



**Vaccitech plc**  
**The Schrödinger Building**  
**Heatley Road**  
**The Oxford Science Park**  
**Oxford, OX4 4GE United Kingdom**  
**Registered Company No. 13282620**

**NOTICE OF 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON WEDNESDAY, JUNE 15, 2022**

**NOTICE** is hereby given that the Annual 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 Wednesday, June 15, 2022, at 1:00 pm London Time (8:00 am Eastern Time), at Goodwin Procter (UK) LLP, 100 Cheapside, London, EC2V 6DY, for transaction of the following business:

**Ordinary resolutions**

1. To re-elect as a director Pierre A. Morgon, who retires by rotation in accordance with the Company’s Articles of Association.
2. To re-elect as a director Joseph C. F. Scheeren, who retires by rotation in accordance with the Company’s Articles of Association.
3. To appoint PricewaterhouseCoopers LLP as U.K. statutory auditors of the Company, to hold office until the conclusion of the next annual general meeting of shareholders.
4. To ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022.
5. To authorize the Audit Committee to determine the Company’s auditors’ remuneration for the fiscal year ending December 31, 2022.
6. To receive the U.K. statutory annual accounts and reports for the fiscal year ended December 31, 2021 and to note that the Company’s directors do not recommend the payment of any dividend for the fiscal year ended December 31, 2021.
7. To approve the Company’s directors’ remuneration policy, which is set forth in *Annex A* to the Company’s proxy statement.
8. To receive and approve on an advisory basis the Company’s U.K. statutory directors’ remuneration report for the fiscal year ended December 31, 2021, which is set forth in *Annex A* to the Company’s proxy statement.

Proposals 1 through 8 will be proposed as ordinary resolutions 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.

The result of the shareholder votes on the ordinary resolutions in proposals 3, 4, 6, 7 and 8 regarding the appointment of PricewaterhouseCoopers LLP as our U.K. statutory auditors, ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm, receipt of our U.K. statutory annual accounts and reports for the fiscal year ended December 31, 2021, approval of the Company's directors' remuneration policy and approval of our U.K. statutory directors' annual report on remuneration for the fiscal year ended December 31, 2021 will not require our Board of Directors or any committee thereof to take any action. Our Board of Directors values the opinions of our shareholders as expressed through such votes and will carefully consider the outcome of the votes on proposals 3, 4, 6, 7 and 8.

The results of any polls taken on the resolutions at the Annual 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 Annual General Meeting and for the required period thereafter.

**BY ORDER OF THE BOARD**

/s/ Georgy Egorov

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Georgy Egorov  
*Company Secretary*  
May 13, 2022

**Registered Office**

The Schrödinger Building  
Heatley Road  
The Oxford Science Park  
Oxford  
OX4 4GE, 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 June 13, 2022 will be entitled to attend and vote at the Annual General Meeting (“AGM”) 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 AGM. Should the AGM 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 AGM. Should the AGM 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 AGM or, if the Company gives notice of the adjourned AGM, 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 AGM 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 June 13, 2022. 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 May 12, 2022 (being the last practicable date before circulation of this Notice), the Company’s issued ordinary share capital consisted of 37,200,321 ordinary shares, carrying one vote each.

(g) Under s527 of the U.K. Companies Act 2006, members meeting the threshold requirement 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 accounts (including the auditor’s report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with s437 of the U.K. Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with ss527 or 528 of the U.K. Companies Act 2006. Where the Company is required to place a statement on a website under s527 of the U.K. 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 AGM includes any statement that the Company has been required, under s527 of the U.K. Companies Act 2006, to publish on a website.

(h) Except as set out in the notes to this Notice, any communication with the Company in relation to the AGM, including in relation to proxies, should be sent to the Company’s Registrar, Computershare, The Pavilions, Bridgwater Road, Bristol BS13 8AE, 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.

(i) Copies of the service agreement for our executive director and of the letters of appointment for our non-executive directors will be available for inspection at the registered office of the Company during normal business hours on any week day (public holidays excepted) and at the place of the AGM for one hour before the meeting and at the meeting itself.

(j) 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.