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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 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.



NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at One Heddon Street, London, W1B 4BT on 29 June 2026 at 11 a.m. is set out on pages 11 to 12 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 Annual 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 AGM 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 option scheme 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 ordinary shares of £0.0003 each in the capital of the Company ("**Ordinary Shares**"), this document or other documents connected with the potential adoption of the option scheme 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 matters set out in this document 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 Ordinary Shares or the accuracy or adequacy of this document or any other document connected with matters herein. 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.

4 June 2026

To the shareholders and, for information only, to the option holders and warrant holders

Notice of Annual General Meeting

Dear shareholder,

I am writing to explain the resolutions to be proposed at this year's Annual General Meeting which is to be held on 29 June 2026 at 11 a.m. at One Heddon Street, London, W1B 4BT ("**AGM**").

The resolutions are set out in the Notice of Annual General Meeting on pages 11 to 12 of this document.

In addition to the usual business to be conducted at the AGM, the Company also wishes to seek shareholder approval for the adoption of the Genflow Biosciences Plc 2026 Executive and Employee Unapproved Share Option Scheme (the "**Scheme**"), together with the related authorities required to implement it.

Please see the below section titled "*Adoption of the Scheme*" for further detail about the background to and reasons for the adoption of the Scheme, to explain why the board of directors of the Company (the "**Board**") considers the adoption of the Scheme to be in the best interests of the Company and its shareholders as a whole, and why the Board recommends that you vote in favour of the resolutions to be proposed at the AGM.

Adoption of the Scheme

The Scheme has been designed to support the Company's long-term growth by enabling the Company to attract, retain and appropriately incentivise employees, executives and directors through equity participation aligned with shareholder interests. A summary of the principal terms of the Scheme are set out on page 8 and 9.

The Scheme contains market-standard features (including performance conditions, scheme limits, option exercise rules and protections in corporate-transaction scenarios) and reflects modern remuneration practice for a company at our stage of development, including the following terms:

- the options may be granted to employees and directors of the Company and its subsidiaries at the discretion of the Board, during specified 42-day grant windows following (i) adoption of the Scheme, (ii) release of results, or (iii) other exceptional circumstances determined by the Board;
- the awards take the form of unapproved share options, giving the participant the right to acquire Ordinary Shares at a fixed exercise price, set by the Board at grant which cannot be less than the nominal value of the Ordinary Shares;
- the option grants are subject to an overall limit of 10% of the Company's entire issued share capital on a fully diluted basis;
- the options may be made subject to performance and vesting conditions set at grant;

- the options may be exercised during the period specified in the option certificate; and
- following exercise, the Company shall apply for admission of such shares to trading on the London Stock Exchange plc.

We are asking shareholders to approve the adoption of the Scheme which, whilst it does not require shareholder approval, is consistent with our ethos of working with our shareholders and good corporate governance (including compliance with the QCA Corporate Governance Code).

Shareholders are therefore being asked to consider and, if thought fit, approve:

- the adoption of the Scheme;
- an authority for the Board to allot shares pursuant to the Scheme; and
- the disapplication of statutory pre-emption rights in respect of such allotments.

These resolutions will allow the Company to operate the Scheme responsibly and transparently, while ensuring that the interests of management and employees remain closely aligned with those of our shareholders.

Conditional Grant of Options

The Company is proposing (subject to shareholder approval at the AGM) to create a share option pool under the Scheme equal to 10% of the issued share capital of the Company on a fully diluted basis. The Company has conditionally granted 30,316,563 options (the “Options”), in aggregate, over new Ordinary Shares, which would represent 5.35% of the Company’s current issued share capital and 3.73% of the Company’s enlarged share capital on a fully diluted basis. The grant of the Options is conditional upon the Scheme being approved by the shareholders at this AGM. The recipients and details of the Scheme are set out below:

| Name | Position | Date of Conditional Grant | Options | % of enlarged share capital (fully diluted) | Exercise Price | Maturity |
|---------------------------------|-----------------------|----------------------------------|-------------------|--|-----------------------|-----------------|
| Gad Berdugo | Chair | 28 May 2026 | 11,368,711 | 1.40% | TBC* | 10 years |
| Dr Yassine Bendiabdallah | NED & Committee Chair | 28 May 2026 | 6,090,381 | 0.75% | TBC* | 10 years |
| Guy-Charles Fanneau De La Horie | NED & Committee Chair | 28 May 2026 | 6,090,381 | 0.75% | TBC* | 10 years |
| Tamara Joseph | NED & Committee Chair | 28 May 2026 | 6,090,381 | 0.75% | TBC* | 10 years |
| Dr Peter King-Lewis | Outgoing NED | 28 May 2026 | 676,709 | 0.08% | TBC* | 10 years |
| TOTAL | - | - | 30,316,563 | 3.73% | - | - |

*The exercise price of each Option will be the mid-market price per Share at 8am on the date of unconditional grant (which is expected to be the date of the AGM).

With the exception of the options being issued to Dr King-Lewis, all the Options are subject to a 24-month vesting schedule with the Options vesting in 24 equal monthly tranches. If a Director leaves the Company, their unvested Options will lapse (unless the Board approves otherwise in its absolute discretion). Unvested shares held by continuing Directors will become fully vested if there is a change of control of the Company or if the Company undertakes a disposal of substantially all its assets.

As announced on 4 June 2026, Dr King-Lewis will be stepping down as a Director. The Board has agreed to the conditional grant of Options to Dr King-Lewis in lieu of a cash payment that would otherwise be due to him. Those Options will be fully vested on the date of their grant.

To facilitate the granting of the Options, the Board is seeking specific shareholder approval at the AGM for the allotment and issue of up to 81,205,082 Ordinary Shares (which is approximately 14.34% of the Company's current issued share capital and 10% of the Company's enlarged share capital on a fully diluted basis) in connection with the Scheme and the grant of the Options.

For the Board to issue new Ordinary Shares pursuant to the Options 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 Ordinary Shares pursuant to the Options.

Explanatory Notes on the Resolutions

Resolutions 1 and 2 - Annual Report and Accounts

This is an ordinary resolution to receive and consider the audited Statement of Accounts and the Reports of the Directors and the Auditor of the Company for the year ended 31 December 2025.

As a company listed on the equity shares (transition) category of the Official List maintained by the FCA, the Company must include a further ordinary resolution to receive and approve the directors' remuneration report for the financial period ended 31 December 2025 set out in the audited accounts for the financial year ended 31 December 2025.

Resolution 3 - Auditors' reappointment and remuneration

The resolution relating to the auditors' re-appointment and remuneration are usual business for the Annual General Meeting.

Resolutions 4 to 8

In compliance with the QCA Corporate Governance Code, all Directors (other than Dr King-Lewis) are offering themselves for election or re-election.

Resolution 4 – Re-election of Gad Berdugo

That Gad Berdugo be elected as a Director of the Company.

Resolution 5 – Re-election of Dr Eric Leire

That Dr Eric Leire be elected as a Director of the Company.

Resolution 6 – Re-election of Tamara Joseph

That Tamara Joseph be elected as a Director of the Company.

Resolution 7 – Re-election of Dr Yassine Bendiabdallah

That Dr Yassine Bendiabdallah be elected as a Director of the Company.

Resolution 8 – Re-election of Guy-Charles Fanneau De La Horie

That Guy-Charles Fanneau De La Horie be elected as a Director of the Company.

Resolution 9 – adoption of the Scheme

This is an Ordinary Resolution approving the adoption of the Scheme by the Company.

Resolution 10 – Section 551 authority

This is an Ordinary Resolution authorising the directors to allot and issue ordinary shares and grant rights to subscribe for shares up an aggregate nominal value of £24,362 upon exercise of the Options granted (or which may be granted) pursuant to the Scheme representing approximately 14.34% of the nominal value of the issued ordinary share capital of the Company as at 3 June 2026, being the latest practicable date before publication of this notice. The authority will expire at the commencement of the next Annual General Meeting following this meeting or 29 September 2027, whichever is the earlier to occur.

Resolution 11 – Section 551 authority

This is an Ordinary Resolution authorising the directors to allot and issue ordinary shares and grant rights to subscribe for shares up an aggregate nominal value of £56,075 representing approximately 33% of the nominal value of the issued ordinary share capital of the Company as at 3 June 2026, being the latest practicable date before publication of this notice. The authority will expire at the commencement of the next Annual General Meeting following this meeting or 29 September 2027, whichever is the earlier to occur.

Resolution 12 – Section 570 authority and dis-application of Section 561(1)

This is a Special Resolution authorising the directors to issue equity securities wholly for cash on a non-pre-emptive basis pursuant to the authority conferred by resolution number 10 above (representing approximately 14.34% of the nominal value of the issued ordinary share capital of the Company as at 3 June 2026, being the latest practicable date before publication of this notice). This will allow the Board to allot shares upon exercise of the Options granted (or which may be granted) pursuant to the Scheme without recourse to the shareholders so that it can move quickly from time to time as it deems appropriate. This authority will expire at the commencement of the next Annual General Meeting following this meeting or 29 September 2027, whichever is the earlier to occur.

Resolution 13 – Section 570 authority and dis-application of Section 561(1)

This is a Special Resolution authorising the directors to issue equity securities wholly for cash on a non-pre-emptive basis pursuant to the authority conferred by resolution number 11 above (representing approximately 33% of the nominal value of the issued ordinary share capital of the Company as at 3 June 2026, being the latest practicable date before publication of this notice). This will allow the Board to allot shares without recourse to the shareholders so that it can move quickly from time to time as it deems appropriate. This authority will expire at the commencement of the next Annual General Meeting following this meeting or 29 September 2027, whichever is the earlier to occur.

Form of Proxy

A Form of Proxy for use at the AGM is enclosed. Please complete and sign the Form of Proxy and return it to the Company's registrars so as to arrive no later than 48 hours (excluding non-working days) before the time fixed for the AGM.

Alternatively, you can register your vote(s) for the AGM by visiting 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).

The return of proxy instruction will not, however, prevent you from attending the AGM and voting in person should you wish to do so.

Inspection of documents

A copy of the Rules of the Scheme will be available for inspection at the Registered Office of the Company at One Heddon Street, London, W1B 4BT during normal business hours on any weekday (English and Welsh public holidays excepted) from the date of this notice until the time of the AGM.

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 Board considers that each of the Ordinary Resolutions and the Special Resolutions are in the best interests of the Company and its shareholders as a whole **and it unanimously recommends to shareholders that they should vote in favour of each of them.**

Yours faithfully

Gad Berdugo
Chairperson

Principal Terms of the 2026 Executive and Employee Unapproved Share Option Scheme

Overview

The Company has conditionally adopted the Genflow Biosciences plc 2026 Executive and Employee Unapproved Share Option Scheme (the “**Scheme**”), which is designed to incentivise and retain selected employees and directors of the Company and its group, and to align their interests with those of shareholders through equity participation.

Nature of the Scheme

The Scheme is an unapproved share option scheme for UK tax purposes. Options granted under the Scheme do not qualify for preferential UK tax treatment and may give rise to income tax and national insurance contributions on exercise.

Eligibility

Participants may include employees and directors of the Company or any group company. The board may also, at its discretion, grant options to individuals who ceased to be employees or directors within the three months preceding the date of grant.

Grant of Options

Options may be granted at the discretion of the board during specified grant periods, including periods following the publication of results or in exceptional circumstances. No consideration is payable for the grant of options. No options may be granted more than ten years after the adoption of the Scheme and grants must comply with applicable laws, regulations and market abuse requirements.

Exercise Price

The exercise price is determined by the board at the date of grant and will not be less than the nominal value of a share. The exercise price may be adjusted following certain capital events.

Performance Conditions

Options may be subject to objective performance conditions set by the board at the time of grant. Performance conditions may be waived or varied only in limited circumstances where they are no longer considered to be a fair measure of performance and provided that any change is not to the detriment of participants.

Vesting, Exercise and Lapse

Options are exercisable during the exercise period specified at grant, subject to satisfaction of any performance conditions and, generally, continued employment. Options lapse on the earliest of:

- expiry of the exercise period or the tenth anniversary of grant;
- cessation of employment (subject to limited exceptions); or
- certain corporate or regulatory events.

Options may generally be exercised in whole or in part, subject to a minimum exercise threshold.

Leaver Provisions

On cessation of employment:

- **Death:** options may be exercised by personal representatives within 12 months of death.
- **Good leavers** (including ill-health, disability or redundancy): options may be exercised within a limited period determined by the board.

- **Other leavers:** options will normally lapse, subject to any limited post-cessation exercise rights specified at grant.

Change of Control / Exit Events

In the event of a takeover, scheme of arrangement, winding-up or certain other exit events:

- options may become exercisable for a limited period; and
- unvested options will generally vest in full immediately prior to the exit event, subject to the participant being employed at the time of the event unless the board determines otherwise.

Performance conditions will normally cease to apply in connection with such events.

Option Exchange

Where control of the Company is acquired, participants may be permitted (with the consent of the acquiring company) to exchange existing options for equivalent options over shares in the acquiring company, preserving the economic value of the awards.

Scheme Limit

The aggregate number of shares subject to options granted under the Scheme, when taken together with all other employee share schemes operated by the Company, may not exceed 10 per cent. of the Company's issued share capital on a fully diluted basis over any rolling ten-year period.

Individual Limits

The board may impose limits on the number of shares subject to options granted to any individual participant and may take into account awards made under other employee share schemes.

Transferability

Options are personal to the participant and may not be transferred, assigned, charged or otherwise encumbered. Options will lapse on bankruptcy.

Adjustment of Options

Options may be adjusted to reflect variations in the Company's share capital, including rights issues, consolidations, subdivisions or other reorganisations.

Taxation

Participants are responsible for all tax and social security liabilities arising in connection with the grant, exercise or holding of options and shares acquired under the Scheme. The Company may require participants to enter into elections or arrangements to ensure such liabilities are satisfied.

Administration and Amendment

The Scheme is administered by the board, whose decisions are final. The board may amend the Scheme, subject to shareholder approval where required by applicable law or regulation and to protections for accrued rights.

Overseas Participants

The board may make such modifications or supplemental arrangements as it considers necessary to accommodate participants subject to overseas laws or regulations.

Governing Law

The Scheme is governed by, and construed in accordance with, the laws of England and Wales, and is subject to the exclusive jurisdiction of the English courts.

GENFLOW BIOSCIENCES PLC

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of Genflow Biosciences Plc (the “**Company**”) will be held on 29 June 2026 at 11 a.m. at One Heddon Street, London, W1B 4BT for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions and resolutions 12 and 13 as special resolutions:

ORDINARY RESOLUTIONS

- Resolution 1: To receive and consider the Annual Report and Accounts for the year ended 31 December 2025 together with the Directors’ Report and Auditors’ Report thereon.
- Resolution 2: To approve the directors’ remuneration report for the financial period ended 31 December 2025 set out in the audited accounts for the financial period ended 31 December 2025.
- Resolution 3: To re-appoint PKF Littlejohn LLP as auditors of the Company to act as such until the conclusion of the next Annual General Meeting of the Company at which the accounts are laid before the members and to authorise the Directors of the Company to fix their remuneration.
- Resolution 4: THAT Gad Berdugo, who retires and offers himself for reappointment as a director of the Company, be re-elected as a Director of the Company.
- Resolution 5: THAT Dr Eric Leire, who retires and offers himself for reappointment as a director of the Company, be re-elected as a Director of the Company.
- Resolution 6: THAT Tamara Joseph, who retires and offers himself for reappointment as a director of the Company, be re-elected as a Director of the Company.
- Resolution 7: THAT Dr Yassine Bendiabdallah, who retires and offers himself for reappointment as a director of the Company, be re-elected as a Director of the Company.
- Resolution 8: THAT Guy-Charles Fanneau De La Horie, who retires and offers himself for reappointment as a director of the Company, be re-elected as a Director of the Company.
- Resolution 9: THAT, the Directors be generally and unconditionally authorised to implement the Scheme (as defined in the letter from the chairman dated 4 June 2026 which accompanied this notice).
- Resolution 10: THAT, in accordance with section 551 of the Companies Act 2006 (“**CA 2006**”), the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (the “**Rights**”) up to an aggregate nominal amount of £24,361 (representing approximately 14.34% of the nominal value of the issued ordinary share capital of the Company) pursuant to the exercise of the options granted pursuant to and in accordance with the terms of the Scheme provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the next Annual General Meeting of the Company or 29 September 2027, whichever is earlier to occur, save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

Resolution 11 THAT, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot shares in the Company and to grant Rights up to an aggregate nominal amount of £56,075 (representing approximately 33% of the nominal value of the issued ordinary share capital of the Company) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the commencement of the next Annual General Meeting of the Company or 29 September 2027, whichever is earlier to occur, save that the Company may, before such expiry, make offer(s) or enter agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

SPECIAL RESOLUTIONS

Resolution 12: THAT, conditional on the passing of Resolution 10 above, 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 10 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 the earlier of the date of the next annual general meeting or one year from the date of passing this resolution, 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.

Resolution 13 THAT, conditional on the passing of Resolution 11 above, 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 11 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 the earlier of the date of the next annual general meeting or one year from the date of passing this resolution, 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: 4 June 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 Annual General Meeting either:
 - by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions (username 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 25 June 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 25 June 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 25 June 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 3 June 2026 (the last business day prior to the publication of this notice), the Company's issued ordinary share capital comprised 566,409,782 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 566,409,782.

