

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own personal financial advice from your stockbroker, bank, solicitor, accountant or other appropriate independent professional adviser.

If you have sold or otherwise transferred all of your shares in Fusion Antibodies plc ("**Company**"), please pass this document, together with the accompanying documents, as soon as possible 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.

Fusion Antibodies plc
Registered No. NI039740
C/O Tughans Solicitors
Marlborough House
30 Victoria Street
Belfast
BT1 3GG

28 August 2018

To ordinary shareholders

Dear Shareholder

Annual General Meeting 2018

I am pleased to send you details of our 2018 annual general meeting ("**AGM**"), which will be held at Mooney Lounge, Wellington Park Hotel, 21 Malone Road, Belfast, BT9 6RU on 21 September 2018 at 11.00 a.m. I hope that you will be able to attend.

The formal notice of the AGM, which is set out on pages 5 to 8 of this document ("**Notice**"), sets out the business to be considered at the AGM. The purpose of this letter is to provide you with further details about those items of business.

This year, shareholders will be asked to approve 14 resolutions. Resolutions 1 to 12 are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than 50 per cent. of the votes cast must be in favour of the resolution.

Resolutions 13 and 14 are proposed as special resolutions. This means that, for each of those resolutions to be passed, at least 75 per cent. of the votes cast must be in favour of the resolution.

Resolution 1: Annual report and accounts

The directors must present the Company's annual accounts and the strategic, directors' and auditor's reports to shareholders at a general meeting. Those to be presented at the AGM are in respect of the year ended 31 March 2018, and are called the Annual Report and Accounts 2018.

The Annual Report and Accounts 2018 is available on the Company's website (www.fusionantibodies.com). If you have elected to receive correspondence in hard copy, then a copy of the Annual Report and Accounts 2018 will accompany this document. Should you wish to change your election at any time, or if you wish to request a hard copy of the Annual Report and Accounts 2018, you can do so by contacting the Company's registrars, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

Resolutions 2 to 9: Reappointment of directors

Resolutions 2 to 9 propose the reappointments of Dr Simon Douglas, Dr Paul Kerr, James Fair, Dr Richard Buick, Sonya Ferguson, Dr Alan Mawson, Colin Walsh and Tim Watts as directors. This is in accordance with the Company's articles of association, which require that one third of the directors (or the number nearest to but not exceeding one third) retire by rotation at each AGM, with each director also being subject to reappointment at intervals of not more than three years. As this is the first AGM following the Company's admission to AIM it has been decided that all of the board of directors will be retiring by rotation.

Biographies of each of these directors are set out below:

Dr Simon Douglas – Non-executive Chairman

Simon, 59, was appointed Non-executive Chair in September 2011 having previously been CEO. He has over 30 years' experience in the biotech industry, including 10 years working for Amersham International, ICI and Zeneca (now AstraZeneca), in a variety of commercial and technical positions, and over five years with Tepnel Life Sciences plc (now Hologic Inc), a London Stock Exchange listed diagnostic company where he was Chief Executive. He is currently on the board of venture capital backed diagnostic company Biofortuna Ltd and an advisor to two medical device start up companies.

Dr Paul Kerr – CEO

Paul, 46, was appointed CEO in September 2011 having worked in the company in technical and business development roles. He is an industry specialist with over 20 years' experience in the biopharmaceutical industry including former roles developing monoclonal antibodies at The Queen's University of Belfast and the Veterinary Sciences Division, Stormont laboratory.

Dr Richard Buick – CTO

Richard, 41, was appointed director and Chief Technical Officer in September 2011 having worked in the company since 2002 where he was responsible for overseeing contract research services. He previously had four year's experience discovering novel antibodies from synthetic libraries for diagnostic purposes. Richard has been appointed as a legal expert witness in a number of drug patent dispute cases.

James Fair – CFO and Company Secretary

James, 52, was appointed director and Chief Financial Officer in August 2017 having been head of finance for eight years. He qualified as a chartered accountant with Price Waterhouse and has held senior management positions in internal audit, business, and professional practice.

Sonya Ferguson – Non-executive director and member of the Remuneration Committee

Sonya, 47, joined the company as a non-executive director in 2016 and is an experienced senior director working in the pharmaceuticals industry. She is currently senior director of Q2 Solutions, a Quintiles Quest joint venture, which is a leading global clinical trials laboratory services organisation, having formerly worked for Quintiles itself and Randox Laboratories. Sonya is the senior independent director on the board.

Dr Alan Mawson – Non-executive director and member of the Audit committee

Alan, 76, is a venture capital fund manager, the founder and now non-executive chair of Clarendon Fund Managers Limited and joined the company as a non-executive director in 2004 as a representative of Clarendon. Clarendon is the fund manager for Nitech Growth Fund LP and Viridian Growth Fund LP both of which are shareholders in the company.

Colin Walsh – Non-executive director and Chair of the Remuneration Committee

Colin, 63, is chief executive and founder of Crescent Capital NI Limited and has been an active venture capital investor in the high-tech sector for the past 28 years. He joined the company as a non-executive director in 2007 as a representative of Crescent Capital. Crescent Capital is the fund manager of Crescent Capital II LP and Crescent Capital III LP both of which are shareholders in the company.

Tim Watts – Non-executive director and Chair of the Audit Committee

Tim, 61, has over 25 years' experience in the pharmaceutical and biotech sectors, and joined the company as a non-executive director in December 2017. He qualified as chartered accountant with Coopers & Lybrand before moving to HJ Heinz, then ICI, was appointed Finance Director of the Zeneca Pharmaceuticals business in 1998 and became Group Financial Controller of AstraZeneca plc in 2002. Between 2007 and 2017 he held positions as CFO of Archimedes Pharma then Oxford Biomedica plc from which he retired in September 2017. In August 2018 Tim was appointed Interim CFO at Shield Therapeutics. Tim is an independent director.

Resolutions 10 and 11: Reappointment and remuneration of auditors

The Company is required to appoint auditors at each general meeting at which its annual accounts and reports are presented to shareholders. Therefore, resolution 10 proposes the reappointment of PricewaterhouseCoopers LLP as auditors (to hold office until the next such meeting).

In accordance with normal practice, resolution 11 authorises the Audit Committee to determine the auditors' remuneration.

Resolution 12: Authority to allot shares

Generally, the directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders.

Resolution 12 is in two parts.

In line with guidance issued by the Investment Association, if passed, part (a) of resolution 12 will authorise the directors to allot shares in the Company (and to grant rights to subscribe for, or to convert any security into, shares in the Company) up to an aggregate nominal amount of £294,549.22. This amount represents approximately one third of the issued ordinary share capital of the Company as at 24 August 2018, being the last practicable date before the publication of this document.

In addition, if passed, part (b) of resolution 12 will authorise the directors to allot ordinary shares in the Company (and to grant rights to subscribe for, or to convert any security into, ordinary shares in the Company) in connection with a rights issue only up to a further aggregate nominal amount of £294,549.22. This amount represents approximately one third of the issued ordinary share capital of the Company as at 24 August 2018, being the last practicable date before the publication of this document.

If given, these authorities will expire at the conclusion of the Company's next AGM or on 21 December 2019 (whichever is the earlier). It is the directors' intention to renew the allotment authority each year.

As at the date of this document, no ordinary shares are held by the Company in treasury.

The directors have no current intention to exercise either of the authorities sought under resolution 12. However, the directors consider that it is in the best interests of the Company to have the authorities available so that they have the maximum flexibility permitted by institutional shareholder guidelines to allot shares or grant rights without the need for a general meeting should they determine that it is appropriate to do so to respond to market developments or to take advantage of business opportunities as they arise.

Resolution 13: Disapplication of pre-emption rights

Generally, if the directors wish to allot new shares or other equity securities (within the meaning of section 560 of the Act) for cash, then under the Act they must first offer such shares or securities to ordinary shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disapplied by shareholders.

Resolution 13, which will be proposed as a special resolution, if passed, will enable the directors to allot equity securities for cash without having to comply with statutory pre-emption rights.

The powers proposed under resolution 13 will be limited to allotments:

- (a) up to an aggregate nominal amount of (i) £589,098.44 in connection with a rights issue or (ii) £294,549.22 in connection with an open offer or other pre-emptive offer, in each case to ordinary shareholders and to holders of other equity securities (if required by the rights of those securities or the directors otherwise consider necessary), but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the directors consider necessary; and
- (b) in any other case, up to an aggregate nominal amount of £88,364.76 (which represents approximately ten per cent. of the issued ordinary share capital of the Company as at 24 August 2018, being the last practicable date before the publication of this document).

If given, this power will expire at the conclusion of the Company's next AGM or on 21 December 2019 (whichever is the earlier). It is the directors' intention to renew this power each year.

Resolution 14: Purchase by the Company of its own shares

Resolution 14, which will be proposed as a special resolution, if passed, will allow the Company to purchase up to 2,209,119 ordinary shares in the market (which represents approximately 10 per cent. of the issued ordinary share capital of the Company as at 24 August 2018, being the last practicable date before the publication of this document). The minimum and maximum prices for such a purchase are set out in the resolution. If given, this authority will expire at the conclusion of the Company's next AGM or on 21 December 2019 (whichever is the earlier). It is the directors' intention to renew this authority each year.

The directors have no current intention to exercise the authority sought under resolution 14 to make market purchases, but consider the authority desirable to provide maximum flexibility in the management of the Company's capital base. If passed, the directors will only exercise this authority if they believe that to do so would be a prudent use of the Company's cash resources and would result in an increase in earnings per share and would be in the best interests of the Company and of its shareholders generally.

Recommendation

The directors consider that all the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole. The directors who hold shares will be voting in favour of all of the resolutions, and unanimously recommend that you do so as well.

Action to be taken

If you would like to vote on the resolutions set out in the Notice but cannot come to the AGM, please appoint a proxy or proxies by completing the Proxy Form sent to you with this document, and returning it to our registrars.

Your proxy appointment must be received by **11.00 a.m. on 19 September 2018**. Further details relating to voting by proxy are set out in the notes to the Notice on pages 5 to 8 of this document and in the Proxy Form.

Yours sincerely

Dr Simon Douglas
Chairman

FUSION ANTIBODIES PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the first annual general meeting of Fusion Antibodies plc (“**Company**”) will be held at Mooney Lounge, Wellington Park Hotel, 21 Malone Road, Belfast, BT9 6RU on 21 September 2018 at 11.00 a.m. for the following purposes:

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive the Company’s annual accounts and the strategic, directors’ and auditor’s reports for the year ended 31 March 2018.
2. To reappoint Dr Simon Douglas, who retires by rotation, as a director of the Company.
3. To reappoint Dr Paul Kerr, who retires by rotation, as a director of the Company.
4. To reappoint James Fair, who retires by rotation, as a director of the Company.
5. To reappoint Dr Richard Buick, who retires by rotation, as a director of the Company.
6. To reappoint Sonya Ferguson, who retires by rotation, as a director of the Company.
7. To reappoint Dr Alan Mawson, who retires by rotation, as a director of the Company.
8. To reappoint Colin Walsh, who retires by rotation, as a director of the Company.
9. To reappoint Tim Watts, who retires by rotation, as a director of the Company.
10. To reappoint PricewaterhouseCoopers LLP as auditors of the Company.
11. To authorise the Audit Committee to determine the remuneration of the auditors.
12. That, pursuant to section 551 of the Companies Act 2006 (“**Act**”), the directors be generally and unconditionally authorised to allot Relevant Securities:
 - 12.1 up to an aggregate nominal amount of £294,549.22; and
 - 12.2 comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £294,549.22 in connection with an offer by way of a rights issue:
 - 12.2.1 to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - 12.2.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange,

provided that these authorities shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 21 December 2019 (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this resolution, “**Relevant Securities**” means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

These authorities are in addition to all existing authorities under section 551 of the Act.

To consider and, if thought fit, to pass the following resolutions as special resolutions:

13. That, subject to the passing of resolution 12 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities granted by resolution 12 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

13.1 in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise, but, in the case of an allotment pursuant to the authority granted by paragraph 12.2 of resolution 12, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue):

13.1.1 to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and

13.1.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

13.2 otherwise than pursuant to paragraph 13.1 of this resolution, up to an aggregate nominal amount of £88,364.76,

and this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 21 December 2019 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in addition to all existing powers under section 570 of the Act.

14. That, pursuant to section 701 of the Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.04 each in the capital of the Company (“**Shares**”), provided that:

14.1 the maximum aggregate number of Shares which may be purchased is 2,209,119;

14.2 the minimum price (excluding expenses) which may be paid for a Share is £0.04;

14.3 the maximum price (excluding expenses) which may be paid for a Share is an amount equal to 105 per cent. of the average of the middle market quotations for a Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made,

and (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 21 December 2019 (whichever is the earlier), save that the Company may enter into a contract to purchase Shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of Shares pursuant to any such contract as if this authority had not expired.

By order of the board

Secretary
2018

Registered office

C/O Tughans Solicitors
Marlborough House
30 Victoria Street
Belfast
BT1 3GG

Registered in Northern Ireland No. NI039740

Notes

Entitlement to attend and vote

1. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at close of business on 19 September 2018 (or, if the meeting is adjourned, close of business on the date which is two working days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

Proxies

2. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company.

A shareholder 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 held by that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid.

A proxy may only be appointed in accordance with the procedures set out in note 3 and the notes to the proxy form.

The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting.

3. A form of proxy is enclosed. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company's registrar on 0871 664 0300 or the proxy form may be photocopied. State clearly on each proxy form the number of shares in relation to which the proxy is appointed.

To be valid, a proxy form must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, Link Asset Services, The Registry, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, no later than 11.00 a.m. on 19 September 2018 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

Corporate representatives

4. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

Documents available for inspection

5. The following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends.
 - 5.1 Copies of the service contracts of the executive directors.
 - 5.2 Copies of the letters of appointment of the non executive directors.
6. Biographical details of all those directors who are offering themselves for reappointment at the meeting are set out in the accompanying letter from the Company's chairman.