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If you have sold or transferred all of your ordinary shares in Genflow Biosciences Plc (the “Company”), please forward this document and the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The distribution of this document (the “Document”) in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.



Authority for allotment of up to 188,947,368 new ordinary shares of £0.0003 each in the capital of the Company (“New Shares”) and Disapplication of Pre-Emption rights to facilitate a Potential Equity Raise

Notice of General Meeting

Notice of a General Meeting of the Company to be held at One Heddon Street, London, W1B 4BD on 2 March 2026 at 11 a.m. is set out on page 9 of this document. Forms of proxy should be completed and returned to the Company’s Registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX as soon as possible and in any event so as to be received not later than 48 hours (excluding non-working days) before the time fixed for the Meeting. Alternatively, you can register your vote(s) for the General Meeting by logging on to www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions (you can locate your username and access code on the top of the proxy form).

Copies of this document will be available free of charge from the Company’s website at: www.genflowbio.com.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual. For further details, please see the notes to the Notice of General Meeting set out at the end of this Document.

The distribution of this Document in certain jurisdictions may be restricted by law. Accordingly, neither this document nor any other material relating to the potential equity raise noted in this Document, may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations.

Persons outside the United Kingdom into whose possession this Document comes should inform themselves about and observe any such restrictions. Neither the New Shares, this Document or other documents connected with the potential equity raise have been nor will be registered under the securities laws and regulations of any jurisdiction, in particular, Australia, Canada, Japan or the Republic of South Africa, and may not be offered, sold, resold, or delivered, directly or indirectly, within Australia, Canada, Japan or the Republic of South Africa, or in any jurisdiction where it is unlawful to do so, except pursuant to an applicable exemption. This Document (and the information contained herein) does not contain or constitute an offer of securities for sale, or solicitation of an offer to purchase securities, in the United States, Australia, Canada, Japan or the Republic of South Africa or any other jurisdiction where such an offer or solicitation would be unlawful.

The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended (the “**Securities Act**”) or with any securities regulatory authority of any state or jurisdiction of the United States and may not be offered, sold, resold, or delivered, directly or indirectly, in or into the United States or to US persons unless the securities are registered under the Securities Act, or pursuant to an exemption from, or in a potential equity raise not subject to, the registration requirements of the Securities Act, in each case in accordance with any applicable securities laws and regulations of any state or jurisdiction of the United States.

The securities referred to herein were offered and sold to non-US persons outside the United States in offshore potential equity raises within the meaning of, and in accordance with, Regulation S under the Securities Act. There was no public offer of securities in the United States. None of this Document or any other document connected with the potential equity raise have been or will be approved or disapproved by the US Securities and Exchange Commission or by the securities commissions of any state or other jurisdiction of the United States or any other regulatory authority, nor have any of the foregoing authorities or any securities commission passed comment upon or endorsed the merits of the offering of the New Shares or the accuracy or adequacy of this Document or any other document connected with the potential equity raise. Any representation to the contrary is a criminal offence.

Forward Looking Statements

This Document contains “forward-looking statements” which include all statements (other than statements of historical facts) including, without limitation, those regarding the group’s financial position, business strategy, potential clinical results and data, plans and objectives of management for future operations, and any statements preceded by, followed by or that include the words “targets”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “anticipates”, “would”, “could”, “potential” or “similar” expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company’s control that could cause the actual results, performance or achievements of the group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the group’s present and future business strategies and the environment in which the group will operate in the future. These forward-looking statements speak only as at the date of this Document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the other regulations to which the group is subject.

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DIRECTORS, SECRETARY AND ADVISERS

Directors	Gad Berdugo – <i>Non-Executive Chairman</i> Dr. Eric Leire - <i>Chief Executive Officer</i> Tamara Joseph - <i>Non-Executive Director</i> Dr. Yassine Bendiabdallah - <i>Non-Executive Director</i> Dr. Peter King-Lewis - <i>Non-Executive Director</i> Dr. Guy-Charles Fanneau De La Horie - <i>Non-Executive Director</i>
Company Secretary	Westend Corporate LLP
Registered Office	6 Heddon Street, London, England, W1B 4BT
Company Website	www.genflowbio.com
Legal Adviser to the Company	Hill Dickinson LLP 20 Primrose Steet London EC2A 2EW
Registrars	Share Registrars Limited 3 The Millennium Centre Crosby Way Farnham Surrey GU9 7XX

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Date of this Document and posting of the Form of Proxy	11 February 2026
Latest time and date for receipt of the Form of Proxy	11 a.m. on 26 February 2026

General Meeting Notes:

- 1) *References to times in this Document are to London time (unless otherwise stated).*
- 2) *The timing of the events in the above timetable and in the rest of this Document is indicative only and may be subject to change.*
- 3) *If any of the above times or dates should change, the revised times and/or dates will be notified to shareholders in writing by post or electronically.*
- 4) *Further details of the potential equity raise (if it proceeds) will be announced on RIS in due course.*

11 February 2026

PART 1

LETTER FROM THE CHAIRMAN

Gad Berdugo – *Non-Executive Chairman*
Dr. Eric Leire - *Chief Executive Officer*
Tamara Joseph - *Non-Executive Director*
Dr. Yassine Bendiabdallah - *Non-Executive Director*
Dr. Peter King-Lewis - *Non-Executive Director*
Dr. Guy-Charles Fanneau De La Horie - *Non-Executive Director*

Authority for allotment of up to 188,847,368 New Shares and Disapplication of Pre-Emption Rights to facilitate a Potential Equity Raise

and

Notice of General Meeting

Dear Shareholder,

Introduction

I am writing as the board of directors of the Company (the “**Board**”) is considering potentially undertaking an equity raise to raise up to an aggregate of £1,795,000, which would be structured by issuing rights over the New Shares (in the form of shares or warrants) to new investors and/or existing shareholders in the Company for cash consideration in one or more private placements on a non-pre-emptive basis (the “**Potential Equity Raise**”).

The purpose of this Document is to provide you with information about the background to and reasons for the Potential Equity Raise, to explain why the Board considers a Potential Equity Raise to be in the best interests of the Company and its Shareholders as a whole, and why the Directors recommend that you vote in favour of the resolutions to be proposed at the General Meeting, notice of which is set out at Part II of this Document.

The Potential Equity Raise

The Board is exploring a Potential Equity Raise of up to approximately £1,795,000 which will be used for:

- Moving the MASH program to IND-enabling stage;
- Animal health: final payment of the randomized clinical trial in age beagle dogs and licensing effort;
- Glaucoma Proof of Concept studies and Business development effort; and

- Final phase of EU patent approval.

Whilst discussions have commenced with existing and new investors, at this point no investors have entered into any definitive agreements to subscribe for New Shares and the amounts and price of any Potential Equity Raise (including the terms of any associated warrants) have not been finalised.

To the extent that any money is raised from the Potential Equity Raise (and subsequent exercise of any warrants), it would be applied towards the Company's stated strategy above, and general corporate purposes, including the Company's working capital needs.

In order to facilitate the Potential Equity Raise and to ensure that it could be swiftly concluded if it progresses, the Board is seeking specific shareholder approval at the General Meeting for the allotment and issue of up to 188,947,368 New Shares (which is approximately 38% of the Company's current issued share capital) in connection with the Potential Equity Raise, on terms that the Board may determine.

This has been calculated on the following basis: 94,473,684 to be issued as New Ordinary Shares and a one for one warrant.

In order for the Directors to issue New Shares free of statutory pre-emption rights, such statutory pre-emption rights must be dis-applied. Accordingly, the Board wishes to seek separate authorities to dis-apply pre-emption rights in respect of the allotment of the New Shares pursuant to the Potential Equity Raise.

If the authorities sought at the General Meeting in connection with the Potential Equity Raise are approved, the Directors shall have discretion to determine the terms of the Potential Equity Raise, including the number of New Shares to be issued (subject to the applicable limitations) and the price at which the New Shares will be issued, as well as the identity of who the New Shares will be issued to. Such discretion would apply to the terms of any associated warrants offered. In all cases, the Directors will take decisions based on the best interests of the Company and its shareholders.

Further details of the Potential Equity Raise (if it proceeds) will be announced in due course. At this time, there is no certainty that any Potential Equity Raise will proceed. If approved, the authorities sought at the General Meeting in connection with the Potential Equity Raise will expire to the extent they are not utilised by 31 March 2027.

General Meeting

The General Meeting of the Company, notice of which is set out at the end of this document, is to be held at One Heddon Street, London, W1B 4BD at 11 a.m. on 2 March 2026.

The General Meeting is being held for the purpose of considering and, if thought fit, passing the following resolutions in connection with the Potential Equity Raise:

Resolution 1 – an ordinary resolution to authorise the Directors to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £56,684.21.

Resolution 2 – a special resolution to empower the Directors to dis-apply statutory pre-emption rights in respect of the allotment of equity securities in Resolution 1. Resolution 2 is conditional upon the passing of Resolution 1.

Please note that the above is not the full text of the resolutions and you should read this section in conjunction with the resolutions contained in the Notice of General Meeting in Part II (Notice of General Meeting) of this Document.

Note:

the General Meeting does not constitute the Company's 2026 'annual general meeting'. The Board intends to convene a further general meeting to function as the annual general meeting (in accordance with section 336 of the Companies Act 2006) to be held in calendar Q2 2026 in order for shareholders to approve the typical ordinary

course business of the annual general meeting, including the re-appointment of certain Directors, routine share capital authorities to allot ordinary shares and disapply pre-emption rights, the approval of the 2025 Annual Report and Accounts and related matters, including the approval of the Directors' remuneration report, the reappointment of the Company's auditors and approval of the auditors' remuneration

Action to be taken

The Company requests that all shareholders appoint the chair of the meeting as their proxy and submit their votes via proxy in advance of the meeting.

Appointing a proxy **will not** preclude shareholders from attending the General Meeting and voting in person should they wish.

Forms of proxy should be completed and returned to the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX as soon as possible and in any event so as to be received not later than 48 hours (excluding non-working days) before the time fixed for the General Meeting. Alternatively, you can register your vote(s) for the General Meeting by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form).

Shareholders who hold their ordinary shares through a nominee should instruct their nominees to appoint a proxy on their behalf. Further details of how to register your proxy vote are contained within the notes to the Notice of General Meeting in Part II (Notice of General Meeting) of this Document.

Documents available for inspection

Copies of this Document will be available for inspection free of charge at the registered office of the Company during normal business hours on any business day and on the Company's website at www.genflowbio.com.

The Document will also be available at the location of the General Meeting (being One Heddon Street, London, W1B 4BD) 15 minutes before the General Meeting.

Overseas Shareholders

It is the responsibility of any person receiving a copy of this Document outside of the United Kingdom to satisfy himself/herself as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such territory. Persons (including, without limitation, nominees and trustees) receiving this document should not send it into any jurisdiction when to do so would, or might, contravene local securities laws or regulations.

Board Recommendation

The Directors believe that, if progressed, the Potential Equity Raise would promote the success of the Company for the benefit of its shareholders as a whole.

Accordingly, the Directors unanimously recommend that shareholders vote in favour of the resolutions to be proposed at the General Meeting, as they intend to do in respect of their own beneficial holdings.

Yours faithfully

Gad Berdugo
Chairperson

PART II

GENFLOW BIOSCIENCES PLC

(incorporated and registered in England and Wales no. 13138531)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting (the “**Meeting**”) of Genflow Biosciences Plc (the “**Company**”) will be held on 2 March 2026 at 11a.m. at One Heddon Street, London, W1B 4BD for the purpose of considering and, if thought fit, passing the following resolutions, of which resolution 1 will be proposed as an ordinary resolution and resolution 2 as a special resolution:

ORDINARY RESOLUTION

Resolution 1: **THAT**, the directors of the Company (the “**Directors**”) be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot ordinary shares of £0.0003 each in the capital of the Company (“**Ordinary Shares**”) up to an aggregate nominal amount of £56,684.21, provided that such authority shall expire (unless previously renewed, varied or revoked by the Company in a general meeting) on 31 March 2027, save that under this authority the Company may, at any time before such expiry, make an offer or agreement which would or might require Ordinary Shares to be allotted after such expiry and the Directors may allot Ordinary Shares in pursuance of any such offer or agreement as if this authorisation had not expired or been varied or revoked.

SPECIAL RESOLUTION

Resolution 2: **THAT**, subject to the passing of Resolution 1, the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by Resolution 1 above as if section 561 of the Act did not apply to any such allotment, provided that such power shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on 31 March 2027, save that under this empowerment the Company may, at any time before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if this authorisation had not expired or been varied or revoked.

By Order of the Board

Westend Corporate LLP
Company Secretary

Dated: 11 February 2026
Registered office:
6 Heddon Street
London
W1B 4BT

Notes:

- 1 A member of the Company entitled to attend, speak and vote at the meeting convened by this notice may appoint one or more proxies to attend, speak and vote in his place. A proxy need not be a member of the Company. A form of proxy is enclosed for use at this meeting.
- 2 Completing and returning a form of proxy does not preclude a member from attending and voting at the Meeting.
- 3 Shareholders can register their vote(s) for the General Meeting either:
 - by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (user name and access code can be located on the top of the proxy form);
 - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX using the proxy form accompanying this notice;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 11 to 14 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11 a.m. on 26 February 2026.

- 3 Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting and vote in person, your proxy appointment will automatically be terminated.
- 4 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- 5 The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

 - completed and signed;
 - sent or delivered to Share Registrars Limited either by post or hand to 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, UK; and
 - received by Share Registrars Limited no later than 11 a.m. on 26 February 2026.
- 6 In the case of a Shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 7 Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 8 If you have not received a proxy form and believe that you should have one, or if you require additional proxy forms, please contact Share Registrars Limited on 01252 821390 or at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX, UK.
- 9 Information regarding the meeting, including the information required by section 311A of the Companies Act 2006 ("Act"), can be found at www.genflowbio.com.
- 10 You may not use any electronic address provided either in this notice of general meeting or in any related documents (including a proxy form) to communicate with the Company for any purposes other than those expressly stated.
- 11 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via <http://www.euroclear.com/CREST>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

- 12 In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message (the "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a

previously appointed proxy, must, in order to be valid, be transmitted so as to be received by our agent, Share Registrars Limited (ID 7RA36), no later than 11 a.m. on 26 February 2026, or, in the event of an adjournment of the meeting, 48 hours (excluding non-business days) before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which our agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

- 13 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 14 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.
- 15 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (SI 2001/3755). Reg. 41(1) and (2), only those shareholders on the Register of Shareholders at the time which is 48 hours (excluding non-business days) before the time appointed for the holding of the meeting shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned, then to be so entitled, shareholder must be entered on the Company's Register of Shareholders at the time which is 48 hours (excluding non-business days) before the time appointed for holding of the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.
- 16 In the case of joint holders of shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will 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.
- 17 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together.
- 18 As at the close of business on 11 February 2026 (the last business day prior to the publication of this notice), the Company's issued ordinary share capital comprised 493,547,942 ordinary shares of £0.0003 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the time and date given above is 493,547,942.