



Vaccitech plc  
Unit 6-10, Zeus Building Rutherford Avenue  
Harwell, Didcot OX11 0DF  
United Kingdom  
Registered Company No. 13282620

**NOTICE OF A GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON MONDAY,  
NOVEMBER 6, 2023**

NOTICE is hereby given that a General Meeting of Vaccitech plc, a public limited company incorporated under the laws of England and Wales (referred to herein as the “Company,” “we,” “us” and “our”), will be held on Monday, November 6, 2023, at 1:00 p.m. London Time (8:00 a.m. Eastern Time), at the offices of Goodwin Procter (UK) LLP, 100 Cheapside, London, EC2V 6DY, United Kingdom for transaction of the following business and to approve:

**Ordinary Resolution**

1. THAT, in accordance with section 551 of the U.K. Companies Act 2006, the directors of the Company or any duly authorized committee of the directors be generally and unconditionally authorized to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“Rights”) up to an aggregate nominal amount of £1,928 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this Resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired. The authority referred to in this Resolution is in addition to all subsisting authorities conferred on the directors of the Company in accordance with section 551 of the U.K. Companies Act 2006, but the directors of the Company may allot shares in the Company or grant Rights pursuant to an offer made or agreement entered into by the Company before the expiry of the authority pursuant to which that offer was made or agreement entered into.

**Special Resolution**

2. THAT, conditional upon Resolution 1 above being duly passed, the directors of the Company or any duly authorized committee of the directors be generally empowered pursuant to section 570 of the U.K. Companies Act 2006 to allot equity securities (within the meaning of the U.K. Companies Act 2006) for cash pursuant to the authority conferred on them by Resolution 1 as if section 561 of the U.K. Companies Act 2006 and any pre-emption provisions in the articles of association of the Company (or howsoever otherwise arising) did not apply to the allotment for a period expiring (unless previously renewed, varied or revoked by the Company prior to or on that date) five years after the date on which this Resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

Resolution 1 will be proposed as an ordinary resolution and under English law, assuming that a quorum is present, an ordinary resolution is passed on a show of hands if it is approved by a simple majority (more than 50%) of the votes cast by shareholders present (in person or by proxy) at the meeting and entitled to vote. If a poll is demanded, an ordinary resolution is passed if it is approved by holders representing a simple majority of the total voting rights of shareholders present (in person or by proxy) who

(being entitled to vote) vote on the resolution. Resolution 2 will be proposed as a special resolution. Special resolutions require the affirmative vote of not less than 75% of the votes cast by shareholders present (in person or by proxy) at the meeting and entitled to vote. On a poll, a special resolution is passed if it is approved by holders representing not less than 75% of the total voting rights of shareholders present (in person or by proxy) who (being entitled to vote) vote on the resolution.

The results of any polls taken on the resolutions at the General Meeting and any other information required by the U.K. Companies Act 2006 will be made available on our website ([www.vaccitech.co.uk](http://www.vaccitech.co.uk)) as soon as reasonably practicable following the General Meeting and for the required period thereafter.

#### **BY ORDER OF THE BOARD**

/s/ Gemma Brown  
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Gemma Brown  
*Company Secretary*  
October 5, 2023

#### **Registered Office**

Unit 6-10, Zeus Building  
Rutherford Avenue  
Harwell, Didcot OX110DF  
United Kingdom  
Registered in England and  
Wales No. 13282620

#### **Notes for holders of Ordinary Shares**

(a) Only those members registered in the register of members of the Company at 6:30 p.m. London Time (1:30 p.m. Eastern Time) on Thursday, November 2, 2023 will be entitled to attend and vote at the GM in respect of the number of ordinary shares registered in their name at the time. Changes to entries on the relevant register after that deadline will be disregarded in determining the rights of any person to attend and vote at the GM. Should the GM be adjourned to a time not more than 48 hours after the deadline, the same deadline 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 GM. Should the GM be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned GM or, if the Company gives notice of the adjourned GM, at the time specified in the notice.

(b) Any member may appoint a proxy to attend, speak and vote on his/her behalf. A member may appoint more than one proxy in relation to the GM provided that each proxy is appointed to exercise the rights attached to a different share or shares of the member. A proxy need not be a member but must attend the meeting in person. Proxy forms should be lodged with the Company's Registrar (Computershare) not later than 1:00 p.m. London Time (8:00 a.m. Eastern Time) on Thursday, November 2, 2023. Completion and return of the appropriate proxy form does not prevent a member from attending and voting in person if he/she is entitled to do so and so wishes. The attached proxy statement explains proxy voting and the matters to be voted on in more detail. Please read the proxy statement carefully. For specific information regarding the voting of your ordinary shares, please refer to the proxy statement under the section entitled "*Questions and Answers About Voting.*"

(c) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

(d) In the case of joint holders, the vote of the senior holder who tenders the vote whether in person or by proxy will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the Company's relevant register or members for the certificated or uncertificated shares of the Company (as the case may be) in respect of the joint holding.

(f) As of October 3, 2023 (the record date for ADS holders), the Company's issued ordinary share capital consisted of 38,546,594 ordinary shares, carrying one vote each.

(g) Except as set out in the notes to this Notice, any communication with the Company in relation to the GM, including in relation to proxies, should be sent to the Company's Registrar, Computershare, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, United Kingdom. No other means of communication will be

accepted. In particular, you may not use any electronic address provided either in this notice or in any related documents to communicate with the Company for any purpose other than those expressly stated.

(h) Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.