
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A Information

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

BARINTHUS BIOTHERAPEUTICS PLC

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
-
-



Your **Vote** Counts!

BARINTHUS BIOTHERAPEUTICS PLC

2024 Annual Meeting

Vote by May 02, 2024

11:59 PM ET



Heston, Inc.
P.O. Box 9142
Farmingdale, NY 11735

Ricky Campana
P.O. Box 123456
Suite 500
51 Mercedes Way
Edgewood, NY 11717

1 OF 2
322,224
148,294

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FLASHID-JOB#

You invested in BARINTHUS BIOTHERAPEUTICS PLC and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 10, 2024.**

Get informed before you vote

View the Annual Report on Form 10-K, U.K. Statutory Annual Accounts and Reports, Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 19, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

XXXX XXXX XXXX XXXX



Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

May 10, 2024
8:00 AM EST

Goodwin Procter (UK) LLP
Sancroft, 10-15 Newgate Street
London, EC1A 7AZ

*If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.ProxyVote.com or request a paper copy of the materials, which will contain the appropriate instructions. Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

BARINTHUS BIOTHERAPEUTICS PLC
2024 Annual Meeting
Vote by May 02, 2024
11:59 PM ET

Voting Items		Board Recommendations
1	To re-elect as a director William Enright, who retires by rotation in accordance with the Articles of Association.	✓ For
2	To re-elect as a director Alex Hammacher, who retires by rotation in accordance with the Articles of Association.	✓ For
3	To re-elect as a director Robin Wright, who retires by rotation in accordance with the Articles of Association.	✓ For
4	To re-appoint PricewaterhouseCoopers LLP, as U.K. statutory auditors of the Company, to hold office until the conclusion of the next annual general meeting of shareholders.	✓ For
5	To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024.	✓ For
6	To authorize the Audit Committee to determine the auditors' remuneration for the fiscal year ending December 31, 2024.	✓ For
7	To receive the U.K. statutory annual accounts and reports for the fiscal year ended December 31, 2023 and to note that the Company's directors do not recommend the payment of any dividend for the fiscal year ended December 31, 2023.	✓ For
8	To receive and approve on an advisory basis the U.K. statutory directors' compensation report for the fiscal year ended December 31, 2023, which is set forth in Annex A to the proxy statement.	✓ For

NOTE: Please Note: ADS Holders are not entitled to vote in person. Please ignore the note at the bottom of page 1 referencing a Legal Proxy. Legal proxies are not available for ADS holders

Under New York Stock Exchange rules, brokers may vote "routine" matters at their discretion if your voting instructions are not communicated to us at least 10 days before the meeting. **We will nevertheless follow your instructions, even if the broker's discretionary vote has already been given, provided your instructions are received prior to the meeting date.**

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