



Barinthus Biotherapeutics plc
Unit 6-10, Zeus Building Rutherford Avenue
Harwell, Didcot OX11 0DF
United Kingdom
Registered Company No. 13282620

**NOTICE OF 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON TUESDAY,
JUNE 10, 2025**

NOTICE is hereby given that the Annual General Meeting (the “Meeting”) of Barinthus Biotherapeutics plc, a public limited company incorporated under the laws of England and Wales (referred to herein as the “Company,” “we,” “us” or “our”), will be held on Tuesday, June 10, 2025, at 2:30 p.m. London Time (9:30 a.m. Eastern Time), at Goodwin Procter (UK) LLP, Sancroft, 10-15 Newgate Street, London, EC1A 7AZ, for transaction of the following business:

Ordinary resolutions

1. To re-elect as a director Pierre A. Morgon, who retires by rotation in accordance with the Company’s Articles of Association.
2. To re-elect as a director Joseph C. Scheeren, who retires by rotation in accordance with the Company’s Articles of Association.
3. 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.
4. To ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2025.
5. To authorize the Audit Committee to determine the Company’s auditors’ remuneration for the fiscal year ending December 31, 2025.
6. To receive the U.K. statutory annual accounts and reports for the fiscal year ended December 31, 2024 and to note that the Company’s directors do not recommend the payment of any dividend for the fiscal year ended December 31, 2024.
7. To approve the Company’s directors’ remuneration policy, which is set forth in *Annex A* to the Company’s proxy statement.
8. To receive and approve on an advisory basis the Company’s U.K. statutory directors’ compensation report for the fiscal year ended December 31, 2024, which is set forth in *Annex A* to the Company’s proxy statement.

Proposals 1 through 8 will be proposed as ordinary resolutions and under English law, assuming that a quorum is present, an ordinary resolution is passed on a show of hands if it is approved by a simple majority (more than 50%) of the votes cast by shareholders present (in person or by proxy) at the meeting and entitled to vote. If a poll is demanded, an ordinary resolution is passed if it is approved by holders representing a simple majority of the total voting rights of shareholders present (in person or by proxy) who (being entitled to vote) vote on the resolution.

The result of the shareholder votes on the ordinary resolutions in proposals 3, 4, 6, 7 and 8 regarding re-appointment of PricewaterhouseCoopers LLP as our U.K. statutory auditors, the ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm, receipt of the Company’s U.K. statutory annual accounts and reports for the fiscal year ended December 31, 2024, approval of the Company’s director remuneration policy and approval of the Company’s U.K. statutory directors’ annual report on compensation for the fiscal year ended December 31, 2024 will not require our Board of Directors or any committee thereof to take any action.

Our Board of Directors values the opinions of our shareholders as expressed through such votes and will carefully consider the outcome of the votes on proposals 3, 4, 6, 7 and 8.

For the purposes of the Meeting, a quorate meeting will be formed by one or more qualifying persons present at a meeting and between them holding (or being the proxy or corporate representative of the holders of) at least 33 1/3 percent in number of the issued shares (excluding any shares held as treasury shares) entitled to vote on the business to be transacted at the Meeting. A “qualifying person” is an individual who is a member, a person authorized to act as the representative of a member (being a corporation) in relation to the meeting, or a person appointed as proxy of a member in relation to the meeting.

The results of any polls taken on the resolutions at the Meeting and any other information required by the U.K. Companies Act 2006 will be made available on our website (www.barinthusbio.com) as soon as reasonably practicable following the Meeting and for the required period thereafter.

Recommendation

You will find an explanatory note in relation to each of the Resolutions in the attached proxy statement.

[TABLE OF CONTENTS](#) Our Board of Directors consider that each Resolution is in the best interests of the Company and its shareholders as a whole and is likely to promote the success of the Company. Accordingly, the Company's Board of Directors unanimously recommend that you vote in favor of the Resolutions as each of the Company's directors with personal holdings of equity interests in the Company intends to do in respect of their own beneficial holdings.

Holders of Ordinary Shares

Only those members registered in the register of members of the Company at 6:30 p.m. London Time (1:30 p.m. Eastern Time) on June 6, 2025 will be entitled to attend and vote at the Meeting in respect of the number of ordinary shares registered in their name at the time. Changes to entries on the relevant register after that deadline will be disregarded in determining the rights of any person to attend and vote at the Meeting. Should the Meeting be adjourned to a time not more than 48 hours after the deadline, the same deadline will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned Meeting. Should the Meeting be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned Meeting or, if the Company gives notice of the adjourned Meeting, at the time specified in the notice.

Any member may appoint a proxy to attend, speak and vote on his/her behalf. A member may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares of the member. A proxy need not be a member but must attend the meeting in person. Proxy forms should be lodged with the Company's Registrar (Computershare) not later than 2:30 p.m. London Time (9:30 a.m. Eastern Time) on June 6, 2025. Completion and return of the appropriate proxy form does not prevent a member from attending and voting in person if he/she is entitled to do so and so wishes. The attached proxy statement explains proxy voting and the matters to be voted on in more detail. Please read the proxy statement carefully. For specific information regarding the voting of your ordinary shares, please refer to the proxy statement under the section entitled "Questions and Answers About Voting."

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

In the case of joint holders, the vote of the senior holder who tenders the vote whether in person or by proxy will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the Company's relevant register or members for the certificated or uncertificated shares of the Company (as the case may be) in respect of the joint holding.

As of April 14, 2025, the Company's issued ordinary share capital consisted of 40,399,395 ordinary shares, carrying one vote each.

Under s527 of the U.K. Companies Act 2006, members meeting the threshold requirement set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with s437 of the U.K. Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with ss527 or 528 of the U.K. Companies Act 2006. Where the Company is required to place a statement on a website under s527 of the U.K. Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required, under s527 of the U.K. Companies Act 2006, to publish on a website.

Except as set out in the notes to this Notice, any communication with the Company in relation to the Meeting, including in relation to proxies, should be sent to the Company's Registrar, Computershare, The Pavilions, Bridgewater Road, Bristol BS99 6ZY, United Kingdom. No other means of communication will be accepted. In particular, you may not use any electronic address provided either in this notice or in any related documents to communicate with the Company for any purpose other than those expressly stated.

Copies of the service agreement for our executive director and of the letters of appointment for our non-executive directors will be available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excepted) and at the place of the Meeting for one hour before the meeting and at the meeting itself.

Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Beneficial owners of ordinary shares which are registered in the name of a broker, bank or other agent

If your ordinary shares are held in an account at a brokerage firm, bank or other similar organization and you are the beneficial owner of shares as of June 6, 2025, these proxy materials should be forwarded to you by that organization. The organization holding your account is considered the shareholder of record for purposes of voting at the Meeting. You should follow directions provided by your broker, bank or other agent. You are encouraged to provide voting instructions to your broker or other agent so that they may submit a proxy.

Holders of American Depositary Shares

In order to exercise your vote as a holder of an interest in the capital of the Company represented by our American Depositary Shares ("ADSs"), you or your bank, broker or nominee must have been registered as a holder of ADSs in the ADS register maintained by our depositary, The Bank of New York Mellon Corporation, by 5:00 p.m. Eastern Time on Monday, April 14, 2025 (the record date for ADS holders). ADS holders will not be able to attend the Meeting in person.

Record holders of ADSs

If you are a record holder of ADSs as of April 14, 2025, the proxy materials, including the ADS voting instruction card, will be mailed to you on or about April 25, 2025.

Please note that ADS voting instruction cards submitted by ADS holders must be received by The Bank of New York Mellon Corporation no later than 12:00 p.m. Eastern Time on June 4, 2025. The Bank of New York Mellon Corporation will collate all votes properly submitted by ADS holders and submit a vote on behalf of all ADS holders.

Beneficial holders of ADSs that are registered in the name of a bank, broker or nominee

We intend to use the Internet as the primary means of providing our proxy materials in connection with the Meeting to beneficial holders of ADSs that are registered in the name of a bank, broker or nominee. As a result, such beneficial holders may not receive paper copies of our proxy materials. We intend to mail such beneficial holders a Notice of Internet Availability of Proxy Materials (the "Notice of Internet Availability") with instructions for accessing the proxy materials and for voting via the Internet on or about April 25, 2025. The Notice of Internet Availability will also provide the date, time, and location of the Meeting; the matters to be acted upon at the meeting and the Board of Directors' recommendation with regard to each matter; a toll-free number, an e-mail address and a website where such beneficial holders can request a paper or e-mail copy of our proxy statement and ADS voting instruction card if desired, and our Annual Report on Form 10-K for fiscal year 2024, and our U.K. statutory annual accounts and reports for the fiscal year ended December 31, 2024, along with the related directors' and independent auditor's reports. Please use the Internet to transmit your voting instructions by no later than 11:59 p.m. Eastern Time on June 3, 2025.

If you held ADSs through a bank, broker or nominee as of April 14, 2025, the Notice of Internet Availability and accompanying proxy materials will be directly made available to you on or about April 25, 2025.

If you wish to vote by mail by requesting paper copies of the proxy materials, please submit the request for paper copies of the proxy materials prior to May 27, 2025. Please note that ADS voting instruction cards submitted by ADS holders must be received by The Bank of New York Mellon Corporation no later than 12:00 p.m. Eastern Time on June 4, 2025. The Bank of New York Mellon Corporation will collate all votes properly submitted by ADS holders and submit a vote on behalf of all ADS holders.

Contacts

If at any point you require guidance, please contact the Company Secretary by telephone at +44(0)1865 818808.

BY ORDER OF THE BOARD

/s/ William Enright

William Enright
Chief Executive Officer
April 25, 2025

Registered Office

Unit 6-10, Zeus Building Rutherford Avenue Harwell,
Didcot OX11 0DF United Kingdom Registered in
England and Wales No. 13282620