

**Company No NI039740**

**FUSION ANTIBODIES PLC  
("Company")**

Minutes of the annual general meeting of the Company held at Fusion Antibodies plc, 1 Springbank Road, Springbank Industrial Estate, Dunmurry, Belfast, BT17 0QL at 11:00 a.m. on 8 October 2024.

**PRESENT:** Simon Douglas (Chair and Member)  
Adrian Kinkaid (Director and Member)  
Stephen Smyth (Director)  
George Cadogan (Member)

**IN ATTENDANCE:**

**1. CHAIR**

Simon Douglas was appointed Chair of the meeting.

**2. QUORUM**

The Chair reported that notice of the meeting had been given to all those persons entitled to receive the notice and, a quorum being present, he declared the meeting open.

**3. NOTICE OF MEETING**

With the consent of all the members present, the notice convening the meeting ("**Notice**") was taken as read.

**4. AUDITORS' REPORT AND ANNUAL ACCOUNTS**

With the consent of all the members present, the report of the auditors to the members was taken as read. All the resolutions were voted by a show of hands. A table of the final poll can be found attached to these minutes.

4.1 Resolution numbered 1 in the Notice (to receive the Company's annual accounts, strategic report and directors' and auditors' reports for the year ended 31 March 2024) was put to the vote by show of hands and the resolution was passed. The Chair declared the result accordingly.

**5. REAPPOINTMENT OF STEPHEN SMYTH**

5.1 Resolution numbered 2 in the Notice (to reappoint Stephen Smyth as a director) was put to the vote by show of hands and the resolution was passed. The Chair declared the result accordingly.

**6. REAPPOINTMENT OF COLIN WALSH**

6.1 Resolution numbered 3 in the Notice (to reappoint Colin Walsh as a director) was put to the vote by show of hands and the resolution was passed. The Chair declared the result accordingly.

**7. REAPPOINTMENT OF SIMON DOUGLAS**

7.1 Resolution numbered 4 in the Notice (to reappoint Simon Douglas as a director) was put to the vote by show of hands and the resolution was passed. The Chair declared the result accordingly.

8. **REAPPOINTMENT OF RICHARD BUICK**

8.1 Resolution numbered 5 in the Notice (to reappoint Richard Buick as a director) was put to the vote by show of hands and the resolution was passed. The Chair declared the result accordingly.

9. **REAPPOINTMENT OF ADRIAN KINKAID**

9.1 Resolution numbered 6 in the Notice (to reappoint Adrian Kinkaid as a director) was put to the vote by show of hands and the resolution was passed. The Chair declared the result accordingly.

10. **REAPPOINTMENT OF MATTHEW BAKER**

10.1 Resolution numbered 7 in the Notice (to reappoint Matthe Baker as a director) was put to the vote by show of hands and the resolution was passed. The Chair declared the result accordingly.

11. **APPOINTMENT OF AUDITORS**

11.1 Resolution numbered 8 in the Notice (to reappoint Kreston Reeves LLP as the auditors of the Company) was put to the vote by show of hands and the resolution was passed. The Chair declared the result accordingly.

12. **REMUNERATION OF AUDITORS**

12.1 Resolution numbered 9 in the Notice (to authorise the Audit Committee to fix the remuneration of the auditors) was put to the vote by show of hands and the resolution was passed. The Chair declared the result accordingly.

13. **ALLOTMENT OF SHARES**

13.1 Resolution numbered 10 in the Notice (to authorise the directors to allot relevant securities) was put to the vote by show of hands and the resolution was passed. The Chair declared the result accordingly.

14. **DISAPPLICATION OF PRE-EMPTION RIGHTS**

14.1 Resolution numbered 11 in the Notice (to authorise the directors to allot equity securities for cash without first offering them to existing shareholders on a pro-rata basis) and which is subject to the passing of resolution numbered 6 was put to the vote. by show of hands and the resolution was passed. The Chair declared the result accordingly.

15. **PURCHASE BY THE COMPANY OF ITS OWN SHARES**

15.1 Resolution numbered 12 in the Notice (to allow the Company to purchase up to approximately 10% of the Company's issued ordinary share capital) was put to the vote by show of hands and the resolution was passed. The Chair declared the result accordingly.

16. **CLOSE**

There being no further business, the meeting was closed.

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Chair

## Fusion Antibodies plc

Results of voting at Annual General Meeting on 8 October 2024

All resolution proposed at the AGM were passed on a poll. The results of the voting are set out below. Any votes that were for the discretion of the Chair have been included in the votes ‘for’.

Resolution	Outcome	Votes cast	Percent	
			For	Against
<i>Ordinary Resolutions</i>				
1. To receive the Company’s annual accounts and the strategic, directors’ and auditor’s reports for the year ended 31 March 2023	Passed	19,851,976	67.78	32.22
2. To reappoint Stephen Smyth as a director	Passed	19,923,226	96.70	3.30
3. To reappoint Colin Walsh, as a director	Passed	19,923,226	64.59	35.41
4. To reappoint Simon Douglas as a director	Passed	13,525,936	99.13	0.87
5. To reappoint Richard Buick as a director	Passed	19,923,226	99.41	0.59
6. To reappoint Adrian Kinkaid as a director	Passed	19,923,226	99.41	0.59
7. To reappoint Mathew Baker as a director	Passed	19,923,226	96.70	3.30
8. To appoint Kreston Reeves LLP as auditors	Passed	19,923,226	67.76	32.24
9. To authorise the Audit Committee to determine the remuneration of the auditors	Passed	19,923,226	99.99	0.01
10. To authorise the directors to allot relevant securities of up to a nominal value of £1,271,540.85 subject to certain conditions	Passed	19,923,226	99.52	0.48
<i>Special Resolutions</i>				
11. To empower the directors to allot relevant securities on a non-pre-emptive basis subject to certain conditions	Passed	19,923,226	99.52	0.48
12. To authorise the Company to make market purchases of up to 9,536,556 ordinary shares subject to certain conditions	Passed	19,923,226	99.63	0.37