NOTICE OF 2019
ANNUAL GENERAL MEETING

To be held at Citylabs 1.0, Nelson Street, Manchester, M13 9NQ at 4.00 p.m. on 17 September 2019
Notice of Annual General Meeting

YOURGENE HEALTH PLC

Notice is hereby given that the Annual General Meeting (the “AGM”) of Yourgene Health PLC (the “Company”) will be held at Citylabs, 1.0, Nelson Street, Manchester, M13 9NQ at 4.00 p.m. on 17 September 2019 to consider, and if thought fit, pass the following resolutions. Resolutions 1 to 9 will be proposed as ordinary resolutions. Resolution 10 will be proposed as a special resolution.

RESOLUTIONS

Ordinary resolutions

1. THAT the Company’s Annual Report and Accounts for the year ended 31 March 2019, together with the Directors’ Report and Auditors Report thereon, be received and adopted.

2. THAT Dr. John Brown be elected as a Director.

3. THAT Jonathan Seaton be elected as a Director.

4. THAT Dr. Stephen Little, who retires by rotation, be re-elected as a Director.

5. THAT Barry Hextall, who retires by rotation, be re-elected as a Director.

6. THAT Dr. Bill Chang, who retires by rotation, be re-elected as a Director.

7. THAT Saffery Champness LLP be reappointed as auditors of the Company (the “Auditors”) to hold office from the conclusion of the AGM until the conclusion of the next Annual General Meeting of the Company at which accounts are laid before the Company.

8. THAT the Directors be and are hereby authorised to determine the Auditors’ remuneration.

9. THAT, subject to the Articles of Association of the Company, the Directors be and are hereby authorised generally and unconditionally for the purposes of Section 551 of the Companies Act 2006 (the “Act”) to exercise all powers of the Company to allot shares in the Company or to allot equity securities (within the meaning of Section 560 of the Act) up to an aggregate nominal amount of £240,000, being two-fifths of the issued ordinary share capital of the Company as at the date of this Notice, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the date falling 15 months after the passing of this Resolution and the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted or granted and the Directors may allot or grant equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority shall be in substitution for and shall replace any existing authority pursuant to Section 551 of the Act vested in the Directors as at the date of this Notice to the extent that such authority not been utilised at the date this Resolution is passed.

Special resolution

10. THAT, subject to and conditional upon the passing of Resolution 9 and in accordance with the Articles of Association of the Company, the Directors be and are hereby generally authorised pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred under Resolution 10 above and/or be and are hereby authorised pursuant to section 573 of the Act to sell ordinary shares (as defined in Section 560 of the Act) held by the Company as treasury shares (as defined on Section 724 of the Act) for cash, in each case for the duration of this authority as if Section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares:

(a) in connection with a rights issue or any pre-emptive offer in favour of holders of equity securities (as required by the rights of those securities in the Company) in proportion (as nearly as may be) to their respective holdings on the record date for such allotment, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or any legal or practical difficulties under the laws of, or the requirements of, any regulatory body or stock exchange of any overseas territory or otherwise; and

(b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal value of £240,000, being two-fifths of the issued ordinary share capital of the Company as at the date of this Notice;

and the authority hereby conferred shall expire on the earlier of the date falling 15 months after the passing of this Resolution and the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted or granted or treasury shares to be sold after such expiry and the Directors may allot or grant equity securities or sell treasury shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

By Order of the Board

Barry Hextall
20 August 2019

Registered Office:
Citylabs 1.0, Nelson Street,
Manchester, M13 9NQ
Notes:

1. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the number of votes they may cast), members must be entered in the Register of Members of the Company at close of business on 13 September 2019 (the “specified time”). If the AGM is adjourned to a time not more than 48 hours after the specified time applicable to the original AGM, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. If, however, the AGM is adjourned for a longer period, then, to be so entitled, members must be registered on the Company’s Register of Members as a member of the Company at the time which is not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in that notice.

2. Any member of the Company who is entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies (who need not be a member of the Company) to attend, speak and vote at the AGM in his stead. A member may appoint more than one proxy, provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share.

3. The appointment of a proxy does not preclude you from attending the AGM and voting in person. If you appoint a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

4. A form of proxy is enclosed for use at the AGM. Please read carefully the instructions on how to complete the form. To be valid, a form of proxy (and any power of attorney or other authority under which it is executed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or authority) must be duly completed and returned so as to reach the Company’s Registrars at PXS, Link Asset Services, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 4.00 pm on 13 September 2019. Alternatively you may submit your proxy (and any power or authority) electronically by following the instructions at the top of the enclosed Attendance Card. To be a valid electronic proxy appointment, the member’s electronic message confirming the details of the appointment completed in accordance with those instructions must be transmitted so as to be received by no later than 4.00 pm on 13 September 2019.

5. CREST members who wish to appoint one or more proxies through CREST may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a “CREST proxy appointment instruction”) must be properly authenticated in accordance with the specifications of CREST’s operator, Euroclear UK & Ireland Limited (Euroclear), and must contain all the relevant information described in the CREST Manual. To be valid, the CREST proxy appointment instruction (regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by Link Asset Services (ID RA10), as the Company’s “issuer’s agent”, by 4.00 pm on 13 September 2019. For this purpose, the time of receipt will be taken to be when (as determined by the timestamp applied by the CREST Application Host) the issuer’s agent is first able to retrieve it by enquiry through CREST in the prescribed manner. After this time any change of instruction to a proxy appointed through CREST should be communicated to the appointee through other means.

Euroclear does not make available special procedures in CREST for transmitting any particular message. Normal system timings and limitations therefore apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as is necessary to ensure that a message is transmitted by means of CREST by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings. In certain circumstances, the Company may, in accordance with Regulation 35(3)(a) of the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.

6. The total number of ordinary shares in issue as at 16 August 2019, being the last practicable day before printing of this Notice of Annual General Meeting, was 598,999,688 ordinary shares and the total level of voting rights was 598,999,688, none of which were attached to shares held in treasury by the Company.
Resolution 1 – Receipt of the Annual Report and Accounts
The Directors are required by law to present to the AGM the audited accounts and Directors’ Report for the year ended 31 March 2019.

Resolutions 2 to 6 – Election, re-election and retirement of Directors
The Company’s Articles of Association require a Director who has been appointed by the Directors during the year to retire at the Annual General Meeting next following his or her appointment. Dr John Brown was appointed as a Director of the Company on 30 July 2019 and Jonathan Seaton was appointed as a Director of the Company on 15 August 2019. Consequently, both will retire from office at the AGM and intend to stand for election by the shareholders for the first time.

The Company’s Articles of Association also require any Director who has not retired by rotation at either of the two preceding Annual General Meetings to retire. Additionally, one-third of the Directors are required to retire from office at each Annual General Meeting. Accordingly, Dr Stephen Little, Dr Bill Chang and Barry Hextall will retire from office at the AGM and both intend to stand for re-election by the shareholders.

Resolutions 7 and 8 – Auditor re-appointment and remuneration
The Auditors are required to be re-appointed at each Annual General Meeting at which the Company’s audited accounts are presented. Resolution 7, therefore, proposes the re-appointment of Saffery Champness LLP as Auditors until the conclusion of the next general meeting at which audited accounts are laid, that is the next Annual General Meeting. Resolution 8 authorises the Directors to determine the Auditors’ remuneration.

Resolution 9 – General authority to allot shares
Under the Act, the Directors may only allot shares if authorised by shareholders to do so. Whilst the current authority has not yet expired, it is customary to grant a new authority at each Annual General Meeting. Accordingly, this resolution will be proposed as an ordinary resolution to grant a new authority to allot shares or grant rights to equity securities up to £240,000. This amount represents approximately two-fifths of the Company’s issued ordinary share capital as at the date of this Notice. If granted, this authority will expire on the earlier of the date falling 15 months after the passing of the Resolution and the conclusion of the Company’s next Annual General Meeting. Although the Directors currently have no present intention of utilising this authority, passing this resolution will give the Directors flexibility to act in the best interests of the Company and its shareholders when opportunities arise.

Resolution 10 – General power to disapply pre-emption rights
The Directors require additional authority from the Company’s shareholders to allot shares or sell shares out of treasury where they propose to do so for cash and otherwise than to the Company’s shareholders pro rata to their holdings. This resolution will give the Directors power to issue new ordinary shares for cash other than to the Company’s shareholders on a pro rata basis by way of a rights or similar pre-emptive issue and otherwise up to a maximum nominal amount of £240,000. This amount represents approximately two-fifths of the Company’s issued ordinary share capital as at the date of this Notice. This resolution will be proposed as a special resolution.