy to attend and vote at the meeting on behalf of a Shareholder. The postal address for receipt of completed Form 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 10.00 a.m. on 28 March 2024. The cut-off time for receipt of proxy appointments also applies to the amendment of proxy instructions. Any amended proxy appointment received after 10.00 a.m. on 28 March 2024 will be disregarded. As an alternative to completing a hard copy Form of Proxy, shareholders can register their vote electronically using the link www.sharegateway.co.uk and completing the authentication requirements. Shareholders will need to use their personal proxy registration code that is printed on the Form of Proxy to validate submission of their proxy online. The same deadline of 10.00 a.m. on 28 March 2024 applies.

(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. 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 & International 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 ID: 7RA11), no later than 48 hours (excluding non-working days) 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 28 March 2024 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 202,303,415 ordinary shares of £0.01 each. The Company does not hold any ordinary shares in treasury. Each ordinary share carries one vote and therefore the total number of voting rights at 14 March 2024 was 202,303,415.

(xiv) None of the email addresses referred to in this document may be used for any purpose other than those specified.

(xv) A copy of this document will be available on the Company's website at www.oxfordbiodynamics.com.

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