

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document and/or the action you should take, you should seek your own 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.

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 jurisdiction where to do so may constitute a violation of applicable 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.

This Document does not constitute an offer of transferable securities to the public within the meaning of section 102B of FSMA. The issue of the New Ordinary Shares will not constitute an offer to the public requiring an approved prospectus under section 85 of FSMA. This Document does not constitute a prospectus for the purpose of the UK Prospectus Regulation or an admission document for the purpose of the AIM Rules. Accordingly, this Document has not been, and will not be, reviewed or approved by the Financial Conduct Authority of the United Kingdom ("FCA") pursuant to sections 85 and 87 of FSMA, the London Stock Exchange or any other authority or regulatory body and has not been approved for the purposes of section 21 FSMA.

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. 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 New Ordinary Shares to be admitted to trading on AIM. The New Ordinary Shares will not be admitted to trading on any other investment exchange. On the assumption that the Resolutions are passed, it is expected that (i) 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 10 November 2025 and (ii) General Admission will become effective, and that dealings in the General Placing Shares and the Subscription Shares will commence, on AIM at 8.00 a.m. on 11 November 2025. 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 2,301,666,661 Placing Shares Subscriptions for 31,666,665 Subscription Shares and

Notice of General Meeting

This Document should be read as a whole. Your attention is drawn to the letter from the Executive Chairman of the Company, which is set out on pages 12 to 20 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 7 November 2025 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 5 November 2025. 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 5 November 2025 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 whose names appear on page 11 of this Document, and the Company accept responsibility, collectively and individually, for the information contained in this Document. To the best of the knowledge of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), 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 originating 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 5 November 2025. 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 ("**Shore Capital**"), which is authorised and regulated by the FCA, is acting as nominated adviser to the Company for the purposes of the AIM Rules. Persons receiving this Document should note that 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 Shore Capital, 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.

OAK Securities (a trading name of Merlin Partners LLP, which is authorised and regulated by the FCA) ("**OAK Securities**"), is acting as sole broker to the Company in connection with the Placing. Persons receiving this Document should note that OAK Securities will not be responsible to anyone other than the Company for providing the protections afforded to customers of OAK Securities or for advising any other person on the arrangements described in this Document. OAK Securities has not authorised the contents of, or any part of, this Document, and no liability whatsoever is accepted by OAK Securities 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 an 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”, “shall”, “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 and they do 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.

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 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, the Company may offer New Ordinary Shares to a limited number of U.S. 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 or 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**”, “**penny**” 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.

TABLE OF CONTENTS

	Page
DEFINITIONS	6
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	9
KEY STATISTICS	10
DIRECTORS, REGISTERED OFFICE AND ADVISERS	11
LETTER FROM THE EXECUTIVE CHAIRMAN	12
NOTICE OF GENERAL MEETING	21

DEFINITIONS

The following definitions apply throughout this Document, unless the context otherwise requires or unless specifically provided otherwise:

"2025 AGM"	the annual general meeting of the Company held on 28 March 2025
"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 and the Subscription 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)
"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 11 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 Ordinary Share Capital"	the total number of Ordinary Shares in issue immediately following General Admission (including the New Ordinary Shares)
"Euroclear"	Euroclear UK & International Limited, the operator of CREST

“Existing Ordinary Shares”	the Ordinary Shares 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 and the Subscriptions
“General Admission”	admission of the General Placing Shares and the Subscription 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 3140 Rowan Place, John Smith Drive, Oxford Business Park South, Oxford, OX4 2WB, UK on 7 November 2025 at 10.00 a.m. or following any adjournment or postponement thereof
“General Placing”	the conditional placing of the General Placing Shares to Placees
“General Placing Shares”	2,116,666,662 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
“HMRC”	His Majesty’s Revenue and Customs
“Issue Price”	£0.003 per New Ordinary Share
“ITA 2007”	the Income Tax Act 2007
“London Stock Exchange”	London Stock Exchange plc
“New Ordinary Shares”	together, the Placing 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
“OAK Securities”	OAK Securities, the trading name of Merlin Partners LLP, a firm incorporated in the United Kingdom and regulated by the FCA
“Official List”	the Official List of the FCA
“Ordinary Shares”	ordinary shares of £0.001 each in the capital of the Company
“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 on or about 22 October 2025 between: (i) OAK Securities; and (ii) the Company, relating to the Placing, further details of which are set out in this Document
“Placing Shares”	2,301,666,661 new Ordinary Shares which are to be issued under the Placing
“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
“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”	Shore Capital and Corporate Limited, the Company’s nominated adviser for the purposes of the AIM Rules
“Subscribers”	those persons who intend to subscribe for Subscription Shares pursuant to the Subscriptions, comprising Dr Alexandre Akoulitchev, Thomas Guiel, Peter Presland, Iain Ross and Paul Stockdale
“Subscriptions”	the subscriptions for Subscription Shares by Subscribers
“Subscription Shares”	31,666,665 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)
“UK Prospectus Regulation”	Regulation (EU) No 2017/1129, as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018
“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, 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”	184,999,999 new Ordinary Shares to be issued, conditional on VCT/EIS Admission, under the VCT/EIS Placing
“Vulpes Investment Management”	Vulpes Investment Management Pte. Ltd

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2025

Publication of this Document	22 October
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 5 November
General Meeting	10.00 a.m. on 7 November
Announcement of results of General Meeting	7 November
VCT/EIS Admission and commencement of dealings in the VCT/EIS Placing Shares on AIM	8.00 a.m. on 10 November
Crediting of the VCT/EIS Placing Shares in uncertificated form to CREST accounts	10 November
General Admission and commencement of dealings in the General Placing Shares and the Subscription Shares on AIM	8.00 a.m. on 11 November
Crediting of the General Placing Shares and the Subscription Shares in uncertificated form to CREST accounts	11 November
Despatch of share certificates in respect of the VCT/EIS Placing Shares, the General Placing Shares and the Subscription Shares	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 and are 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

Number of Existing Ordinary Shares in issue at the date of this Document	1,957,577,641
Issue Price	£0.003

PLACING STATISTICS

Number of VCT/EIS Placing Shares to be issued under the Placing	184,999,999
Number of General Placing Shares to be issued under the Placing	2,116,666,662
Total number of Placing Shares to be issued under the Placing	2,301,666,661
Proceeds of the Placing receivable by the Company (before fees and expenses)	£6,905,000

SUBSCRIPTION STATISTICS

Number of Subscription Shares to be issued under the Subscriptions	31,666,665
Proceeds of the Subscriptions receivable by the Company (before fees and expenses)	£95,000

FUNDRAISING STATISTICS

Gross proceeds to be received by the Company from the Fundraising	£7,000,000
Enlarged Ordinary Share Capital ⁽¹⁾	4,290,910,967
Percentage of the Enlarged Ordinary Share Capital represented by the New Ordinary Shares ⁽¹⁾	54.4%
ISIN	GB00BD5H8572

Notes:

- (1) Assuming that, between the date of this Document and General Admission, (i) no new Ordinary Shares (other than the New Ordinary Shares) are issued and (ii) there are no other changes to the Company's issued share capital.

DIRECTORS, REGISTERED OFFICE AND ADVISERS

Directors	Iain Ross, <i>Executive Chairman</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> Peter Presland, <i>Non-executive Director</i>
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
Sole Broker in connection with the Placing	OAK Securities (a trading name of Merlin Partners LLP) 90 Jermyn Street London SW1Y 6JD United Kingdom
Solicitors to the Company	Cadwalader, Wickersham & Taft LLP 100 Bishopsgate London EC2N 4AG United Kingdom
Registrar	Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD United Kingdom

LETTER FROM THE EXECUTIVE CHAIRMAN

Oxford BioDynamics PLC

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

Directors:

Iain Ross
Paul Stockdale
Dr Alexandre Akoulitchev
Stephen Diggle
Dr David Holbrook
Peter Presland

Executive Chairman
Chief Financial Officer
Chief Scientific Officer
Non-executive Director
Non-executive Director
Non-executive Director

Registered office:

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

22 October 2025

Dear Shareholder

Proposed Fundraising comprising:
Placing of 2,301,666,661 Placing Shares
Subscriptions for 31,666,665 Subscription Shares
at an Issue Price of £0.003 per New Ordinary Share
and
Notice of General Meeting

1. Introduction

The Company today announced that it has conditionally raised in aggregate £7 million (before fees and expenses) pursuant to a placing of 2,301,666,661 Placing Shares (the “**Placing**”) and through direct subscriptions for 31,666,665 Subscription Shares (the “**Subscriptions**”) (together the “**Fundraising**”). The Placing and Subscriptions are being carried out at an Issue Price of £0.003 per Ordinary Share.

The Issue Price represents a discount of 40% to the closing mid-market price on 21 October 2025 of £0.005 per Ordinary Share, being the latest practicable date prior to the announcement of the Fundraising.

Further details of the terms of the Fundraising are set out below under the headings ‘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.

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

Over the last few years the Company’s goal has been to advance personalised healthcare by bringing specific and sensitive tests to the practice of medicine based on its EpiSwitch® 3D genomics platform. However by December 2024 it became clear that the strategy being employed was not financially viable.

As a consequence, when I joined the Board of Directors as Executive Chairman following the successful completion of a fundraising, which I led in January 2025, the Company announced the intention to focus more on establishing partnerships and collaborations, across all geographies and all aspects of the Company's activities including its clinical and pipeline tests and its EpiSwitch® 3D genomics platform. I also set out our plan to further validate and monetise the EpiSwitch® platform itself as a way of cost-effectively securing commercial and financial success.

Since late January 2025 there has been significant progress across several revenue and cost initiatives:

- By focusing direct sales and marketing efforts predominantly on the **EpiSwitch® Prostate Screening ("PSE") Test**; targeting geographic regions in the US with specific key opinion leader (KOL) engagement and by engaging with some additional "commission-only" sales personnel, monthly orders of the **PSE Test** have grown over the last year from fewer than 100 tests in September 2024 to 215 tests in September 2025. Record sales of tests have been reported every month since June 2025 with the potential for significant increases in orders as new US clinics and healthcare groups are onboarded.
- Direct sales efforts on the **EpiSwitch® CiRT (Checkpoint Inhibitor Response Test)** for cancer have been restricted in order to save costs whilst the team focuses on establishing CiRT's inclusion in the US National Comprehensive Cancer Network (NCCN) clinical guidelines (application expected in early 2026). Interim results from the FDA-registered PROWES trial published in September 2025 strongly support CiRT's clinical utility, with CiRT having influenced real-world treatment choices in 61% of the cases reported, a high value for utility studies of molecular tests in oncology. However, 'guideline inclusion' will be key to wider adoption of CiRT by oncologists.
- The recently announced partnership with **Google Cloud** has allowed the Company to migrate the **EpiSwitch® Platform and KnowledgeBase** onto the cloud. By year-end, it is expected the first users from academia and industry will be able both to analyse their own data and to access the Company's proprietary 3D genomics database and a suite of tools in the new site, on a subscription/licensing basis.
- The Company's profile has been raised with several publications advocating the use of the PSE and CiRT tests. In addition, the Company continues to look to partner/license its tests from its development pipeline for other indications, including **EpiSwitch® NST** for colorectal/bowel cancer, **EpiSwitch® SCB** for canine cancer and the recently announced EpiSwitch test for the diagnosis of Myalgic Encephalomyelitis/Chronic Fatigue Syndrome (ME/CFS).
- Third-party partnering/collaboration discussions on the individual tests and platform have been initiated and are ongoing with several large pharma, biotech and diagnostic companies with a view to licensing and/or distribution deals being secured over the next 12 months, potentially generating significant non-dilutive funding.
- Whilst the Company needs to maintain a cost base consistent with the integrity of running clinically validated tests from regulated compliant labs in the UK and US, through judicious management there has been a reduction in headcount (of 14%) and some costs. In addition, process improvement work has recently been undertaken which is expected to reduce the cost of goods for our clinical tests and significantly improve throughput, which will be key in partnership/licensing discussions.

In the announcement of our interim results on 30 June 2025, the Board highlighted that in the absence of a significant third-party non-dilutive funding transaction, additional funding would be required in the final quarter of the 2025 calendar year. The reality is that whilst progress has been made across the business and third-party discussions are ongoing, a transaction securing significant non-dilutive funding is yet to be secured. If the Resolutions to approve the Fundraising were not to be passed, then the Company would be required urgently to seek alternative funding arrangements in order to continue to operate or, if not forthcoming, seek a sale or an orderly wind up of the business.

The Directors believe that with the accelerated growth in PSE test sales, the continued development of the EpiSwitch KnowledgeBase through the partnership with Google Cloud and the status of the ongoing third-party partnership/collaboration discussions, the business warrants further investment to achieve the following goals:

- To focus on growing sales of EpiSwitch PSE (targeting 500 tests/month within 12 months).
- To out-license or partner a test (CiRT, NST and CFS representing the most likely candidates for outlicensing).
- To sign a distribution deal/partnership on the PSE test, securing an upfront fee, ongoing milestone payments and royalties on sales.
- To establish EpiSwitch CiRT in NCCN Guidelines and thereafter to seek partners for the test.
- To build on the agreement with Google Cloud to directly monetise the Company's EpiSwitch 3D Genomics platform and knowledgebase.
- To contract and deliver projects for pharma and other customers through sustained direct business development initiatives and/or via leads arising from the use of the platform and knowledgebase.

3. Information on Oxford BioDynamics PLC

3.1 Introduction

The Company is a 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 a clinical laboratory compliant with the requirements of ISO 15189:2012 (Medical Laboratories). In the US, the Company has a commercial team 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 expert in the field of 3D genomics, with over 18 years' work invested into developing its proprietary automated fast turn-around blood testing technology platform, EpiSwitch®.

The Company's commercial clinical products are the EpiSwitch® PSE (Prostate Screening test) and EpiSwitch® CiRT (Checkpoint Inhibitor Response Test) blood tests. 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. CiRT is a predictive immune response profile for immuno-oncology (IO) checkpoint inhibitor treatments, launched in February 2022.

It also has a development pipeline of tests for other indications, including EpiSwitch® NST (for colorectal/bowel cancer), EpiSwitch® SCB (for canine cancer) and, recently announced, a first-in-class diagnostic blood test for Chronic Fatigue Syndrome (CFS), also known as Myalgic Encephalomyelitis (ME).

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.

In August 2021 and May 2023, the Company was granted two Partnership for Accelerating Cancer Therapies ("PACT") Awards. The prestigious awards came from PACT, a five-year public-private research collaboration totalling \$220 million between the National Institutes of Health (NIH), the US Food and Drug Administration (FDA) and 12 leading pharmaceutical companies, managed by the Foundation for the National Institutes of Health ("FNIH").

The Company is one of 26 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).

Each of the Company'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.

EpiSwitch® is an 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 23 patent families (with more than 150 individual patents granted) as well as extensive proprietary know-how, and is reduced to practice.

The Company has created bioinformatic tools for 3D genomics and an expertly curated 3D genome knowledgebase comprising over 1.5 billion data points, from over 15,000 samples, in more than 40 human diseases. These tools and data will shortly be made available to researchers online, a development made possible by the Company's collaboration with Google Cloud announced in August 2025.

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

In the US, the Company is represented by its Chief Scientific Officer, Dr Alexandre Akoulitchev, on four Foundation for the National Institutes of Health ("FNIH") Biomarker Steering Committees, in oncology, immunology and inflammation, neuroscience and metabolics.

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.

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

Since January 2025, the Company has refocused on: continuing to grow the sales of its marketed PSE & CiRT tests; immediately seeking third party validation through partnerships, collaborations and licensing deals within the diagnostic/pharmaceutical sector; and as necessary restructuring the business to maintain a realistic cost base for a company of OBD's size.

In the financial year to 30 September 2025, sales of the Company's EpiSwitch® PSE test have increased steadily, more than double the sales of the previous financial year and successive record monthly sales in every month from June to September 2025. Since launch in September 2023, over 2,650 PSE tests have been sold.

PSE benefits from a unique CPT-PLA[‡] code (0433U), enabling reimbursement by US insurers. Reimbursement for the test is regularly received from many US insurers including Medicare, Humana, United Healthcare and Aetna.

Sales of EpiSwitch® CiRT tests were at a similar level to the previous financial year, with almost 1,900 tests now sold since the test's launch in 2022. CiRT is also regularly reimbursed by several US insurers under a unique CPT-PLA[‡] code (0332U). CiRT benefits patients, oncologists, and payers alike. The main opportunities for growth in orders and revenue from the test rely on the prospect of its inclusion in clinical guidelines such as those of the NCCN, which the Company is in the process of pursuing.

As noted in section 2 above, the Company has identified several potential sources of future revenues, namely through the monetisation of the Company's platform and knowledgebase, (made possible through its partnership with Google Cloud); and through distribution, co-development or outlicensing agreements for any of its on-market or pipeline tests. The Company is engaged in discussions with several third parties.

The Company has sought where possible to reduce its cost base whilst preserving the integrity of its clinical and R&D operations. Headcount reductions and other cost savings during 2025 have helped to preserve cash resources for as long as possible. The Company will continue to seek to rationalise its cost base further, without unduly affecting its ability to offer clinical tests or to serve its pharma, biotech or academic customers.

4. Working Capital

The Directors are of the opinion, having made due and careful enquiry, that, taking into account the net proceeds of the Fundraising and the revenue and other operating income that the Company expects to generate over the period through tests sales and potential partnerships, collaborations or licensing deals, the working capital available to the Company is sufficient for its requirements for the next twelve months.

5. Details of the Fundraising

5.1 Placing

The Company today announced that it has conditionally placed with new and existing institutional and other investors 2,301,666,661 Placing Shares in aggregate at the Issue Price of £0.003 per Placing Share to raise gross proceeds of £6,905,000 (before fees and expenses). The Placing Shares, when issued, will represent approximately 53.64% of the Enlarged Ordinary Share Capital immediately following General 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 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 11 November 2025 or such later date as the Company and OAK Securities may agree (being no later than 8.00 a.m. on 28 November 2025). 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 8.00 a.m. on 10 November 2025 (or such later date as OAK Securities and the Company may agree, not being later than 28 November 2025).

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 and the Subscription 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 10 November 2025. General Admission is expected to occur and dealings are expected to commence on AIM in the General Placing Shares and the Subscription Shares at 8.00 a.m. on 11 November 2025. Shareholders and potential investors should be aware of the possibility that VCT/EIS Admission may occur but General Admission may not occur.

5.2 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 11 November 2025 (or such later date as the Subscribers and the Company may agree, not being later than 28 November 2025). The Subscriptions are not being underwritten, and the Subscription Shares are not subject to clawback.

The Subscription Shares, which are expected to raise gross proceeds of £95,000 (before fees and expenses) at the Issue Price, when issued, will represent approximately 0.74% of the Enlarged Ordinary Share Capital immediately following General Admission.

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 11 November 2025.

5.3 Placing Agreement

Pursuant to the terms of the Placing Agreement, OAK Securities has conditionally agreed to use its reasonable endeavours, as agent 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 OAK Securities 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 OAK Securities in relation to certain liabilities it may incur in respect of the Fundraising.

OAK Securities has 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.

5.4 Settlement and dealings

Applications will be made to the London Stock Exchange for the VCT/EIS Placing Shares, the General Placing Shares and the Subscription 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 10 November 2025 and that General Admission will become effective and dealings in the General Placing Shares and the Subscription Shares will commence on AIM at 8.00 a.m. on 11 November 2025, subject to the passing of the Resolutions at the General Meeting.

The Placing Shares and the Subscription Shares 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 plans to use the net proceeds from the Fundraising predominantly as working capital alongside a non-dilutive deal (out-license or distribution agreement), to support its ongoing operation as sales revenues (particularly from PSE) increase. In addition, the Company plans to:

- Secure additional business development resource to enable more effective outreach to pharmaceutical companies and to support the building of the platform business.
- Recruit additional resource to augment the Company's data team, supporting the online platform.
- Augment clinical operations as test volumes increase and, post-NCCN Guideline inclusion, add additional resource to support EpiSwitch CiRT specialist sales.
- Increase marketing and PR efforts behind the promotion of the EpiSwitch PSE and EpiSwitch CiRT tests.
- Fund a pilot study in the NHS to support the wider adoption of the EpiSwitch PSE test in the UK.

The Company expects to publish preliminary results for the year ended 30 September 2025 in December 2025, following the completion of its financial audit.

7. Related Party Transactions

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 251,876,178 Ordinary Shares in the Company, representing 12.9% of the Company's issued share capital as at the date of this Document. Vulpes Investment Management has agreed to subscribe for 366,666,666 Ordinary Shares in the Placing, bringing their aggregate holding to 618,542,844 Ordinary Shares, representing 14.4% of the Enlarged Ordinary 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 Director of the Company who is not participating in the Fundraising (being Dr David Holbrook), having consulted with the Company's nominated adviser, Shore Capital, considers the terms of the Vulpes Transaction to be fair and reasonable insofar as Shareholders are concerned.

Dr Alexandre Akoulitchev, a director, who holds 7,562,296 Existing Ordinary Shares, representing 0.4% of the Existing Ordinary Shares, has agreed to subscribe for 6,666,666 Subscription Shares. Following General Admission, Alexandre Akoulitchev will hold 14,228,962 Ordinary Shares, representing 0.33% of the Enlarged Ordinary Share Capital.

Thomas Guiel, a PDMR, who holds 1,288,146 Existing Ordinary Shares, representing 0.07% of the Existing Ordinary Shares, has agreed to subscribe for 5,000,000 Subscription Shares. Following General Admission, Thomas Guiel will hold 6,288,146 Ordinary Shares, representing 0.15% of the Enlarged Ordinary Share Capital.

Peter Presland, a director, who holds 3,398,553 Existing Ordinary Shares, representing 0.2% of the Existing Ordinary Shares, has agreed to subscribe for 3,333,333 Subscription Shares. Following General Admission, Peter Presland will hold 6,731,886 Ordinary Shares, representing 0.16% of the Enlarged Ordinary Share Capital.

Iain Ross, a director, who holds 10,000,000 Ordinary Shares, representing 0.5% of the Existing Ordinary Shares, has agreed to subscribe for 13,333,333 Subscription Shares. Following General Admission, Iain Ross will hold 23,333,333 Ordinary Shares, representing 0.54% of the Enlarged Ordinary Share Capital.

Paul Stockdale, a director, who holds 3,077,919 Existing Ordinary Shares, representing 0.2% of the Existing Ordinary Shares, has agreed to subscribe for 3,333,333 Subscription Shares. Following General Admission, Paul Stockdale will hold 6,411,252 Ordinary Shares, representing 0.15% of the Enlarged Ordinary Share Capital.

The participation of the Directors and the PDMR in the Fundraising is a 'related party' transaction pursuant to Rule 13 of the AIM Rules. The Director of the Company who is not participating in the Fundraising (being Dr David Holbrook), having consulted with the Company's nominated adviser, Shore Capital, considers the terms of each Director or PDMR 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 2025 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 and the Subscriptions. 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 7 November 2025, 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 2025 AGM, which are due to expire at the conclusion of the annual general meeting of the Company to be held in 2026.

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 5 November 2025. 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 <http://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 5 November 2025 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 5 November 2025. 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 originating 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 5 November 2025.

11. Recommendation

The Directors consider the Fundraising to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors 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 279,074,910 Ordinary Shares as at 21 October 2025 (being the last practicable date prior to the publication of this Document), representing 14.3% of the Existing 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,

Iain Ross
Executive Chairman

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 7 November 2025 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 22 October 2025 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 up to an aggregate nominal amount of £2,333,333.326 pursuant to the Fundraising, provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on 1 December 2025, 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 570 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 up to an aggregate nominal amount of £2,333,333.326 pursuant to the Fundraising, provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on 1 December 2025, 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.

22 October 2025

Registered office:

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

BY ORDER OF THE BOARD

T Demain
for Alder, Demain & Akers Ltd
Company Secretary

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 a 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 5 November 2025. 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 5 November 2025 will be disregarded.
- (v) As an alternative to completing a hard copy Form of Proxy, shareholders can register their vote electronically using the link <http://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 5 November 2025 applies.
- (vi) 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.
- (vii) 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.
- (viii) 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.
- (ix) 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.
- (x) 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 5 November 2025 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 which is two working days prior to 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.
- (xi) 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.
- (xii) 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.
- (xiii) 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.
- (xiv) As at the date of this Notice, the Company's issued share capital comprises 1,957,577,641 ordinary shares of £0.001 each ("Ordinary Shares") and 319,319,226 deferred shares of £0.009 each ("Deferred Shares"). The Deferred Shares do not carry any voting rights. The Company does not hold any Ordinary Shares or Deferred Shares in treasury. Each Ordinary Share carries one vote and therefore the total number of voting rights at 21 October 2025 was 1,957,577,641.
- (xv) None of the email addresses referred to in this Document may be used for any purpose other than those specified.
- (xvi) A copy of this Document will be available on the Company's website at www.oxfordbiodynamics.com.

