

Scancell Holdings plc

Annual General Meeting

of

Scancell Holdings plc

to be held at

**The Kassam Stadium,
Grenoble Road, Oxford, OX4 4XP**

on

Thursday 12 September 2019

at 2:00 pm

THIS DOCUMENT, WHICH CONTAINS THE NOTICE OF THE COMPANY'S ANNUAL MEETING, IS IMPORTANT AND SHOULD BE GIVEN YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you are recommended to consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all your shares in Scancell Holdings plc please pass this document and the accompanying Form of Proxy to the purchaser or transferee, or to the agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

A form of proxy for the Annual General Meeting is enclosed. Whether or not you intend to be present at the meeting, please complete the form of proxy and return it in accordance with the instructions printed on it so as to reach the Company's registrar, SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS no later than 2:00 pm on Tuesday 10th September 2019. Completion and return of the form of proxy will not prevent you from attending and voting at the meeting in person, should you so wish.

SCANCELL HOLDINGS plc

Registered office: John Eccles House, Robert Robinson Avenue, Oxford Science Park,
Oxford, United Kingdom, OX4 4GP

Registered Company Number: 06564638 www.scancell.co.uk

20 August 2019

Dear Shareholder,

2019 Annual General Meeting

I am pleased to attach Notice of the Annual General Meeting of the Company which is to be held on Thursday 12th September at 2:00pm at the Kassam Stadium, Grenoble Road, Oxford OX4 4XP.

A proxy form for voting at the Annual General Meeting is enclosed for you to complete in accordance with the instructions printed on it and return to our registrars, SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS no later than 2:00 pm on Tuesday 10th September 2019. Lodgement of the form of proxy will not prevent you from attending and voting at the meeting if you subsequently wish to do so.

Resolutions 1 to 11 will be proposed as ordinary resolutions; more than 50% of the votes cast must support these resolutions in order for them to be passed. Resolutions 12 and 13 will be proposed as special resolutions and 75% or more of the votes cast must support them in order for these resolutions to be passed.

The Resolutions to be proposed are explained in further detail below.

Resolution 1 - Reports and Financial Statements

Shareholders will be asked to approve the adoption of the enclosed Reports and Financial Statements for the year ended 30th April 2019 (the "Accounts").

A copy of the Accounts is available on the Company's website at: <https://www.scancell.co.uk/investors/financial-info>

Resolutions 2 and 3 - Appointment and remuneration of Auditors

The Company is required to appoint auditors at each general meeting at which accounts are laid before the shareholders. The auditors are appointed from the conclusion of the forthcoming Annual General Meeting (the "AGM") until the conclusion of next year's AGM. Shareholders will be asked to appoint BDO LLP as the Company's auditors until the conclusion of next year's AGM and to authorise the Directors to set their fees.

Resolution 4 - Election of Director

Under the Articles of Association, the Directors appointed Mr Martin Diggle to the Board as a Non-Executive Director on 18th June 2019 and, being eligible for election as a director, a resolution is proposed to confirm his appointment.

Martin Diggle is a founder of Vulpes Investment Management, which manages a number of funds including the Vulpes Life Sciences Fund. He has over 30 years' experience in investment banking and fund management and has been an investor in life sciences and biotech for nearly 20 years. Martin is currently a director of Oxford BioMedica plc, Proteome Sciences plc and Chronos Therapeutics Limited.

Resolutions 5 to 10 - Re-election of Directors

In accordance with the Articles of Association, Dr Sally Adams, Dr John Chiplin, Professor Linda Durrant, Dr Matthew Frohn, Dr Richard Goodfellow, and Dr Alan Lewis will retire from office by rotation and are eligible for re-election at the AGM.

Resolution 5 - Re-election of Sally Elizabeth Adams, *Development Director*

Dr Sally Adams has worked on many complex projects over the past 25 years including anti-infective vaccines and cancer immunotherapies. She has previously held Development Director positions in life science companies and, prior to her appointment as Development Director at Scancell, she worked as a development consultant to Scancell providing guidance on the development of SCIB1.

Resolution 6 - Re-election of Dr John Chiplin, *Chairman*

Dr John Chiplin has many years' international experience in listed life science companies where he has fulfilled the roles of Chief Executive Officer and Chairman. He is Managing Director of Newstar Ventures Ltd, an investment and advisory firm and contributes strong corporate finance skills to the Group. John is also Chairman of N4 Pharma plc, an AIM listed company and serves on the board of the following Australian listed companies: Adalta Limited and Regeneus Limited.

Resolution 7 - Re-election of Linda Gillian Durrant, Chief Scientific Officer

Professor Linda Durrant is an internationally recognised immunologist in the field of tumour therapy. She has worked for over 20 years in translational research, developing products for clinical trials including monoclonal antibodies and cancer vaccines. She has a personal Chair in Cancer Immunotherapy in the Department of Clinical Oncology at the University of Nottingham.

Resolution 8- Re-election of Matthew Gerard Winston Frohn, Non-Executive Director

Dr Matthew Frohn is Chairman of the Audit Committee and started his career as a clinical and research scientist and has a DPhil in Biochemistry from Oxford University. He moved into Venture Capital in 1999 and is a partner in Longwall Venture Partners, an early-stage technology investment company. Matthew has been a board member for over nine years and the combination of his scientific and corporate finance skills are extremely helpful to the Board. Matthew's other directorships include the following private companies: Caristo Diagnostics Limited, Organox Limited, Oxford Cancer Biomarkers Limited and Oxsonics Limited.

Resolution 9- Re-election of Richard Morley Goodfellow, Non-Executive Director

Dr Richard Goodfellow was CEO of Scancell until 31 December 2017. He has many years' experience with Scancell and in life sciences generally which he brings to the Board. As well as contributing to the Board, Richard provides business development advice and consulting services to Scancell.

Resolution 10 – Re-election of Alan James Lewis, Chairman of Remuneration Committee

Dr Alan Lewis is the Senior Independent Director and Chair of the Remuneration Committee. He has a proven track record in the US life sciences industry. He is currently President and CEO of DiaVacs, a San Diego based clinical stage biotechnology company and is also on the Board of Directors of NASDAQ listed companies Biomarin and Assembly Biosciences. He also currently serves as Chairman of the Boards of Batu Biologics Inc. and Neurometrix Rx (US), both US private biotechnology companies, and is a director of two other private biotechnology companies based in the USA: Cellastra Inc. and Targazyme, Inc. Alan's extensive industry experience is of great value to the Board.

Resolution 11 – Permission for the Directors to allot further shares

This resolution deals with the Directors' authority to allot shares or to grant rights to subscribe for or to convert any security into shares in accordance with section 551 of the Companies Act 2006 (the "Act"). If passed, this resolution would authorise the Directors to allot and to grant rights to subscribe for or to convert any security into shares:

- (i) in any case other than in paragraph (ii) of this resolution, any shares up to a maximum nominal amount of £155,118.62, which represents approximately one third of the Company's ordinary shares (excluding treasury shares). This maximum is reduced by the nominal amount of any equity securities previously allotted or rights granted under a pre-emptive offer pursuant to paragraph (ii) of this resolution in excess of £155,118.62.
- (ii) in relation to a pre-emptive issue only, equity securities (as defined by section 560 of the Act) up to a maximum nominal amount of £310,237.25, which represents approximately two thirds of the Company's ordinary shares (excluding treasury shares). This maximum is reduced by the nominal amount of any shares which have previously been allotted or rights granted under paragraph (i) of this resolution;

Therefore, the maximum nominal amount of shares (including equity securities) which may be allotted, or in respect of which rights to subscribe for or convert into shares may be granted, under this resolution is £310,237.25 but no more than £155,118.62 may be allotted or rights granted over them without a pre-emptive offer to shareholders.

As at close of business on 16th August 2019, being the latest practicable date prior to publication of the notice of meeting, the Company did not hold any treasury shares.

The authority granted by this resolution will expire on 12th December 2020 or, if earlier, the date of the next AGM of the Company.

The Directors do not plan to make any immediate allotment of shares under this authority, except pursuant to any exercise of options already granted.

Resolution 12 – Renewal of the power to dis-apply pre-emption rights

If passed, this special resolution would give the Directors power, pursuant to the authority granted by Resolution 11, to allot equity securities (as defined by section 560 of the Act) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings. The maximum nominal value of ordinary shares to be covered under the power, with the exception of a rights issue or other pre-emptive offer, is £93,071.17, which represents 20% of the ordinary share capital of the Company.

The power granted by this resolution will expire on 12th December 2020 or, if earlier, the date of the next AGM of the Company.

Resolutions 13- Authority to buy back up to 10% of the Company's issued share capital

This special resolution would allow the Company to buy back up to 46,535,586 of its issued ordinary shares of 0.1p on the stock market. This is equal to 10% of the Company's share capital. The Resolution sets out the lowest and highest prices the Company may pay for the shares.

The Directors are committed to creating shareholder value. Buying back the Company's shares is one of the options they keep under review. The Directors will implement such purchases only if they consider it is in the shareholders' best interests and before making such a decision, they would consider the effect on earnings per share.

The Company may consider holding any of its own shares that it purchases pursuant to the authority conferred by this Resolution as treasury shares as an alternative to cancelling them. This would give the Company the ability to re-issue such shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base. The Directors believe that it is desirable for the Company to have this flexibility.

Unless the Directors determine that they are to be held as treasury shares, any shares in its own capital purchased by the Company would be cancelled and the number of shares in issue reduced accordingly. Shares held in treasury would not automatically be cancelled and would not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury). No dividends will be paid on shares whilst held in treasury and no voting rights will be exercisable in respect of treasury shares.

This power will automatically lapse at the end of the Company's next AGM or on 12th December 2020.

Recommendation

The Directors believe that the proposed resolutions are in the best interests of both the Company and its shareholders and are most likely to promote the success of the Company. Accordingly, the Directors unanimously recommend shareholders to vote in favour of Resolutions 1 to 13 inclusive to be proposed at the AGM, as they intend doing in respect of their beneficial shareholdings.

Yours faithfully

John Chiplin
Chairman

NOTICE OF MEETING

Notice is hereby given that the 2019 Annual General Meeting of Scancell Holdings plc (the "AGM") will be held at 2:00pm on Thursday 12th September 2019 at the Kassam Stadium, Grenoble Road, Oxford, OX4 4XP to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Reports and Financial Statements for the year ended 30th April 2019 and the Report of the Auditors thereon.
2. To appoint BDO LLP as Auditors to the Company for the period until the conclusion of its next AGM.
3. To authorise the Directors to agree the remuneration of the Auditors.
4. To elect Martin Diggle as a Director of the Company
5. To re-elect Sally Elizabeth Adams as a Director of the Company
6. To re-elect John Chiplin as a Director of the Company
7. To re-elect Linda Gillian Durrant as a Director of the Company.
8. To re-elect Matthew Gerard Winston Frohn as a Director of the Company.
9. To re-elect Richard Morley Goodfellow as a Director of the Company.
10. To re-elect Alan Lewis as a Director of the Company.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions, of which resolution 11 will be proposed as an ordinary resolution and resolutions 12 to 13 as special resolutions:

11. THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:
 - (i) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £155,118.62 (such amount to be reduced by the nominal amount of any equity securities allotted or granted under paragraph (ii) of this Resolution in excess of such sum); and
 - (ii) comprising equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £310,237.25 (such amount to be reduced by any allotments or grants made under paragraph (i) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these authorisations to expire on 12th December 2020 or, if earlier, at the conclusion of the next AGM of the Company, save that the Company may, before such expiry, make offers or agreements 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 to subscribe for or convert any security into shares, in pursuance of such offer or agreement as if the authorisations conferred by this resolution had not expired.

12. THAT subject to the passing of Resolution 11 set out above, the Directors be and are given power pursuant to sections 570(1) and 573 of the Act to:
 - (i) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to

- the authorisation conferred by that resolution; and
- (ii) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,

as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- a. in connection with or pursuant to an invitation or offer to acquire equity securities (but in the case of the authorisation granted under resolution 11(ii), by way of rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
- b. in the case of the authorisation granted under resolution 11(i) above (in or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph a. of this resolution, up to an aggregate nominal amount of £93,071.17,

and shall expire on 12th December 2020 or, if earlier, at the conclusion of the next AGM of the Company, save that the Company may, before such expiry, make offers or agreements 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 to subscribe for or convert any security into shares, in pursuance of such offer or agreement as if the authorisations conferred by this resolution has not expired.

13. THAT, pursuant to Article 5 of the Articles of Association of the Company and subject to the provisions of Section 701 of the Act, the Company be generally and unconditionally authorised to purchase by market purchase (as defined by Section 693 of the Act) ordinary shares of 0.1p each (or equivalent number of subdivided shares) in its own capital subject to the following:
- a. the maximum number of ordinary shares which may be purchased is 46,535,586;
- b. the minimum purchase price (exclusive of all expenses) that may be paid for a share is the nominal value of the ordinary shares;
- c. the maximum purchase price for any share so purchased shall not exceed a sum (exclusive of all expenses) equal to: (i) 105% of the average of the middle market quotations for ordinary shares for the five business days immediately preceding the day of purchase (as derived from the London Stock Exchange Daily Official List) and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System;
- d. unless previously revoked, varied or renewed, this authority shall expire on 12th December 2020 or, if earlier, at the conclusion of the next AGM of the Company;
- e. the Company may make a contract for purchase which would, or might, be executed wholly or partly after the expiry of the authority; and
- f. any shares purchased pursuant to the authority may be selected by the Directors in any manner as they from time to time deem appropriate.

By Order of the Board

John Chiplin
Chairman

20 August 2019

Meeting notes

1. A form of proxy is enclosed for use by shareholders and, if appropriate, must be deposited with the Company's Registrars, SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS no later than 2:00 pm on Tuesday 10th September 2019. Lodgement of the form of proxy will not prevent you from attending and voting at the meeting if you subsequently wish to do so.
2. A member entitled to attend and vote at the AGM may appoint one or more proxies (who need not be a member of the Company) to attend and to speak and to vote on his or her behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him or her. In order to be valid an appointment of proxy (together with any authority under which it is executed or a copy of the authority certified notarially) must be returned in hard copy form by post, by courier or by hand to the Company's registrars in accordance with Note 1 above. If a member subsequently wishes to change a proxy already submitted it should submit a further proxy form.
3. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
4. Pursuant to regulation 41 of the Uncertified Securities Regulations 2001 (as amended), the Company specifies that entitlement to attend and vote at the AGM, and the number of votes which may be cast at the AGM, will be determined by reference to the Company's register of members as at 2:00pm on Tuesday 10th September 2019 or, if the AGM is adjourned, at close of business on the date which is two days before the adjourned AGM. In each case, changes to the register of members after such time will be disregarded.
5. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
6. The issued share capital of the Company as at 19th August 2019 was 465,355,867 ordinary shares of 0.1p each, carrying one vote each.
7. Copies of the following documents will be available for inspection at the AGM:
 - (i) the service contracts of the Executive Directors of the Company and letters of appointment of the Non-executive Directors of the Company; and
 - (ii) the register of interests of Directors and their families in the shares of the Company.