GATTACA

Notice of **Annual General Meeting 2026**

Wednesday 9 December 2026

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Gattaca plc Annual General Meeting

Dear Shareholder,

6 November 2026

Gattaca plc Annual General Meeting

I am pleased to invite you to the Annual General Meeting (**AGM**) of Gattaca plc (**Company**) which will be held on Wednesday 9 December 2026 at 9.30am at 1450 Parkway, Solent Business Park, Whiteley, Fareham, Hampshire PO15 7AF. The Notice of the AGM (**the Notice**) is attached.

A copy of the Annual Report and Accounts of the Company for the year ended 31 July 2026 is now available on our website: **www.gattacaplc.com/investors/results-centre/annual-reports**

Form of Proxy

Please note you will not receive a form of proxy for the 2026 AGM in the post. Instead, you can vote online at via the Investor Centre app or at **https://uk.investorcentre.mpms.mufg.com/.** You will need to log into your Investor Centre account or register if you have not previously done so. Once you have setup your account you will need to add your shareholding by clicking 'Add Holding' in the 'Portfolio' section and following the on-screen instructions. You will require your Investor Code (IVC) to add your shareholding. You can find your IVC on your share certificate or by contacting our Registrar, MUFG Corporate Markets. You will still be able to vote in person at the AGM and may request a hard copy proxy form directly from our registrars, MUFG Corporate Markets, via email at **shareholderenquiries@cm.mpms.mufg.com** or on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09.00–17.30, Monday to Friday excluding public holidays in England and Wales.

If you cannot attend the AGM, you have the right to appoint a proxy to vote on your behalf. You can appoint a proxy by one of the following methods:

- via the Investor Centre web browser at **https://uk.investorcentre.mpms.mufg.com/**. If you have not previously registered for electronic communications, you will first be asked to register as a new user;
- via the Investor Centre app (please refer to the Notice of Meeting Notes below);
- if your shares are held electronically via CREST, the proxy appointment may be lodged using the CREST Proxy Voting Service in accordance with the Notice of Meeting Notes below;
- if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform in accordance with the Procedural Notes below;
- in hard copy form by post, by courier or by hand to the company's registrars, MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL.

Proxy appointments must be received by MUFG Corporate Markets by no later than 9.30am on Monday, 7 December 2026.

Directors

Biographical details of each of the Directors seeking re-election, including membership of the Board Committees, are set out on page 37 of the Annual Report and Accounts.

Recommendation

The directors consider all the resolutions in the Notice are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of them, as they will do in respect of their shareholdings.

Yours faithfully,

Richard Bradford
Chair

e: cosec@gattacaplc.com
w: www.gattacaplc.com

Notice is hereby given that the Annual General Meeting (the Meeting) of Gattaca plc (Company) will be held at 1450 Parkway, Solent Business Park, Whiteley, Fareham, Hampshire PO15 7AF on Wednesday 9 December 2026 at 9.30am to transact the business set out in the resolutions below.

Resolutions 1 to 13 (inclusive) are proposed as ordinary resolutions. For each of these to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 14 to 16 (inclusive) are proposed as special resolutions. For each of these to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

For further information on all resolutions, please refer to the Explanatory Notes which can be found on pages 4 and 5.

Resolutions

Annual Report and Accounts

1. To receive the audited financial statements of the Company for the year ended 31 July 2026 and to receive the Directors' Report and Auditors' Report on those accounts.

Dividends

2. To declare a final dividend of 4.67 pence per ordinary share, increasing the full year dividend to 6 pence per ordinary share, in respect of the year ended 31 July 2026.

Remuneration

3. To approve on an advisory basis for one year from the date of the Meeting the Directors' Remuneration Policy, as included on pages 51 to 53 of the Annual Report.

4. To approve on an advisory basis for one year from the date of the Meeting the Directors' Remuneration Report, as included on pages 54 to 59 of the Annual Report.

Directors

5. To re-elect Richard Bradford as a Director of the Company.
6. To re-elect Tracey James as a Director of the Company.
7. To re-elect David Lawther as a Director of the Company.
8. To re-elect Matthew Wragg as a Director of the Company.
9 To re-elect Oliver Whittaker as a Director of the Company.

Auditors

10. To re-appoint Forvis Mazars LLP (Forvis Mazars) as auditors of the Company, to hold office until the conclusion of the next meeting at which accounts are laid before the Company, in a general meeting.

11. To authorise the directors to determine the remuneration of the auditors.

Directors' Authority to Allot Shares

12. That in substitution of all existing powers the directors are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (Act) to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company (such shares and rights to subscribe for or to convert any security into shares of the Company being "relevant securities") up to the aggregate nominal amount of £105,109. The authority hereby conferred shall expire, unless previously varied, renewed or revoked by the Company in general meeting, on the date of the Company's next Annual General Meeting or 31 December 2027 after the passing of this resolution, whichever occurs first, provided that the Company may, prior to such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry in which case the directors may allot such securities pursuant to such offer or agreement as if such authority had not expired.

Approval of the rules of the Gattaca plc Long Term Incentive Plan

13. That the rules of the Gattaca plc Long Term Incentive Plan ("LTIP"), the principal terms of which are summarised in the Explanatory Notes to this Notice of Annual General Meeting, produced in draft to this meeting and, for the purposes of identification, initialled by the Chair of the meeting, be and are hereby approved and the Directors be authorised:

    (a) to adopt the LTIP and to do all such acts and things as they may consider necessary or expedient to implement the LTIP; and

    (b) to establish further plans or sub-plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in any territory, provided that any shares made available under such further plans or sub-plans be treated as counting against the limits on individual or overall participation in the LTIP.

Special Resolutions

General power to disapply Pre-Emption Rights

14. That if Resolution 12 is passed the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided such authority be limited to:

    (a) Allotments in connection with a pre-emptive offer;

(b) Otherwise than in connection with a pre-emptive offer, allotments up to an aggregate nominal amount of £31,533;

(c) The allotment of equity securities pursuant to the terms of The Gattaca plc Long Term Incentive Plan or The Gattaca plc Share Incentive Plan or any other employees' share option scheme approved by the members in general meeting; and

(d) Otherwise than under paragraphs (a), (b) and (c) above, allotments up to an aggregate nominal amount of equal to 20% of any allotment made from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice;

such authority to expire at the close of business on 31 December 2027 or, if earlier, at the conclusion of the Company's next AGM, (unless previously renewed, revoked or varied by the Company in general meeting) provided that in each case the Company may before that date make offers and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Additional disapplication of Pre-Emption Rights for acquisitions and other capital investments

15. That if Resolution 12 is passed, the Directors be authorised in addition to any authority granted under Resolution 12, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 10 above and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority be limited to:

(a) Allotments up to an aggregate nominal amount of £31,533, such authority to be used for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying PreEmption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

(b) Otherwise than under paragraph (a) above, allotments up to an aggregate nominal amount equal to 20% of any allotment made from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the close of business on 31 December 2027 or, if earlier, at the conclusion of the Company's next AGM, (unless previously renewed, revoked or varied by the Company in general meeting), provided that in each case the Company may before that date make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution, references to allotment of equity securities shall include a sale of treasury shares.

Authority to Purchase Own Shares

16. That the Company be generally and unconditionally authorised for the purposes of Section 701 of the Act to make market purchases (as defined in Section 693(4) of that Act) of ordinary shares of £0.01 each in the capital of the Company ('Shares') provided that:

(a) the maximum aggregate number of ordinary shares which may be purchased is 3,153,269 being equivalent to approximately 10% of the Company's issued share capital

(b) the minimum price (excluding expenses) which may be paid for each Share is £0.01 (being the nominal value) and;

(c) the maximum price (excluding expenses) which may be paid for each Share is the highest of:

(i) an amount equal to 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and

(ii) The higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out at the relevant time;

such authority shall expire at the close of business on 31 December 2027 or, if earlier, at the conclusion of the Company's next AGM, but so that the Company may before such authority expires enter into a contract under which a purchase of Ordinary Shares may be completed or executed wholly or partly after the authority expires and the Company may purchase Ordinary Shares in pursuance of such contract as if the authority had not expired.

By order of the Board

Richard Bradford
Chair

Registered Office:

1450 Parkway
Solent Business Park
Whiteley
Fareham Hampshire
PO15 7AF
6 November 2026
Registered in England and Wales No. 4426322

> EXPLANATORY NOTES TO THE RESOLUTIONS

Resolution 1: Annual Report and Accounts

Resolution 1 is to receive and consider the Company's annual accounts for the financial year ended 31 July 2026 together with the directors' report and auditors' report on those accounts.

Resolution 2: Declaration of final dividend

A final dividend of 4.67 pence per ordinary share has been recommended by the Directors of the Board, increasing the full year dividend to 6 pence per ordinary share for the year ended 31 July 2026. If approved, the final dividend will be paid on 30 December 2026 to shareholders on the register at close of business on 13 November 2026.

Resolutions 3 to 4: Remuneration Policy and Report

Resolutions 3 and 4 are to approve the Directors' Remuneration Policy and Report, the full text of which is available on pages 51 to 59 of the Annual Report. The Board reviewed the policy and report and found that the remuneration structure remained appropriate. The votes are advisory and the Directors' entitlement to receive remuneration is not conditional on it.

Resolutions 5 to 9: Directors

Resolutions 5 to 9 are to approve the election and re-election of the Directors of the Board.

In accordance with recommended best practice, each of the Directors are retiring and offering themselves for re-election. David Lawther will retire on or before 31 May 2027 having been appointed to the Board on 1 June 2018.

The Nominations Committee, which considers the composition of the Board and the mix of skills, knowledge and experience of its members, has considered and recommends to the Board the appointment of all of the Directors of the Company standing for re-election.

Biographical details of each of the Directors seeking re-election, including membership of the Board Committees, are set out on page 37 of the Annual Report and Accounts and on our website: **www.gattacaplc.com/investors/corporate-governance/board-of-directors**

Resolutions 10 and 11: Re-appointment and remuneration of Auditors

Resolution 10 is to approve the re-appointment of Forvis Mazars LLP (Forvis Mazars). The Auditors will hold office until the conclusion of the next general meeting at which accounts are laid.

Resolution 11 is to authorise the directors to determine the remuneration of the Auditors and the audit fees.

Resolution 12: Authority to allot shares

Resolution 12 is proposed to authorise the directors limited authority to exercise the powers of the Company to allot ordinary shares in the capital of the Company without the prior consent of shareholders, for a period expiring on the earlier of the next AGM of the Company, or 31 December 2027. The Directors are seeking the annual renewal of this authority in accordance with best practice and to ensure the Company has maximum flexibility in managing its capital resources.

Resolution 13: Approval of the rules of the Gattaca plc Long Term Incentive Plan

The Company's existing discretionary long-term incentive plan was approved by the Company's shareholders at annual general meeting on 7 December 2016 and is due to expire on 7 December 2026.

In order to cater for future share-based remuneration including in respect of the long term incentive awards and deferred bonus awards envisaged for the Company's executive Directors under the proposed Directors' Remuneration Policy (for which shareholder approval is being sought under Resolution 13) the Remuneration Committee has concluded that shareholder authority should be sought under Resolution 13 for a new long-term incentive plan, the Gattaca plc Long Term Incentive Plan 2026 (the "LTIP").

A summary of the principal terms of the LTIP is set out below.

Operation and eligibility

The Remuneration Committee will supervise the operation of the LTIP. Any employee (including an executive Director) (and, in the case of a deferred bonus award, a former employee who earned a bonus while they were an employee) of the Company and its subsidiaries ("Group") will be eligible to participate in the LTIP at the discretion of the Remuneration Committee.

A deferred bonus award may only be granted to an employee or former employee of the Group in relation to a financial year of the Company if they have earned a bonus in respect of such financial year.

Form of awards

Awards may take the form of conditional rights to acquire ordinary shares in the Company ("Shares") or options over Shares (including nil or nominal cost options).

Awards may also be granted as tax-advantaged enterprise management incentive ("EMI") options to eligible employees who meet the relevant qualification conditions, provided that the Company qualifies to grant EMI options at the relevant time. In these circumstances, the terms of options will be structured to comply with the prevailing legislation relevant to EMI options.

The Remuneration Committee may also decide to grant cash-based awards of an equivalent value to awards over Shares or to satisfy awards over Shares in cash, although it does not currently intend to do so.

Grant of awards

The Remuneration Committee may normally grant awards within the period of six weeks following: (i) the date of shareholder approval of the LTIP at general meeting; (ii) the Company's announcement of its results for any period; or (iii) the lifting of restrictions on dealing in Shares that prevented the grant of awards under (i) or (ii). The Remuneration Committee may also grant awards when there are exceptional circumstances that it considers justify the granting of awards.

An award may not be granted more than ten years after the date on which the LTIP is approved by shareholders at general meeting.

No payment is required for the grant of an award. Awards are not transferable, except on death. Awards are not pensionable.

Source of Shares and dilution limit

Awards may be satisfied by the issue of new Shares or the transfer of existing Shares, including treasury Shares.

Not more than 10% of the issued ordinary share capital of the Company may be issued or be issuable in respect of awards made under the LTIP and any other employees' share scheme adopted by the Company in any ten-year period.

This limit does not include awards that have lapsed or that are satisfied or are intended to be satisfied with existing Shares and/or cash, provided that the transfer of treasury Shares to satisfy an award will be treated as issuing new Shares for as long as this is required by institutional shareholder guidelines.

Individual limit

An employee may not receive awards (other than deferred bonus awards) in respect of any financial year over Shares with an aggregate market value in excess of 150% of their annual base salary for that financial year. Recruitment related 'buyout' awards may be disregarded for the purposes of this limit to such extent (if any) as the Remuneration Committee considers appropriate.

An employee or former employee may not receive a deferred bonus award over Shares with an aggregate market value in excess of the proportion of a bonus that they have earned and which the Remuneration Committee has determined shall be deferred into a deferred bonus award under the LTIP.

Market value for such purposes shall be based on the market value of Shares on the dealing day immediately preceding the grant of an award (or such other basis (for example using an averaging period) as the Remuneration Committee determines appropriate).

Vesting of awards

The vesting of awards (other than deferred bonus awards) may be subject to such performance conditions or other conditions as the Remuneration Committee shall determine. Awards will ordinarily vest on the normal vesting date specified for the award to the extent that any applicable performance or other conditions have been satisfied and provided the participant is still employed by the Group.

The Remuneration Committee may vary any performance condition if a circumstance or event has occurred which causes the Remuneration Committee to consider that it would be appropriate to do so. The Remuneration Committee may only amend the performance condition of an award granted to an executive Director, if it considers that the amended condition is not, in its opinion, materially less difficult to satisfy than the original condition would have been but for the relevant circumstance or event.

The Remuneration Committee may adjust (up or down) the extent to which an award (other than a deferred bonus award) would otherwise vest and/or impose any other condition on the vesting of an award (other than a deferred bonus award) if it determines that the vesting level without such adjustment would not be a fair and accurate reflection of the overall performance of any Group Member or the relevant participant.

Awards granted as options are normally exercisable from vesting until the tenth anniversary of grant (or such shorter period specified by the Committee at the time of grant), unless they lapse earlier. Shorter exercise periods apply following a participant's cessation of employment and in connection with corporate events (as explained below).

Holding periods

An award (other than a deferred bonus award) may be subject to a post-vesting holding period during which the participant will normally be required to retain any Shares acquired following the vesting of an award or the exercise of an option (net of any Shares applied to satisfy any tax liabilities) until the second anniversary of the vesting of the award or such other date as the Remuneration Committee may specify.

Dividend equivalents

The Remuneration Committee may decide that participants will receive a payment (in cash and/or Shares) on or shortly following the vesting/exercise of their award of an amount equivalent to some or all of the dividends that would have been paid on the number of Shares in respect of which an award vests between the grant of the award and the date it vests (or where an award is structured as an option and subject to a holding period, the date of expiry of the holding period or if earlier the exercise of such award). This amount may assume the reinvestment of dividends.

Leaving employment

An award will normally lapse upon a participant's termination of employment or service within the Group (or, at the discretion of the Committee, the earlier date of giving or receiving notice of termination).

However, if a participant's employment or service is terminated by reason of their death, ill health, injury, disability, redundancy, retirement, their employing company or the business for which they work being sold out of the Group or in other circumstances at the discretion of the Remuneration Committee, then their award will normally vest on the normal vesting date, unless the Remuneration Committee decides that the participant's award will vest on the date of termination (or a later date specified by the Remuneration Committee). The Remuneration Committee may determine that a participant will be treated as having left if they relocate to a country in which securities laws or exchange controls would frustrate the normal treatment of an award.

The extent to which an award will vest in these circumstances will depend upon two factors: (i) the extent to which any performance or other conditions have been satisfied over their original measurement period (or, if the award vests before the end of the original measurement period, to the extent that any performance or other conditions have, in the opinion of the Remuneration Committee, been satisfied at that time); and (ii) other than in the case of a deferred bonus award, pro rating of the award to reflect the proportion of the normal vesting period that had elapsed on termination, unless the Remuneration Committee considers it appropriate in the circumstances to pro rate awards to a lesser extent or not at all.

Any post-vesting holding periods applicable to awards will normally continue to apply to a good leaver's awards (other than in the case of death), although the Remuneration Committee may choose to relax this requirement at its discretion.

A participant whose option continues after termination of their employment or service may normally exercise their option until the later of six months after its vesting and six months after the participant's cessation of employment (or, where the participant dies, 12 months from the date of their death).

Leaver provisions will not apply to a deferred bonus award granted to an individual who was a former employee of the Group at the time of grant, provided that the Remuneration Committee may accelerate the vesting of such an award in the event of the individual's death or such other circumstances as it considers appropriate. In these circumstances, a participant may exercise their option until six months after its vesting.

Malus and clawback

The Remuneration Committee has a power to reduce the potential vesting of unvested awards (including to nil) ("malus") or to recover the value of previously vested awards from an individual (often referred to as "clawback").

Malus may be applied during the period from grant to vesting of an award. Clawback may be applied for two years after the vesting of an award. The vesting of an award or the period during which clawback may be applied may be extended in the case of an ongoing investigation.

The Committee may choose to exercise this power in the following circumstances: (i) the discovery of a material misstatement resulting in adjustment to the audited consolidated accounts of the Company or the audited accounts of a member of the Group for a period prior to the vesting of an award (including, in respect of a deferred bonus award, during the year in which the relevant bonus was earned); (ii) the discovery that an assessment of any performance or other condition (and/or in the case of a deferred bonus award, the determination of the relevant bonus) was based on error, or inaccurate or misleading information; (iii) the discovery that any information used to determine the terms of an award (including the number of Shares to which it relates) was based on error, or inaccurate or misleading information; (iv) the Remuneration Committee determining that any action of the relevant individual amounted to fraud or gross misconduct; (v) the Committee determining that the action or conduct of the relevant individual contributed to any censure of any member of the Group Member by a regulatory authority or significant reputational damage to the Group; and (vi) the occurrence of corporate failure or an insolvency event.

The Committee may require the satisfaction of clawback in a number of ways, including by way of a reduction in the vesting, or size of, any other award or bonus (including future awards or bonus) and/or a requirement to make a cash payment.

Corporate events

In the event of a takeover or winding-up of the Company (not being an internal corporate reorganisation) all awards will normally vest early subject to: (i) the extent to which any performance or other conditions, in the opinion of the Remuneration Committee, have been satisfied at that time; and (ii) other than in the case of a deferred bonus award, pro rating of the award to reflect the proportion of the normal vesting period that had elapsed on the relevant corporate event, unless the Remuneration Committee considers it appropriate in the circumstances to pro rate awards to a lesser extent or not at all. Any post-vesting holding periods applicable to awards will cease to apply.

In the event of a corporate event leading to a change of control of the Company, the Committee may determine (with the agreement of the acquiring company) that subsisting awards will be surrendered in consideration for the grant of an equivalent award over shares in the acquiring company (or another company agreed by the Committee and the acquiring company). If there is an internal corporate reorganisation, awards will similarly be exchanged for equivalent awards over shares in the new holding company.

Variations of capital, demergers, special dividends and similar events

If there is a variation of share capital of the Company or in the event of a demerger, delisting, special dividend or other event that the Remuneration Committee which, in the opinion of the Remuneration Committee, would affect the market price of the Shares to a material extent, the Remuneration Committee may make adjustments to the number of Shares comprised in an Award and to any option exercise price.

Alternatively, the Remuneration Committee may, at its discretion, determine that awards will vest in these circumstances on the same basis as they would on a takeover.

Participants' rights

Awards will not confer any shareholder rights until the awards have vested or the options have been exercised, as relevant, and the participants have received their Shares.

Rights attaching to Shares

Any Shares allotted will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Amendments

The Remuneration Committee may, at any time, amend the LTIP in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, individual limits on participation, the overall limits on the issue of shares or the transfer of treasury shares, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash to be acquired and the adjustment of awards on any variation of capital.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the LTIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Group. Shareholder approval will also not be required for any amendments to any performance condition applying to an award amended in line with its terms.

Overseas plans

The shareholder resolutions to approve the LTIP will allow the Board to establish further plans or sub-plans for overseas territories, any such plan or sub-plan to be similar to the LTIP, but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further plans or sub-plans are treated as counting against the limits on individual and overall participation in the LTIP.

Resolutions 14 and 15 Dis-application of pre-emption rights

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings. However, there may be occasions when the Directors require the flexibility to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders, which cannot be done unless shareholders have first waived their pre-emption rights.

Resolution 14 empowers the Directors to allot equity securities for cash without first offering them to existing shareholders in proportion to their existing holdings. If approved, paragraphs (a), (b) and (c) of Resolution 14 will authorise Directors to issues shares in connection with pre-emptive offers, or otherwise to issue shares for cash up to an aggregate nominal amount of £31,533 (representing 3,153,269 ordinary shares of £0.01 each which includes the sale on a non-pre-emptive basis of any shares the Company hold in treasury for cash). This aggregate nominal amount represents approximately 10% of the issued ordinary share capital of the Company as at 4 November 2026 being the latest practicable date before the publication of this Notice.

The authority granted under paragraph (a) of Resolution 15 is to authorise the Directors to allot new shares and other equity securities pursuant to the allotment authority given by Resolution 12, or sell treasury shares for cash, without first being required to offer such securities to existing shareholders up to a further nominal amount of £31,533 (representing 3,153,269 ordinary shares of £0.01 each) representing approximately 10% of the issued share capital of the Company as at 4 November 2026, being the latest practicable date before the publication of this Notice. The authority granted by this Resolution, if passed, will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding twelve-month period and is disclosed in the announcement of the issue. The authority granted by paragraph (a) of Resolution 15 would be in addition to the general authority to disapply pre-emption rights under paragraphs (a), (b) and (c) of Resolution 14. The maximum aggregate nominal value of equity securities which could be allotted if both authorities were used would be £63,066, which represents approximately 20% of the issued ordinary share capital of the Company as at 4 November 2026, being the latest practicable date before the publication of this Notice. The Statement of Principles, which was published by the Pre-Emption Group in November 2022, introduces the concept of 'follow-on' offers to help existing and retail investors to participate in equity issues. This is in line with the recommendations for improving capital raising processes which were made by the UK Secondary Capital Raising Review in July 2022. The purpose of paragraph (d) of Resolution 14 and paragraph (b) of Resolution 15 is to give the Directors the flexibility to make a follow-on offer. This wording has been drafted in accordance with the template resolutions published by the Pre-Emption Group in November 2022. The Board intend to adhere to the provisions in the Pre-Emption Group's Statement of Principles for any follow-on offers made as far as practicable.

Resolution 16: Approval of market purchases of ordinary shares

Resolution 16 is to approve the authority of the Company to purchase its own shares in the market. Resolution 16, if passed, will authorise the Company to make market purchases of its own ordinary shares up until the close of business on 31 December 2027 or, if earlier, the conclusion of the Company's next AGM, subject to specific conditions relating to price and volume.

The proposed resolution specifies the maximum number of shares which may be acquired (approximately 10% of the Company's issued Ordinary Share capital as at 4 November 2026 (the last practicable date before the publication of this Notice)) and the maximum and minimum prices at which shares may be bought.

The directors intend to use this authority only after careful consideration, taking into account prevailing market conditions and the overall position of the Company. The directors will only purchase such shares after taking into account the effects on earnings per share, underlying business performance and whether any such purchase is in the best interests of shareholders.

> PROCEDURAL NOTES

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on Monday 7 December 2026. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 30 minutes prior to the commencement of the Meeting at 9.30am (UK time) on 9 December 2026 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.

3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.

4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).

5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

6. You can vote either:

   → by using the Investor Centre web browser at **https://uk.investorcentre.mpms.mufg.com/**;
   → via the Investor Centre app (please refer to the notes below);
   → in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below;
   → If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform in accordance with the notes below;
   → You may request a hard copy form of proxy directly from the registrars, MUFG Corporate Markets, via email at **shareholderenquiries@cm.mpms.mufg.com** or on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

   In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL by 9.30am on Monday 7 December 2026.

7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.

8. The return of a completed form of proxy, electronic filing, Proxymity voting or any CREST Proxy Instruction (as described in notes 9-11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.

9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

10. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 9.30am on Monday 7 December 2026. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

> PROCEDURAL NOTES

12. Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: **https://uk.investorcentre.mpms.mufg.com/.**

    Apple App Store:

    Google Play:

13. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 9.30am on 7 December 2026 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

14. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.

15. As at 4 November 2026 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 31,532,686 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 4 November 2026 are 31,532,686.

16. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

    (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or

    (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

17. Any shareholder 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:

    a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;

    b) the answer has already been given on a website in the form of an answer to a question; or

    c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

18. The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the Meeting and may also be inspected at the Meeting venue, as specified in this Notice, from 9.00am on the day of the Meeting until the conclusion of the Meeting: (1) copies of the Directors' letters of appointment or service contracts (2) The rules of the Gattaca plc Long Term Incentive Plan 2026.

19. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at **www.gattacaplc.com**.