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

SCHEDULE 14A

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 below in exhibit required by Item 25(b) Exchange Act Rules 14a-6(i)(14) and 0-11.
-
-



Your **Vote** Counts!

BARINTHUS BIOTHERAPEUTICS PLC

2025 Annual Meeting

Vote by June 03, 2025

11:59 PM ET



Hextone, 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 June 10, 2025.**

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 May 19, 2025. 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*

June 10, 2025
9:30 AM EST

Goodwin Procter (UK) LLP
Sancroft, 10-15 Newgate Street
London, EC1A 7AZ
2:30 PM London Time

*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

2025 Annual Meeting

Vote by June 03, 2025

11:59 PM ET

Voting Items		Board Recommends
1	To re-elect as a director Pierre A. Morgon, who retires by rotation in accordance with the Company's Articles of Association.	✓ For
2	To re-elect as a director Joseph C. Scheeren, who retires by rotation in accordance with the Company's Articles of Association.	✓ For
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.	✓ For
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.	✓ For
5	To authorize the Audit Committee to determine the Company's auditors' remuneration for the fiscal year ending December 31, 2025.	✓ For
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.	✓ For
7	To approve the Company's directors' remuneration policy.	✓ For
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.	✓ For

NOTE: Such other business as may properly come before the meeting or any adjournment thereof. 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 to 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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