
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about the action you should take, you are recommended to immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional financial adviser who, if you are taking advice in Ireland, is authorised or exempted pursuant to the European Union (Markets in Financial Instruments) Regulation 2017 of Ireland (as amended) or the Investment Intermediaries Act, 1995 of Ireland (as amended).

If you have sold or otherwise transferred all your entire holding of ordinary Annual in Ovoca Bio plc, please send 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 delivery to the purchaser or transferee.

OVOCA BIO PLC

NOTICE OF 2021 ANNUAL GENERAL MEETING

A letter from the Chairman of Ovoca Bio plc is set out on pages 1 and 2 of this document.

Your attention is also drawn to the notice of the AGM which will be held at the registered office of the Company, 17 Pembroke Street Upper, Dublin 2 on 29 July 2021 at 2.30 p.m. which is set out on page 4 of this document.

Your attention is drawn to the special arrangements for this year's Annual General Meeting in response to Covid-19. Due to the continuation of the Irish Government's Covid-19 restrictions in relation to public gatherings and to prioritise the health and safety of our shareholders, employees and other stakeholders, the Board is requesting that shareholders do not physically attend the AGM and instead submit a proxy form in favor of the Chairman to ensure they can vote and be represented at the AGM without attending in person. As the situation is evolving and the Irish Government guidance may change, shareholders are encouraged to check the Company's website for any further updates regarding the AGM at <https://ovocabio.com/>.

A Form of Proxy for use at the meeting has been sent to all shareholders, and if you wish to appoint a proxy, you must appoint the Chairman. The form should be returned in the pre-paid envelope provided to the Company's registrars, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, so as to be received no later than 2.30 p.m. on 27 July 2021.

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OVOCA BIO PLC
(the "Company")

(Registered in Ireland No. 105274)

Directors

Kirill Golovanov (Chairman)

Christopher Wiltshire

Romulo Colindres

Timothy McCutcheon

Leonid Skoptsov

Registered Office:

17 Pembroke Street Upper

Dublin 2

Ireland

Reneta Nikolova (Company Secretary)

24 June 2021

Dear Shareholder

ANNUAL GENERAL MEETING 2021

The 2021 Annual General Meeting ("**AGM**") of the Company will be held at the registered office of the Company, 17 Pembroke Street Upper, Dublin 2 on 29 July 2021 at 2.30 p.m. The formal notice of the AGM is set out on page 4 of this document and explanatory notes to the special business are provided on page 5.

Due to the continuation of the Irish Government's Covid-19 restrictions in relation to public gatherings and to prioritise the health and safety of our shareholders, employees and other stakeholders, the Board is requesting that, shareholders do not physically attend the AGM and instead to submit a proxy form in favour of the Chairman to ensure they can vote and be represented at the AGM without attending in person. Please refer to the notes to the Notice of the AGM on how to appoint a proxy. Proxies must be received no later than **2.30 p.m. on Tuesday, 27 July 2021**. The meeting will be conducted as quickly and efficiently as possible and in a functional format. There will be a short update at the end of formal business.

It will be possible to listen to the proceedings of the AGM remotely by utilising a teleconference facility provided by the Company for this purpose. Shareholders will not be able to use this facility to vote, ask questions or table resolutions. To join the teleconference facility, and receive dial-in access numbers and participant passcodes, please register on the Company website at www.ovocabio.com (locate the registration button in the website header or look under the Investors drop-down menu) before 2.30 p.m. on Monday, 26 July 2021.

All shareholders will be able to submit questions in advance of the AGM in writing by email to the Company Secretary at info@ovocabio.com to be received no later than 5.00 p.m. on Thursday, 22 July 2021. All correspondence should include sufficient information to identify the shareholder on the Register of Members. Questions submitted using these methods will be addressed by the Chairman at the AGM, where possible.

All resolutions at the AGM will be decided on a poll, and the results will be published on the company's website, www.ovocabio.com as soon as possible after the conclusion of the AGM.

Voting

Following the migration of the Company's ordinary shares from the CREST system to the system operated by Euroclear Bank SA/NV on 15 March 2021, the process for appointing a proxy and/or voting in connection with the Resolutions to be proposed at the Meeting will now depend on the manner in which you hold your ordinary shares in the Company. Further details are set out in the notes to the Notice of the Meeting on pages 5 – 7. Please read these carefully.

RECOMMENDATION

Your Board believes that the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders. Accordingly, your Directors unanimously recommend you vote in favour of the resolutions as they intend to do in respect of all the ordinary shares which can be voted by them.

Yours sincerely

Kirill Golovanov
Chairman

Explanatory Notes to the Special Business of the AGM

Resolution No. 5 Authority to allot Relevant Securities

At the Annual General Meeting of the Company held in 2020, shareholders gave the Directors a general authority under Section 1021 of the Companies Act, 2014 to allot shares. That authority will expire at the conclusion of the forthcoming Annual General Meeting. Shareholders are therefore being asked to renew the Directors' authority to allot shares in the Company.

By Resolution 5, the Directors will, at the forthcoming Annual General Meeting, seek authority to issue shares up to a maximum aggregate nominal value equal to the nominal value of the authorised but unissued ordinary share capital of the Company from time to time. The authority will, if renewed, expire at the conclusion of the annual general meeting to be held in 2022. The Directors will exercise this authority only if they consider this to be in the best interests of shareholders generally at that time.

Resolution Number 6 Authority to Dis-apply Statutory Pre-emption Rights

The power given to the Directors at the 2020 Annual General Meeting to allot shares for cash otherwise than in accordance with statutory pre-emption rights also expires at the conclusion of the forthcoming Annual General Meeting.

Shareholders are therefore also being asked to renew, until the Annual General Meeting to be held in 2022, the Directors' authority to allot shares for cash otherwise than in accordance with statutory pre-emption provisions in the event of a rights issue or in respect of any other issue of equity securities for cash up to a maximum aggregate nominal value equal to the nominal value of the authorised but unissued ordinary share capital of the Company from time to time. The Directors will exercise this authority only if they consider this to be in the best interests of shareholders generally at that time.

NOTICE OF ANNUAL GENERAL MEETING

OVOCA BIO PLC

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of Ovoca Bio plc (the "**Company**") will be held at the registered office of the Company, 17 Pembroke Street Upper, Dublin 2 on 29 July 2021 at 2.30 p.m. for the following purposes:

Ordinary Business:

1. To receive and consider the Company's Financial Statements for the year ended 31 December 2020 and the reports of the Directors and auditor thereon, and to review the Company's affairs.
2. To re-elect Romulo Colindres as Director, who retires by rotation in accordance with the Regulation 95 the Articles of Association and being eligible, offers himself for re-election in accordance with the Regulation 97 the Articles of Association.
3. To authorise the directors to fix the remuneration of the auditors for the year ending 31 December 2021.

Special Business:

Ordinary Resolution

4. The Directors be and are hereby generally and unconditionally authorised pursuant to Section 1021 of the Companies Act 2014 ("**2014 Act**"), in substitution for all existing such authorities, to exercise all powers of the Company to allot relevant securities (within the meaning of Section 1021 of the 2014 Act) provided that such power shall be limited to the allotment of relevant securities up to a maximum aggregate nominal value equal to the nominal value of the authorised but unissued ordinary share capital of the Company from time to time. The authority hereby conferred shall expire on the date of the next annual general meeting of the Company held after the date of passing of this resolution, unless previously revoked, renewed or varied by the Company in General Meeting, save that the Company may before such expiry date make an offer or agreement which would or might require relevant securities to be allotted after such authority has expired and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

Special Resolution

5. Subject to the passing of Resolution 5 above that the Directors be and are hereby empowered pursuant to Section 1023 of the Companies Act 2014 ("**2014 Act**"), in substitution for all existing such authorities, to allot equity securities (within the meaning of Section 1023 of the 2014 Act) for cash pursuant to the authority conferred by resolution number 5 above as if Section 1022(1) of the 2014 Act, did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities (including, without limitation, any shares purchased by the Company pursuant to the provisions of the 2014 Act and held as treasury shares) up to a maximum aggregate nominal value equal to the nominal value of the authorised but unissued ordinary share capital of the Company from time to time.

The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company held after the date of passing of this resolution, save that the Company may before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such authority has expired and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the power hereby conferred had not expired. The authority hereby conferred may be renewed, revoked or varied by special resolution of the Company.

NOTES TO NOTICE OF ANNUAL GENERAL MEETING OF OVOCA BIO PLC

1. COVID

Due to the continuation of the Irish Government's Covid-19 restrictions in relation to public gatherings and to prioritise the health and safety of our shareholders, employees and other stakeholders, the Board is requesting that shareholders do not physically attend the AGM and instead to submit a proxy form to ensure they can vote and be represented at the AGM without attending in person. Please refer to the notes below on how to appoint a proxy.

2. PROXY VOTING

Any member entitled to attend, speak, ask questions and vote at the AGM may exercise his or her right to vote by appointing one or more proxies. In the exceptional circumstances of the current COVID-19 pandemic, the Board of the Company strongly encourages members to appoint the Chairman of the meeting as their proxy.

Following the migration of the Company's ordinary shares ("**Ordinary Shares**") from the CREST system ("**CREST**") to the securities settlement system operated by Euroclear Bank SA/NV ("**Euroclear Bank**") (the "**EB System**") on 15 March 2021, the process for appointing a proxy and/or voting at the meeting will depend on the manner in which you hold your Ordinary Shares and is set out in further detail below.

If you appoint someone other than the Chairman of the AGM to be your proxy, that person may not be able to attend the meeting if the prevailing COVID- 19 measures require the Company to conduct the AGM as a closed meeting.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members.

To be valid, forms of proxy duly signed together with the power of attorney or such other authority (if any) under which they are signed (or a certified copy of such power or authority) must be lodged with the Company's registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24 by not later than 2.30 p.m. on 27 July 2021.

Holders of Ordinary Shares in certificated form (paper form)

You will find a Form of Proxy accompanying this document for use in connection with the AGM. For shareholders whose name appears on the register of members of the Company (being those who hold their Ordinary Shares in certificated (i.e. paper) form) the Form of Proxy (together with any power of attorney or other authority under which it is executed, or a duly certified copy thereof) should be completed and returned as soon as possible to the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, and in any event, in order to be valid, so as to arrive not later than 2.30 p.m. on Tuesday, 27 July 2021.

The following information for holders of CDIs and for EB Participants is based on the information available to the Company at the date of this document.

Further Information for holders of CDIs ("CDI Holders")

In respect of CDI Holders, Euroclear UK & Ireland Limited ("**EUI**"), the operator of CREST, has arranged for voting instructions relating to CDIs held in CREST to be received via a third-party service provider, Broadridge Financial Solutions Limited ("**Broadridge**"). Further details on this service are set out on the "All you need to know about SRD II in Euroclear UK &

Ireland” webpage of the Euroclear Bank website (www.euroclear.com), which is accessible to CREST participants (see the section “**CREST International Service – Proxy voting**”). CREST members can complete and submit proxy appointments (including voting instructions) electronically through Broadridge.

If you are a CDI Holder you will be required to make use of the EUI proxy voting service facilitated by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions.

To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete a Meetings and Voting Client Set-up Form (CRT408) a copy of which is available on the Euroclear Bank website (www.euroclear.com) which is accessible to CREST participants.

Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com. Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform. Once CDI Holders have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically.

Broadridge’s voting deadline will be earlier than Euroclear Bank’s voting instruction deadline. Broadridge will use best endeavours to accept late votes, changes and cancellations from a CDI holder after the voting deadline but there is no guarantee that these will be processed within the requisite timeframes. There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions.

CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.

Further information for EB Participants

Persons who hold their interests in Ordinary Shares through a participant account in the EB System (“**EB Participants**”) can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled “Euroclear Bank as issuer CSD for Irish corporate securities” and available on the Euroclear Bank website (www.euroclear.com). EB Participants can either send:

- (a) electronic voting instructions to instruct Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) (“**Euroclear Nominees**”) to either itself or by appointing the Chair of AGM as proxy:
 - vote in favour of all or a specific resolution(s);
 - vote against all or a specific resolution(s);
 - abstain from all or a specific resolution(s); or
 - give a discretionary vote to the Chair of AGM in respect of one or more of the resolutions being put to a shareholder vote; or

- (b) a proxy voting instruction to appoint a third party (other than Euroclear Nominees/the Chair of AGM) to attend the AGM and vote for the number of Ordinary Shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address).

There is no facility to offer a letter of representation or to appoint a corporate representative other than through submission of third-party proxy appointment instructions.

Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline.

EB Participants are strongly encouraged to familiarise themselves with the new arrangements with Euroclear Bank, including the new voting deadlines and procedures.

DEADLINES FOR RECEIPT BY THE COMPANY OF PROXY VOTING INSTRUCTIONS

All proxy voting instructions whether submitted directly by way of a completed Form of Proxy (in the case of holders of Ordinary Shares in certificated (i.e. paper) form), or through the EB System (in the case of EB Participants) or CREST (in the case of CDI Holders), must be received by the Company's Registrar no later than 2.30 p.m. on 27 July 2021, (or, in the case of any adjournment, no later than 48 hours before the time fixed for holding the adjourned AGM). Persons holding interests in Ordinary Shares through the EB System or CREST (as CDI Holders) will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

REGISTER OF MEMBERS

The Company, pursuant to Section 1105 of the Companies Act 2014 specifies that only those shareholders registered in the register of members of the Company as at close of business on 25 July 2021 shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.

POLL

All resolutions at the AGM will be put to a poll. Pursuant to Section 190(b) of the Companies Act 2014, where a poll is taken at the AGM, a Shareholder, present in person or by proxy, holding more than one share need not cast all his/her votes in the same way.

DOCUMENTATION

Copies of all documentation tabled before the AGM are available on the Company's website www.ovocabio.com. Should you not receive a Form of Proxy, or should you wish to be sent copies of these documents, you may request this by telephoning the Company's registrar or by writing to the Company Secretary at the address set out above.

