

**Important information:**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO BIOPHARMA CREDIT PLC (THE “COMPANY”) ON WHICH YOU ARE BEING ASKED TO VOTE. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek immediately your own personal financial advice from an appropriately qualified independent adviser authorised pursuant to the UK Financial Services and Markets Act 2000 if in the United Kingdom or otherwise regulated under the laws of your own country.**

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document together with the accompanying Proxy Appointment as soon as possible to the purchaser or transferee or to the stockbroker, banker or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

This document should be read as a whole. Your attention is drawn in particular to the letter from your Chairman which is set out on pages 3 to 9 of this document and which recommends that you vote in favour of the Resolutions to be proposed at the annual general meeting of the Company (the “AGM”) referred to in this document. Your attention is also drawn to the section entitled “Action to be Taken” on page 8 of this document.

**A shareholder may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at 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 member of the Company. To be valid, a proxy must be received by the Company’s registrar by no later than 1.00 p.m. on 7 June 2022. Please note no Proxy Form will accompany this document. Please see the Notes of the Notice of Meeting.**

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## **BIOPHARMA CREDIT PLC**

(the “Company”)

*(incorporated in England and Wales with registered number 10443190 and registered as an investment company under section 833 of the Companies Act 2006)*

### **Notice of Annual General Meeting**

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The Proposals described in this notice are conditional on Shareholder approval at the AGM. Notice of the fifth annual general meeting of the Company to be held at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, EC2A 2EG at 1.00 p.m. on 9 June 2022 is set out at the end of this notice.

This notice is not a prospectus and is not an offer to sell or a solicitation of any offer to buy any securities in the United States or in any other jurisdiction. The Ordinary Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended, and the Company has not been, and will not be, registered under the U.S. Investment Company Act of 1940, as amended.

## EXPECTED TIMETABLE

|  |                                     |
|--|-------------------------------------|
| Latest time and date for receipt of Proxy Appointment for the Annual General Meeting | 1.00 p.m. on 7 June 2022            |
| Record date for participating in and voting at the Annual General Meeting            | close of business on<br>7 June 2022 |
| Annual General Meeting   | 1.00 p.m. on 9 June 2022            |
| Announcement of the results of the Annual General Meeting                            | 9 June 2022                         |

*All references to times in this document are to London times, unless otherwise stated.*

## PART I: LETTER FROM THE CHAIRMAN

### BIOPHARMA CREDIT PLC

*(Incorporated in England and Wales with registered no. 10443190 and registered as an investment company under section 833 of the Companies Act 2006)*

Harry Hyman (Chairman)  
Colin Bond  
Duncan Budge  
Stephanie Léouzon  
Rolf Soderstrom

*Registered Office:*  
51 New North Road  
Exeter  
EX4 4EP  
United Kingdom

11 May 2022

Dear Shareholder,

### NOTICE OF ANNUAL GENERAL MEETING

#### INTRODUCTION

I am pleased to enclose the notice of the fifth AGM of the Company which will be held at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, EC2A 2EG at 1.00 p.m. on 9 June 2022. The formal notice of AGM is set out on pages 12 to 15 of this document, followed by explanatory notes.

The purpose of this notice is to provide Shareholders with details of, and to seek Shareholder approval for, each of the Resolutions to be proposed at the AGM.

At the AGM of the Company, Shareholders will be asked to consider the approval of, and vote on, the following items of business:

- the receipt and adoption of the Strategic Report, the Reports of the Directors and the Auditor and the financial statements for the year ended 31 December 2021;
- the receipt and approval of the Directors' Remuneration Report;
- the re-election of the Directors;
- the appointment of Ernst & Young LLP as Auditor and the authorisation of the Directors to determine the remuneration of the Auditor;
- the approval of the Company's dividend payment policy;
- the allotment of share capital;
- the disapplication of statutory pre-emption rights;
- the purchase by the Company of its own shares; and
- the holding of general meetings on not less than 14 clear days' notice,

(together, the "**Proposals**").

The Board believes that the Proposals are in the best interests of the Company and its Shareholders as a whole and recommends that you vote in favour of each of the Resolutions at the AGM. You are therefore urged to complete and return your Proxy Appointment without delay.

#### THE PROPOSALS

Resolutions 1 to 13 will be proposed as ordinary resolutions and Resolutions 14 to 18 will be proposed as special resolutions.

#### **Resolution 1 – To receive the Annual Report and financial statements**

The Directors are required to present the Strategic Report, Directors' Report and Auditor's Report and the financial statements for the year ended 31 December 2021 to the meeting. These are contained in the Annual Report which has been circulated separately to the Shareholders.

## **Resolution 2 – To receive and approve the Directors’ Remuneration Report**

Shareholders have an annual advisory vote on the report on Directors’ remuneration. Shareholders are being requested to vote on the receipt and approval of the Directors’ Remuneration Report as set out on pages 43 to 47 of the Annual Report.

## **Resolutions 3 to 7 – To re-elect the Directors**

Under the Company’s Articles, Directors are subject to election by Shareholders at the first AGM after their appointment. Thereafter, at each AGM all of the Directors shall retire from office (except any Director appointed by the Board after the notice of the AGM and before the AGM has been held).

All Directors will therefore be seeking re-election at the AGM. The Board confirms that the performance of each of the Directors seeking re-election is effective and demonstrates commitment to the role and the Board believes that it is therefore in the best interests of Shareholders that these Directors be re-elected/elected. The Directors also believe that the Board has an appropriate balance of skills, experience and knowledge.

Full biographies of all the Directors are set out on page 32 of the Annual Report and are also available for viewing on the Company’s website [www.bpcruk.com/management-board/](http://www.bpcruk.com/management-board/).

## **Resolutions 8 and 9 – To appoint Ernst & Young LLP as Auditor to the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which financial statements are laid before the Company and to authorise the Directors to determine the remuneration of Ernst & Young LLP**

Resolution 8 relates to the appointment of the Auditor. At each general meeting at which the Company’s financial statements are presented to its members, the Company is required to appoint an auditor to serve from the conclusion of that meeting until the conclusion of the next such meeting.

As previously advised, following a competitive tender offer process conducted by the Audit and Risk Committee in 2021, the Committee recommended to the Board that Ernst & Young LLP be appointed as Auditor of the Company, to replace PricewaterhouseCoopers LLP. The Board accepted this recommendation. Ernst & Young LLP was not able to accept the appointment as auditor for the year to 31 December 2021 on account of the tax work carried out by its U.S. offices for the Company for previous financial years up to the financial year ending on 31 December 2020.

Ernst & Young LLP is now in a position to act as the auditor to the Company for the year ending 31 December 2022, and accordingly a resolution to appoint Ernst & Young LLP is included as Resolution 8 in the Notice of AGM. Subject to shareholder approval, Ernst & Young LLP will conduct the statutory audit of the Company for the year ending 31 December 2022. The Board would like to thank PricewaterhouseCoopers LLP for its service to the Company. Resolution 9 gives authority to the Directors to determine the Auditor’s remuneration.

## **Resolution 10 – To approve the Company’s dividend payment policy**

Resolution 10 concerns the approval of the Company’s current dividend payment policy. The Company pays dividends in U.S. Dollars or GBP Sterling (at the Shareholder’s election) on a quarterly basis. The Company may, where the Directors consider it appropriate, use the reserve created by the cancellation of its share premium account to pay dividends.

The Company is currently paying and continues to target a 7 cent annual dividend per Ordinary Share, together with a net total return on NAV of 8 to 9 per cent. per annum on the Ordinary Shares in the medium term.

The Board is conscious that this means that Shareholders will not be given the opportunity to vote on the payment of a final dividend. Accordingly, it has been decided that Shareholders will be asked to confirm their ongoing approval of the Company’s current dividend payment policy.

## **Resolutions 11 to 13 – Allotment of share capital**

Resolution 11 to 13 deal with the Directors’ authority to allot shares. At the time of the Company’s launch, the Directors were granted a general authority to issue shares up to an aggregate nominal amount of US\$20,000,000 on a non pre-emptive basis by way of a special resolution dated

28 February 2017. Over the duration of this previous authority, the Company issued a combination of Ordinary Shares and C Shares with a nominal value of US\$13,755,961.13 on a non pre-emptive basis. This authority expired on 28 February 2022.

Resolution 11 will, if passed, give the Directors a general authority to issue shares up to an aggregate nominal amount of US\$1,373,872 (i.e. up to 137,387,200 Ordinary Shares and/or C Shares, representing approximately 10% of the Company's total Ordinary Share capital in issue, excluding treasury shares, as at 10 May 2022 (the latest practicable date prior to publication of this document)). The power will expire at the end of the next AGM of the Company or, if earlier, on 9 September 2023. The general authority sought in Resolution 11 is similar to that sought by other listed closed-ended funds to refresh the authority to issue shares obtained at their previous AGMs.

Resolution 12 also deals with the Directors' authority to allot shares. It is in addition to the authority granted under, but not conditional on the passing of, Resolution 11. Resolution 12 will, if passed, give the Directors a general authority to issue shares in addition to those permitted under Resolution 11 up to an aggregate nominal amount of US\$1,373,872 (i.e. up to 137,387,200 Ordinary Shares and/or C Shares, representing approximately 10% of the Company's total Ordinary Share capital in issue, excluding treasury shares, as at 10 May 2022 (the latest practicable date prior to publication of this document)). The power will expire at the end of the next AGM of the Company or, if earlier, on 9 September 2023.

Together, Resolutions 11 and 12 seek to grant the authority to allot shares up to an aggregate nominal amount of US\$2,747,744 (i.e. up to 274,774,400 Ordinary Shares and/or C Shares, representing approximately 20% of the Company's total Ordinary Share capital in issue, excluding treasury shares, as at 10 May 2022). Resolutions 11 and 12 are not inter-conditional, meaning that the passage of one is not dependent on the passage of the other.

Finally, Resolution 13 also deals with the Directors' authority to allot shares. It is in addition to the authorities granted under, but not conditional on the passing of, Resolution 11 and Resolution 12. Resolution 13 will, if passed, give the Directors a general authority to issue shares up to an aggregate nominal amount of US\$8,000,000 (i.e. up to 800,000,000 Ordinary Shares and/or C Shares, representing approximately 58% of the Company's total Ordinary Share capital in issue, excluding treasury shares, as at 10 May 2022 (the latest practicable date prior to publication of this document)) pursuant to any Share Issuance Programme in accordance with FSMA that may be launched by the Company in due course. Unless a Share Issuance Programme is launched earlier, the power will expire at the end of the next AGM of the Company or, if earlier, on 9 September 2023. If a Share Issuance Programme is launched before the aforementioned date, the authority shall expire at the end of the 12-month period following such date (being the closing date of the Share Issuance Programme). Currently, the launch of the Share Issuance Programme would require the publication of a prospectus that complies with the requirements of the UK Prospectus Regulation.

Together, Resolutions 11 to 13 seek to grant the authority to allot shares up to an aggregate nominal amount of US\$10,747,744 (i.e. up to 1,074,774,400 Ordinary Shares and/or C Shares, representing approximately 78% of the Company's total Ordinary Share capital in issue, excluding treasury shares, as at 10 May 2022). Resolutions 11, 12 and 13 are not inter-conditional, meaning that the passage of one is not dependent on the passage of either or both of the others.

While the Directors have no immediate intention of allotting new shares, the Directors consider it appropriate to maintain the flexibility provided by the new authorities sought above (together with the resolutions for disapplication of pre-emption rights outlined below) for the following reasons:

- The average size of each investment opportunity that the Company invests in is generally large such that either investment in a small number of opportunities could exhaust the Company's authority to issue shares and require additional authorities to be sought, involving time and expense, with the potential to prevent the securing of a given investment opportunity or additional authorities might be required to make a single large investment. By taking the additional authorities proposed pursuant to Resolution 12 taken together with Resolution 15 and, additionally, Resolution 13 combined with Resolution 16, the Company would be positioned to carry on its business in the ordinary course in the same manner as it has done successfully in the five years since its initial public offering.

- Over the course of its operating history, the Company's Ordinary Shares have regularly traded close to the prevailing NAV per Ordinary Share, except during the period of market volatility in around March and April 2020 due to the Covid-19 pandemic. The Directors believe that the Company's share price performance not only reflects the general demand for yield-driven investment companies but also the consistent performance of the Company and the Investment Manager since the completion of its initial public offering in April 2017.
- If the Ordinary Shares are trading at par or a premium to NAV, a large share issuance authority allows the Company to be well positioned to issue further Ordinary Shares or C Shares (as appropriate) with a view to:
  - repay its borrowings through an equity raise;
  - grow and take advantage of investment opportunities arising in the future;
  - better manage any premium at which the Ordinary Shares trade to their Net Asset Value from time to time;
  - offer the potential to enhance the Net Asset Value attributable to the Ordinary Shares through new issuance at a premium to Net Asset Value per Ordinary Share, after the related costs have been deducted; and
  - reduce the total expense ratio per Ordinary Share by spreading the Company's fixed running costs over a larger Shareholder base.

#### **Resolution 14 – Disapplication of statutory pre-emption rights – the 10% authority**

Resolution 14 will permit the Directors to allot equity securities for cash and sell treasury shares up to a maximum nominal value of US\$1,373,872 (i.e. up to 137,387,200 Ordinary Shares and/or C Shares), representing approximately 10% of the issued Ordinary Share capital of the Company as at 10 May 2022 (the latest practicable date prior to publication of this document) pursuant to the authority granted under Resolution 11 above, without complying with the pre-emption rights in the Companies Act 2006. This will expire upon the expiry of the authority to allot shares conferred in Resolution 11 (being at the end of the next AGM of the Company or, if earlier, on 9 September 2023). The authority sought in Resolution 14 is similar to that sought by other listed closed-ended funds to refresh the authority to disapply statutory pre-emption rights obtained at their previous AGMs.

As noted above, the Directors have no immediate intention of issuing shares. However, it is advantageous for the Company to have the flexibility conferred by Resolution 14 to conduct an offering without complying with the strict requirements of the statutory pre-emption provisions when the Directors consider that it is in the best interests of the Company and its Shareholders generally to do so.

#### **Resolution 15 – Disapplication of statutory pre-emption rights – the additional 10% authority**

In addition to the authority set out in Resolution 14, Resolution 15 will permit the Directors to allot further equity securities for cash and sell treasury shares up to a maximum nominal value of US\$1,373,872 (i.e. up to 137,387,200 Ordinary Shares and/or C Shares), representing approximately 10% of the issued Ordinary Share capital of the Company as at 10 May 2022 (the latest practicable date prior to publication of this document) pursuant to the authority granted under Resolution 12 above, without complying with the pre-emption rights in the Companies Act 2006. This will expire upon the expiry of the authority to allot shares conferred in Resolution 12 (being at the end of the next AGM of the Company or, if earlier, on 9 September 2023).

As noted above, while the Directors have no immediate intention of issuing shares, they are seeking a substantial share issuance authority in order to position to grow the Company. The additional authority under Resolution 15 would be used either alongside or upon exhausting the authority under Resolution 14 to refinance any outstanding borrowings of the Company with an equity raise or to avail of a specific investment opportunity that arises using capital rather than additional debt. Given that the Company may need to act quickly to avail of such opportunities, it is advantageous for the Company to have the flexibility conferred by Resolution 15 in addition to Resolution 14 to conduct an offering without complying with the strict requirements of the statutory pre-emption provisions. The Directors would only avail of the flexibility under Resolution 15 where they consider that it is in the best interests of the Company and its Shareholders generally to do so.



Resolutions 14 and 15 are not inter-conditional, meaning that the passage of one is not dependent on the passage of the other.

### **Resolution 16 – Disapplication of statutory pre-emption rights – the Share Issuance Programme authority**

In addition to the authorities set out in Resolution 14 and Resolution 15, Resolution 16 will permit the Directors to allot further equity securities for cash and sell treasury shares up to a maximum nominal value of US\$8,000,000 (i.e. up to 800,000,000 Ordinary Shares and/or C Shares), representing approximately 58% of the issued Ordinary Share capital of the Company as at 10 May 2022 (the latest practicable date prior to publication of this document) pursuant to the authority granted under Resolution 13 above, without complying with the pre-emption rights in the Companies Act 2006, conditional on launching a Share Issuance Programme in accordance with FSMA. Currently, the launch of the Share Issuance Programme would require the publication of a prospectus that complies with the requirements of the UK Prospectus Regulation. This authority will expire upon the expiry of the authority to allot shares conferred in Resolution 13, being:

- (i) unless a Share Issuance Programme is launched earlier, at the end of the next AGM of the Company or, if earlier, on 9 September 2023; and
- (ii) otherwise, at the end of the 12-month period following the date of launch of the Share Issuance Programme (being the closing date of the Share Issuance Programme).

The authority to be granted in Resolution 16 is in addition to the authorities to be granted in Resolutions 14 and 15 above. The purpose of this additional authority is to put the Company in a position whereby if it has exhausted (or expects that it is reasonably likely to exhaust) the authorities under Resolutions 14 and 15 then, subject to launching a Share Issuance Programme in accordance with FSMA, it can avail of any continuing market demand for the Company's shares and grow the Company by issuing equity securities with the flexibility to conduct an offering without complying with the strict requirements of the statutory pre-emption provisions. The Directors would only avail of the flexibility under Resolution 16 where they consider that it is in the best interests of the Company and its Shareholders generally to do so.

None of Resolutions 14, 15 and 16 are inter-conditional, meaning that the passage of any one is not dependent on the passage of either or both of the others.

### **Resolution 17 – To approve the purchase of the Company's own shares**

At the AGM of the Company held on 17 June 2021, the Company was granted authority to purchase up to 14.99 per cent. of the Company's Ordinary Share capital in issue at that date, amounting to 205,952,416 Ordinary Shares. No shares were bought back under this authority during the year.

Resolution 17, a special resolution as required under the Companies Act 2006, will renew the Company's authority to make market purchases of up to 205,952,416 Ordinary Shares (being 14.99 per cent. of the Company's Ordinary Shares in issue at the date of this notice), either for cancellation or placing into treasury at the determination of the Directors. Purchases of Ordinary Shares will be made within guidelines established from time to time by the Board. Any purchase of such Ordinary Shares would be made only out of the available cash resources of the Company. The maximum price which may be paid for any Ordinary Share is the higher of: (i) 5 per cent. above the average of the mid-market values of such Ordinary Share for the five business days before the purchase is made, or (ii) the higher of the price of the last independent trade and the highest current independent bid for such Ordinary Share. The minimum price which may be paid per any Ordinary Share is US\$0.01.

As at 10 May 2022 (the latest practicable date prior to the publication of this document), there were no warrants or options to subscribe for shares in the capital of the Company.

The Directors would use this authority to address any significant imbalance between the supply and demand for the Company's Ordinary Shares and to manage the discount to Net Asset Value per Ordinary Share at which the Ordinary Shares trade. Ordinary Shares will be repurchased only at prices below the Net Asset Value per Ordinary Share, which should have the effect of increasing the Net Asset Value per Share for remaining Shareholders. This authority will expire at the AGM to be held in 2023, when it is intended that a resolution to renew this authority will be proposed.

## **Resolution 18 – Notice period for general meetings**

Under the Companies Act 2006, the notice period of general meetings (other than an AGM) is 21 clear days' notice unless the Company: (i) has gained Shareholder approval for the holding of general meetings on a shorter notice period (subject to a minimum of 14 clear days' notice) by passing a special resolution at the most recent AGM; and (ii) offers the facility for all Shareholders to vote by electronic means. The Company would like to preserve its ability to call general meetings (other than an AGM) on less than 21 clear days' notice. The shorter notice period proposed by Resolution 18, a special resolution, would not be used as a matter of routine, but only where the flexibility is merited taking into account the business of the meeting and is thought to be in the interests of Shareholders as a whole. The approval will be effective until the end of the AGM to be held in 2023, when it is intended that a similar resolution will be proposed.

## **ATTENDANCE AND VOTING AT THE AGM**

All persons holding Ordinary Shares at close of business on 7 June 2022 or, if the AGM is adjourned, on the register of Shareholders of the Company 48 hours before the time of the adjourned AGM, shall be entitled to attend, speak and vote at the AGM and shall be entitled on a poll to one vote per Ordinary Share held. As at 10 May 2022 (being the latest practicable date prior to publication of this document), there were 1,373,932,067 Ordinary Shares in issue (with 59,694 Ordinary Shares held in treasury and no other class of shares in issue).

## **ACTION TO BE TAKEN**

You should ensure that your Proxy Appointment is returned to the Company's registrar, Link Group, by one of the following means:

- (1) by voting online at [www.signalshares.com](http://www.signalshares.com), in accordance with the procedures set out in the notes to the notice of the AGM; or
- (2) in the case of CREST members, by utilizing the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the notice of the AGM.

In each case, the Proxy Appointment must be received by the Company not less than 48 hours before the time for holding of the AGM. In calculating such 48-hour period, no account shall be taken of any part of a day that is not a Business Day. To be valid, the relevant Proxy Appointment should be completed in accordance with the instructions accompanying it and lodged with the Company's registrars by the relevant time.

Completion and return of the Proxy Appointment will not affect a Shareholder's right to attend, speak and vote at the AGM.

A quorum consisting of two Shareholders present or by proxy is required for the AGM.

## **DOCUMENTS ON DISPLAY**

Copies of each of: (i) the current Articles; and (ii) the published annual report and audited accounts of the Company for the year ended 31 December 2021 will be available for inspection at the registered office of the Company at Beaufort House, 51 New North Road, Exeter EX4 4EP during normal business hours on any Business Day, from the date of this notice until the conclusion of the AGM, and at the place of the AGM for at least 15 minutes prior to, and during, the AGM.

## **RECOMMENDATION**

**The Board believes that the Proposals are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of each of the Resolutions at the AGM.**

The Directors intend to vote in favour of each of the Resolutions in respect of their own beneficial holdings of Ordinary Shares (amounting to an aggregate 402,729 Ordinary Shares<sup>1</sup>, representing approximately 0.029 per cent. of the issued share capital of the Company as at the date of this notice).

<sup>1</sup> The legal and beneficial interest in 50 per cent. of Mr Budge's 100,000 Ordinary Shares is held by Mrs Budge. Mr Hyman has an interest in 102,729 Ordinary Shares. 2,729 of these shares are held by Anita Hyman, a connected person of Mr Hyman. Mr Soderstrom has an interest in 100,000 Ordinary Shares. 50,000 of these Ordinary Shares are held by Linda Davey, a connected person of Mr Soderstrom.



**Shareholders voting in favour of Resolution 11 are requested also to vote in favour of Resolution 14. Similarly, Shareholders voting in favour of Resolution 12 are requested also to vote in favour of Resolution 15, and Shareholders voting in favour of Resolution 13 are requested also to vote in favour of Resolution 16.**

Yours faithfully

Harry Hyman  
**Chairman**

## DEFINITIONS

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| <b>“AGM”</b>                               | the annual general meeting of the Company convened for 1.00 p.m. on 9 June 2022 (or any adjournment thereof)   |
| <b>“Articles”</b>                          | the articles of association of the Company adopted from time to time   |
| <b>“Auditor”</b>                           | the Company’s auditor from time to time  |
| <b>“Board”, “Committee” or “Directors”</b> | the board of directors of the Company, including any duly constituted committee of the board of directors of the Company   |
| <b>“Business Day”</b>                      | a day (excluding Saturdays and Sundays or public holidays in England and Wales) on which banks generally are open in London for the transaction of normal, non-automatic business  |
| <b>“C Shares”</b>                          | has the meaning given in the Articles  |
| <b>“Company”</b>                           | BioPharma Credit PLC, a limited liability company incorporated under the Companies Act 2006 in England and Wales with registration number 10443190, whose registered office is at Beaufort House, 51 New North Road, Exeter EX4 4EP  |
| <b>“EU Prospectus Regulation”</b>          | Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC   |
| <b>“FCA Rules”</b>                         | the Handbook of Rules and Guidance published by the Financial Conduct Authority, as amended from time to time  |
| <b>“FSMA”</b>                              | the UK Financial Services and Markets Act 2000, as amended from time to time   |
| <b>“GBP Sterling”</b>                      | the lawful currency of the United Kingdom  |
| <b>“Listing Rules”</b>                     | the listing rules made by the Financial Conduct Authority under section 73A of FSMA  |
| <b>“London Stock Exchange” or “LSE”</b>    | London Stock Exchange plc  |
| <b>“Net Asset Value” or “NAV”</b>          | the value of the assets of the Company less its liabilities determined in accordance with the accounting policies and principles adopted by the Board from time to time  |
| <b>“Ordinary Shares”</b>                   | ordinary shares of US\$0.01 each in the capital of the Company   |
| <b>“Proposals”</b>                         | the business of the AGM  |
| <b>“Proxy Appointment”</b>                 | the form of appointment of a proxy on behalf of a Shareholder in accordance with the procedures described in this notice   |
| <b>“Resolutions”</b>                       | the resolutions to be proposed at the AGM and contained in the notice of AGM   |
| <b>“Share Issuance Programme”</b>          | a programme of issuance of, in aggregate, up to 800 million Ordinary Shares and/or C Shares, which may be launched by the Company following the AGM if Resolutions 13 and 16 are approved and which would end on the earlier of: (i) the date that is 12 months after the date of its launch; or (ii) the date on which the maximum number of shares has been issued under the programme |

|                                   |   |
|-----------------------------------|---|
| <b>“Shareholder”</b>              | a holder of Ordinary Shares   |
| <b>“U.S. Dollars” or “US\$”</b>   | the lawful currency of the United States  |
| <b>“UK Prospectus Regulation”</b> | the UK version of the EU Prospectus Regulation which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended and supplemented from time to time |

## BIOPHARMA CREDIT PLC

*(Incorporated in England and Wales with registered no. 10443190 and registered as an investment company under section 833 of the Companies Act 2006)*

### Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the fifth annual general meeting of the Company will be held at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, EC2A 2EG at 1.00 p.m. on 9 June 2022 to consider and, if thought fit, to pass the following resolutions.

Resolutions 1 to 13 will be proposed as ordinary resolutions; this means that for each of those ordinary resolutions to be passed, more than half of the votes cast must be in favour. Resolutions 14 to 18 will be proposed as special resolutions; this means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour.

1. To receive and, if thought fit, to accept the Strategic Report, Directors' Report, Auditor's Report and the financial statements for the year ended 31 December 2021.
2. To receive and approve the Directors' Remuneration Report for the year ended 31 December 2021, as set out in the Company's Annual Report and financial statements for the year ended 31 December 2021.
3. To re-elect Harry Hyman as a Director of the Company.
4. To re-elect Colin Bond as a Director of the Company.
5. To re-elect Duncan Budge as a Director of the Company.
6. To re-elect Stephanie Léouzon as a Director of the Company.
7. To re-elect Rolf Soderstrom as a Director of the Company.
8. To appoint Ernst & Young LLP as Auditor to the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which financial statements are laid before the Company.
9. To authorise the Directors to determine the remuneration of the Auditor of the Company.
10. To approve the Company's dividend payment policy.
11. **THAT** the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of US\$1,373,872 (i.e. up to 137,387,200 Ordinary Shares and/or C Shares, representing approximately 10% of the issued share capital of the Company, excluding treasury shares, as at 10 May 2022), provided that this authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on 9 September 2023, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or such rights to be granted after such expiry and the directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired. The authority granted by this Resolution 11 shall be in addition to, and not in place of, the authorities set out in Resolution 12 and Resolution 13 and any subsequent renewal thereof.
12. **THAT**, in addition to the authority granted under, but not conditional on the passing of, Resolution 11 above, the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of US\$1,373,872 (i.e. up to 137,387,200 Ordinary Shares and/or C Shares, representing approximately 10% of the issued share capital of the Company, excluding treasury shares, as at 10 May 2022), provided that this authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, on 9 September 2023, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or such rights to be granted after such expiry and the

directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired. The authority granted by this Resolution 12 shall be in addition to, and not in place of, the authorities set out in Resolution 11 and Resolution 13 and any subsequent renewal thereof.

13. **THAT**, in addition to the authority granted under, but not conditional on the passing of, Resolution 11 and Resolution 12 above, and subject to the Company launching a share issuance programme in accordance with the requirements of the Financial Services and Markets Act, 2000 (the “**Share Issuance Programme**”), the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of US\$8,000,000 (i.e. up to 800,000,000 Ordinary Shares and/or C Shares, representing approximately 58% of the issued share capital of the Company, excluding treasury shares, as at 10 May 2022), pursuant to the Share Issuance Programme, provided that this authority shall expire:
- (a) unless the Share Issuance Programme is launched earlier, at the end of the next AGM of the Company or, if earlier, on 9 September 2023; and
  - (b) otherwise, at the end of the 12-month period following the date on which the Share Issuance Programme is launched (being the closing date of the relevant Share Issuance Programme),

save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or such rights to be granted after such expiry and the directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired. The authority granted by this Resolution 13 shall be in addition to, and not in place of, the authorities set out in Resolution 11 and Resolution 12 and any subsequent renewal thereof.

14. **THAT** if Resolution 11 above is passed, the directors be and they are hereby authorised pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 11 above and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power:
- (a) shall be limited to the allotment of equity securities or sale of treasury shares to any person or persons up to an aggregate nominal amount of US\$1,373,872 (i.e. up to 137,387,200 Ordinary Shares and/or C Shares, representing approximately 10% of the issued share capital of the Company, excluding treasury shares, as at 10 May 2022); and
  - (b) shall expire upon the expiry of the general authority conferred by Resolution 11 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

The authority granted by this Resolution 14 shall be in addition to, and not in place of, the authorities set out in Resolution 15 and Resolution 16 and any subsequent renewal thereof.

15. **THAT** if Resolution 12 above is passed, in addition to the authority granted under, but not conditional on the passing of, Resolution 14 above, the directors be and they are hereby authorised pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 12 above and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power:
- (a) shall be limited to the allotment of equity securities or sale of treasury shares to any person or persons up to an aggregate nominal amount of US\$1,373,872 (i.e. up to 137,387,200 Ordinary Shares and/or C Shares, representing approximately 10% of the issued share capital of the Company, excluding treasury shares, as at 10 May 2022); and

- (b) shall expire upon the expiry of the general authority conferred by Resolution 12 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

The authority granted by this Resolution 15 shall be in addition to, and not in place of, the authorities set out in Resolution 14 and Resolution 16 and any subsequent renewal thereof.

16. **THAT** if Resolution 13 above is passed, in addition to the authority granted under, but not conditional on the passing of, Resolution 14 and Resolution 15 above, the directors be and they are hereby authorised pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to (and subject to the terms of) the authority conferred by Resolution 13 above and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power:

- (a) shall be limited to the allotment of equity securities or sale of treasury shares to any person or persons up to an aggregate nominal amount of US\$8,000,000 (i.e. up to 800,000,000 Ordinary Shares and/or C Shares, representing approximately 58% of the issued share capital of the Company, excluding treasury shares, as at 10 May 2022); and
- (b) shall expire upon the expiry of the general authority conferred by Resolution 13 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

The authority granted by this Resolution 16 shall be in addition to, and not in place of, the authorities set out in Resolution 14 and Resolution 15 and any subsequent renewal thereof.

17. **THAT** the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of Ordinary Shares of US\$0.01 each of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:

- a. the maximum number of Ordinary Shares hereby authorised to be acquired between the date of this resolution and the date of the Company's AGM to be held in 2023 shall be 205,952,416 or, if less, that number of Ordinary Shares which is equal to 14.99 per cent. of the Ordinary Shares in issue as at the passing of this resolution;
- b. the minimum price which may be paid for any Ordinary Share is US\$0.01;
- c. the maximum price which may be paid for any Ordinary Share is the higher of: (i) an amount equal to 105 per cent. of the average of the middle market quotations for such Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such Ordinary Share is contracted to be purchased; and (ii) the higher of (a) the price of the last independent trade and (b) the highest current independent bid for such Ordinary Share on the trading venues where the market purchases by the Company pursuant to the authority conferred by this resolution will be carried out;
- d. this authority shall expire at the end of the Company's AGM to be held in 2023, unless previously renewed, varied or revoked by the Company in general meeting;
- e. the Company may make a contract to purchase its Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which contract would or might require the Company to purchase its Ordinary Shares after such expiry and the Company shall be entitled to purchase its Ordinary Shares pursuant to any such contract as if the power conferred hereby had not expired; and
- f. any Ordinary Shares bought back under the authority hereby granted may, at the discretion of the Directors, be cancelled or held in treasury and, if held in treasury, may be resold from treasury or cancelled at the discretion of the Directors.



18. **THAT** a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By order of the Board

**Link Company Matters Limited**

Company Secretary

11 May 2022

*Registered Office:*

Beaufort House  
51 New North Road  
Exeter EX4 4EP

## Notes

- i. Subject to the restrictions set out in the letter from the Chairman, holders of Ordinary Shares are entitled to attend, speak and vote at the AGM. 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 7 June 2022. 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.
- ii. 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.
- iii. 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).
- iv. 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.
- v. You can vote either:
  - by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;
  - by requesting a hard copy form of proxy directly from the registrars, Link Group, via email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk) or on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Call outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00 am – 5.30 pm, Monday to Friday excluding public holidays in England and Wales.
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

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 Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 1.00 p.m. on 7 June 2022.

- vi. 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.
- vii. Shareholders who hold their Ordinary Shares electronically may submit their votes through CREST. Instructions on how to vote through CREST can be found by accessing the following website: [www.euroclear.com/CREST](http://www.euroclear.com/CREST). Shareholders are advised that CREST and using a Link Signal Shares account are the only methods by which completed proxies can be submitted electronically. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for this meeting and any adjournment thereof by following the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting 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.

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 & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, in order to be valid, must be transmitted so as to be received by the Company's agent (ID RA 10) by the latest time for receipt of proxy appointments specified in Note (i) above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company'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. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. 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 service 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.

- viii. A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights. The statements of the rights of members in relation to the appointment of proxies in Note (i) above do not apply to a Nominated Person. The rights described in those notes can only be exercised by registered members of the Company.
- ix. Shareholders (and any proxies or representatives they appoint) agree, that they are expressly requesting and that they are willing to receive any communications (including communications relating to the Company's securities) made at the meeting.
- x. As at 10 May 2022 (being the last business day prior to the publication of this notice), the Company's issued share capital amounted to 1,373,932,067 Ordinary Shares carrying one vote each. 59,694 Ordinary Shares were held in treasury. Therefore, the total voting rights of the Company as at the date of this notice of meeting were 1,373,872,373.
- xi. Subject to the restrictions set out in the letter from the Chairman, any corporation which is a member of the Company may 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 Ordinary Shares. To be able to attend and vote at the meeting, corporate representatives will be required to produce prior to their entry to the meeting evidence satisfactory to the Company of their appointment. Corporate Shareholders may also appoint one or more proxies in accordance with Note (i).

- xii. The Company must answer any question asked by a member relating to the business being dealt with at the meeting unless:
  - answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - the answer has already been given on a website in the form of an answer to a question; or
  - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- xiii. Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Companies Act 2006, the Company may be required 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 AGM; 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. The Company may not require the members 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 no 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 section 527 of the Companies Act 2006 to publish on a website.
- xiv. Any person holding 3 per cent. or more of the total voting rights of the Company who appoints a person other than the Chairman of the meeting as his/her proxy is to ensure that both he/she and his/her proxy comply with their respective disclosure obligations under the UK Disclosure Guidance and Transparency Rules.
- xv. When completing the enclosed proxy form, in accordance with the Company's Articles and to comply with certain US federal securities laws, members are requested to indicate whether they certify that: (a) they are not a US Person and reasonably believe they are not a resident of the United States; and (b) to the extent that they hold Ordinary Shares for the account or benefit of any other person, such other person is not a US Person and they reasonably believe such other person is not a resident of the United States.
- xvi. Copies of the letters of appointment of the Directors of the Company will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this notice until the conclusion of the AGM and on the date of the AGM at the offices of Herbert Smith Freehills LLP from 12.45 p.m. until the conclusion of the meeting.
- xvii. This notice, the information required by section 311A of the Companies Act 2006 and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice, will be available on the Company's website at [www.bpcruk.com](http://www.bpcruk.com).
- xviii. Members may not use any electronic address provided either in the notice of meeting or any related documents to communicate with the Company for any purpose other than those expressly stated.





