

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are advised to consult your own stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your shares in Arecor Therapeutics plc, please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

ARECOR THERAPEUTICS PLC

NOTICE OF ANNUAL GENERAL MEETING

to be held

on Monday, 2 June 2025 at 9:30 a.m.

at the offices of Covington & Burling LLP, 22 Bishopsgate, London EC2N 4BQ

Notice of the annual general meeting of Arecor Therapeutics plc is set out on pages 2 to 3 of this document.

You may appoint another person as proxy to exercise your rights to attend, speak and vote at the meeting. Full details on how to appoint a proxy are set out in this document and in the enclosed proxy form. The Company must be notified of all proxy appointments by not later than 9:30 a.m. on 29 May 2025.

Dear Shareholder,

Notice of AGM of Arecor Therapeutics plc (the “Company”)

I am pleased to be writing to you with details of the annual general meeting of the Company (the “**Annual General Meeting**” or “**AGM**”), which will be held on Monday, 2 June 2025 at 9:30 a.m. at the offices of Covington & Burling LLP, 22 Bishopsgate, London EC2N 4BQ.

The formal notice of the AGM (the “**Notice**”) is set out on the following pages of this document detailing the resolutions (the “**Resolutions**”) that shareholders are being asked to vote on, along with explanatory notes of the business to be conducted at the AGM. The AGM provides shareholders with an opportunity to communicate with the directors and we welcome your participation.

Voting on the business of the meeting will be conducted by way of a poll. The results of voting on the Resolutions will be posted on the Company’s website as soon as practicable after the AGM.

We are arranging a video conference facility to provide our shareholders with the opportunity to listen to the AGM proceedings. If you would like to join the video conference, please contact Maggie McConnell (maggie.mcconnell@arecor.com) by close of business on **Thursday 29 May 2025** and we will provide a link.

Action to be taken

If you are unable to attend the meeting in person you may either appoint another person as a proxy to exercise your rights to attend, speak and vote at the meeting, and/or submit voting instructions:

- by completing and returning the enclosed proxy form to our registrars Computershare Investor Services PLC (“Computershare”), The Pavilions, Bridgwater Road, Bristol BS99 6ZY. Please read the instructions carefully to ensure you have completed and signed the form correctly. Any alterations must be initialed;
- by logging on to eproxyappointment.com and following the instructions set out therein; or
- via CREST (see further details on paragraphs (15) to (18) of the Notes).

The return of a form of proxy will not preclude a shareholder from attending and voting at the AGM if they so wish.

Persons intending to attend the AGM in person will need a QR code to access the meeting venue. Such QR code will need to be displayed on a smartphone or similar device. A QR code will be able to be obtained in advance by emailing the Company’s registrar, Computershare at #ukcsbrs.externalproxyqueries@computershare.co.uk with your full name, IVC or full address and email address. Persons who have not obtained a QR code in advance will be able to obtain one at the meeting venue.

Please register your proxy vote no later than 9:30 a.m. on 29th May 2025.

Further details of how to register your proxy vote are contained within the notes to the Notice.

Shareholders will be able to cast votes online via eProxy which is provided by the Company’s registrar, Computershare. This is a more efficient and secure method of voting and will also reduce the impact on the environment.

Full details on how to appoint a proxy are set out on pages 10 to 13 of this document and in the enclosed proxy form.

Recommendation

The directors consider that all the Resolutions to be proposed at the AGM are in the best interests of the Company and its members as a whole. The directors unanimously recommend that you vote in favour of all the proposed Resolutions, as they intend to do in respect of their own beneficial holdings.

Results

The results of the AGM will be announced through a Regulatory Information Service and on the Company's website at <https://arecor.com/investor-centre/> as soon as possible after the meeting has been held.

Yours sincerely,

Andrew Richards

Chair

Arecor Therapeutics plc

NOTICE OF ANNUAL GENERAL MEETING

ARECOR THERAPEUTICS PLC (the “Company”)

Notice is given that the annual general meeting of the Company will be held at the offices of Covington & Burling LLP, 22 Bishopsgate, London EC2N 4BQ on Monday, 2 June 2025 at 9:30 a.m. for the purposes of considering and voting on the Resolutions set out below. Resolutions 1 to 11 will be proposed as ordinary resolutions and Resolution 12 as a special resolution.

ORDINARY RESOLUTIONS

1. To receive the Annual Report and Accounts for the Company for the period ended 31 December 2024.
2. To approve the Directors’ Remuneration Report set out on pages 36 to 38 of the Annual Report and Accounts of the Company for the financial year ended 31 December 2024.
3. To re-elect Sarah Howell as a director of the Company.
4. To re-elect Andrew Richards as a director of the Company.
5. To re-elect Sam Fazeli as a director of the Company.
6. To re-elect Jeremy Morgan as a director of the Company.
7. To re-elect Christine Soden as a director of the Company.
8. To re-elect Alan Smith as a director of the Company.
9. To re-appoint Grant Thornton UK LLP as auditor of the Company to hold office from the conclusion of this meeting to the conclusion of the next meeting at which the Company’s annual accounts and reports are laid before the Company audit and risk committee of the Company.
10. To authorise the audit and risk committee of the Company to agree the remuneration of the auditor.
11. **THAT** the directors are generally and unconditionally authorised for the purposes of section 551 Companies Act 2006 (the “**CA 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:
 - (A) up to an aggregate nominal amount of £125,855; and
 - (B) comprising equity securities (as defined in section 560(1) CA 2006) up to an aggregate nominal amount of £251,710 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer to (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) holders of other equity securities if this is required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

to subscribe further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded (as ‘nil paid rights’) for a period before payment for the securities is due (a “**rights issue**”), save that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or expedient to deal with any fractional entitlements,

record dates, legal, regulatory or practical problems in, or laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter),

provided that:

- (a) (unless previously revoked, varied or renewed by the Company) this authority will expire at the end of the next annual general meeting of the Company or, if earlier, 15 months from the date of the passing of this resolution, save that the directors may, before this authority expires, make offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for or convert securities into shares to be granted, after its expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such offers or agreements as if this authority had not expired; and
- (b) this authority replaces all subsisting authorities previously granted to the directors for the purposes of section 551 which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

SPECIAL RESOLUTIONS

12. **THAT** subject to the passing of Resolution 11 set out above, the directors be and are given power pursuant to sections 570(1) and 573 of the CA 2006 to:

(A) allot equity securities (as defined in section 560 of the CA 2006) of the Company for cash pursuant to the authorisation conferred by that resolution; and

(B) sell ordinary shares (as defined in section 560(1) of the CA 2006) held by the Company as treasury shares for cash,

as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (a) in connection with or pursuant to an invitation or offer to acquire equity securities (but in the case of the authorisation granted under Resolution 12(B), by way of rights issue or other pre-emptive offer only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
- (b) in the case of the authorisation granted under Resolution 12(A) above (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph a. of this resolution, up to an aggregate nominal amount of £75,513.00

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on the date which is fifteen months after the date of the passing of this resolution) but, in each case, prior to its expiry the Company may 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 expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

By Order of the Board

David Ellam
Secretary
6 May 2025

Registered office: Chesterford Research Park, Little Chesterford, Saffron Walden CB10 1XL

EXPLANATORY NOTES

Resolutions 1 to 11 are proposed as ordinary resolutions, which means that, for each of those resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution.

Resolution 12 is proposed as a special resolution, which means that for that resolution to be passed, at least 75% of the votes cast must be in favour of the resolution.

The notes below explain the proposed resolutions.

Resolution 1: Receiving the reports and accounts

The directors must present the accounts and reports of the Company for the year ended 31 December 2024 to shareholders at the AGM. These include the report of the directors, the financial statements, and the report of the auditor on the financial statements. Shareholders are being asked to receive the report and accounts.

Resolution 2: Directors' remuneration report

Shareholders are being asked to approve the Directors' Remuneration Report set out on pages 36 to 38 of the Annual Report and Accounts. It gives details of the directors' remuneration for the year ended 31 December 2024.

The resolution is advisory in nature. The directors' entitlement to remuneration is not conditional on it being passed.

Resolutions 4 to 8: Re-election of directors

Pursuant to Article 37.1 of the Company's articles of association, all directors holding office at the start of business on the day of the notice convening the Annual General Meeting, who also held office at the time of both of the two immediately preceding annual general meetings and did not retire at either such meeting, shall retire from office.

As each of the directors retired and was re-elected at the Company's annual general meeting on 10 June 2024, no director is required to retire automatically pursuant to Article 37.1. However, the directors have agreed that each of them shall retire at the AGM and be proposed for re-election as permitted by the Company's articles of association. Resolutions 4 to 8 propose the relevant re-elections.

Biographies of each director standing for re-election are included on pages 29 to 30 of the Annual Report.

Following formal performance evaluation, the directors consider that each of the directors offering themselves for re-election continues to be effective and to demonstrate commitment to their role. The directors regard Sam Fazeli, Jeremy Morgan and Christine Soden as independent non-executive directors.

Resolution 9: Re-appointment of auditor

The auditors of a public company must be appointed at each general meeting at which accounts are laid. Resolution 9 proposes the appointment of Grant Thornton UK LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which the accounts are laid before the Company.

Resolution 10: Authority to agree auditor's remuneration

Resolution 10 gives authority to the directors, in accordance with standard practice, to agree the remuneration of the Company's auditor. The directors will delegate this authority to the Audit and Risk Committee.

Resolution 11: Authority to allot shares

Under the CA 2006, the directors of a company may only allot new shares (or grant rights over shares) if authorised to do so by the shareholders in a general meeting (other than in connection with an employee share scheme). The authority which is sought in respect of this is dealt with in Resolution 11.

Paragraph (A) of Resolution 11 would allow the directors to allot new shares and grant rights to subscribe for or convert any securities into shares up to an aggregate nominal value of £125,855. This represents 12,585,533 ordinary shares, which is equivalent to approximately one third of the Company's total issued ordinary share capital as at 2 May 2025, the latest practicable date prior to publication of this Notice.

Paragraph (B) of Resolution 11 proposes that the directors be authorised to allot shares in connection with a rights issue in favour of holders of equity securities, including ordinary shareholders. The allotments would be made in accordance with the rights of those securities (or as the directors may otherwise consider necessary) up to a further aggregate nominal amount of £251,710 representing 25,171,000 ordinary shares, which is equivalent to approximately two-thirds of the Company's total issued ordinary share capital as at 2 May 2025, the latest practicable date prior to publication of this Notice.

As at the date of this Notice, no shares are held by the Company in treasury.

The directors have no present intention to exercise the authority sought under Resolution 11.

The authority sought under Resolution 11 will, if granted, lapse at the end of the next annual general meeting of the Company or, if earlier, 15 months from the date on which Resolution 11 is passed.

Resolution 12: Disapplication of pre-emption rights

If the directors wish to allot new shares and other equity 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.

If passed, this special resolution would give the directors power, pursuant to the authority granted by Resolution 11, to allot equity securities (as defined by section 560 of the CA 2006) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings. The maximum nominal value of ordinary shares to be covered under the power, with the exception of a rights issue or other pre-emptive offer, is £75,513.00, representing 7,551,300 ordinary shares, which is equivalent to approximately 20% of the Company's total issued equity share capital, as at 2 May 2025, the latest practicable date prior to publication of this Notice.

The authority sought under Resolution 12 will, if granted, lapse at the end of the next annual general meeting of the Company or, if earlier, 15 months from the date on which Resolution 12 is passed.

MEMBER NOTES:

The following notes explain your general rights as a shareholder and your rights to attend and vote at the Annual General Meeting or to appoint someone else to vote at the Annual General Meeting on your behalf. Any changes to the arrangements for the holding of the Annual General Meeting will be communicated to shareholders in advance through the Company's website at www.arecor.com. **Shareholders are encouraged to submit their votes by proxy in advance by the required deadline and to appoint the Chairman of the meeting as their proxy, with voting instructions, to ensure their vote is counted.**

Entitlement to attend and vote

- (1) To be entitled to attend and vote at the meeting, and in order for the Company to determine how many votes they may cast at the meeting, members must be entered in the register of members of the Company on 29 May 2025 at 6:00 p.m. (or, if the meeting is adjourned, at the close of business on the date which is two days before the time of the adjourned meeting, excluding non-working days). Changes to the entries on 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) Persons intending to attend the AGM in person will need a QR code to access the meeting venue. Such QR code will need to be displayed on a smartphone or similar device. A QR code will be able to be obtained in advance by emailing the Company's registrar, Computershare at #ukcsbrs.externalproxyqueries@computershare.co.uk with your full name, IVC or full address and email address. Persons who have not obtained a QR code in advance will be able to obtain one at the meeting venue.

Website giving information about the meeting

- (3) A copy of this notice, and other information required by s 311A CA 2006, can be found at <https://arecor.com/investor-centre/>.

Voting rights

- (4) As at 2 May 2025 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 37,756,601 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company. Therefore, the total number of voting rights in the Company as at 2 May 2025 was 37,756,601.

Voting to be conducted on a poll

- (5) Voting on all of the proposed resolutions at the meeting will be conducted on a poll rather than on a show of hands.
- (6) Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes.

Voting in advance

- (7) Voting on the business of the Annual General Meeting will be conducted by way of poll, to reflect the proxy voting instructions received. Shareholders are encouraged to register their vote in advance by appointing the chair of the meeting or another third party as their proxy and giving voting instructions, using the methods, and by the deadline, set out in this Notice. Forms of Proxy should be submitted as soon as possible and in any event so as to be received no later than 9.30 a.m. on 29 May 2025. The results of voting on the Resolutions will be posted on the Company's website as soon as practicable after the Annual General Meeting.
- (8) A shareholder is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the Annual General Meeting. A proxy need not be a member of the Company. Where a shareholder appoints more than one proxy, each proxy must be appointed in

respect of different shares comprised in his or her shareholding which must be identified on the Form of Proxy. Each such proxy will have the right to vote on a poll in respect of the number of votes attaching to the number of shares in respect of which the proxy has been appointed. Where more than one joint shareholder purports to appoint a proxy in respect of the same shares, only the appointment by the most senior shareholder will be accepted as determined by the order in which their names appear in the Company's register of members. Shareholders are encouraged to submit their votes by proxy in advance by the required deadline and to appoint the Chairman of the meeting as their proxy, with voting instructions, to ensure their vote is counted.

Voting by proxy

- (9) A member may appoint another person as proxy to exercise all or any of his/her rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. The appointment of a proxy will not preclude a member from attending and voting in person at the meeting.
- (10) You 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 share or shares.
- (11) You may use the enclosed proxy form to appoint a proxy and give proxy instructions. If a proxy form is not enclosed please contact Computershare Investor Services plc ("**Computershare**"), the Company's registrars at 0370 703 0391. If you wish, you may register the appointment of your proxy electronically, by following the instructions in Note (13). Alternatively, CREST members may appoint a proxy or proxies through the CREST electronic proxy appointment service in accordance with paragraphs (15) to (18) of these Notes.
- (12) If you wish to appoint more than one proxy using the enclosed proxy form, you must complete and return a separate proxy form for each proxy. Photocopies of the enclosed proxy form may be used for that purpose or you may obtain copies from Computershare. On each separate proxy form you must:
 - (i) insert the proxy's full name, address and the number of shares in relation to which he/she is authorised to act as your proxy, ensuring that the aggregate number of shares entered on all such proxy forms does not exceed your full voting entitlement; and
 - (ii) tick the box in each proxy form indicating that you are appointing more than one proxy. All proxy forms must be returned together and in accordance with the instructions in the proxy form.
- (13) To be effective, any proxy form or any other instrument appointing a proxy must be completed, signed and sent (together with any power of attorney or other authority under which an appointment is made or a duly certified copy):
 - (a) by post to the offices of Computershare;
 - (b) to the electronic address specified in the enclosed proxy form,in each case to be received not later than 9:30 a.m. on 29 May 2025 or, if the meeting is adjourned, not less than 48 hours before the time appointed for holding any adjourned meeting.

Electronic proxy appointment system

- (14) You may appoint your proxy electronically. To use this facility, please visit www.investorcentre.co.uk/eproxy where details of the procedure are shown. The appointment of a proxy electronically will not be valid if it is (i) received later than 9:30 a.m. on 29 May 2025 or, if the meeting is adjourned, not less than 48 hours before the time appointed for holding any adjourned meeting or (ii) sent to any other electronic address.

Electronic proxy appointment via CREST

- (15) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournments thereof by utilising the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or

other CREST Sponsored Members, and those CREST Members who have appointed a voting service providers(s), should refer to their CREST Sponsor or voting service provider(s), who will be able to take appropriate action on their behalf.

- (16) In order for a proxy appointment 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 and Ireland (“**EUI**”)’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 our agent Computershare (ID 3RA50) by 9:30 a.m. on 29 May 2025 or, if the meeting is adjourned, not less than 48 hours before the time appointed for holding the adjourned meeting. 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 issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- (17) CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 is necessary to ensure that a message is transmitted by 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.
- (18) 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.

Votes withheld

- (19) A ‘vote withheld’ column is included on the proxy form and poll cards. A ‘vote withheld’ in respect of any Resolution is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against it.

Corporate representatives

- (20) A member which is a corporation may appoint one or more persons to represent it at the AGM and such persons may exercise, on that member’s behalf, all of its powers as a member, provided that, in the case of the appointment of two or more persons, they do not exercise voting rights over the same shares.

Electronic communications

- (21) Proxy forms and any other instrument appointing a proxy, any power of attorney or other authority under which an appointment is made or a duly certified copy and any notice of termination of the authority of a proxy may be sent by electronic means to the electronic address specified in the enclosed proxy form and will not be validly received by the Company if they are sent to any other electronic address. Only proxy forms and other documents and information of the specified type will be validly received at that address.
- (22) No electronic address set out in this notice, the enclosed proxy form or any other document relating to the meeting may be used for the purpose of sending information or documents to the Company, including documents or information relating to proceedings at the meeting, except as provided in Note (21).
- (23) Please note that any electronic communication received by the Company that is found to contain any virus or other malware will not be accepted.

Inspection of documents

- (24) The following documents are available for inspection at the Company's registered office during normal business hours on any weekday (Saturdays, Sundays and bank or public holidays in England excepted) from the date of this notice until the close of the meeting:
- (a) the memorandum and Articles of Association of the Company;
 - (b) copies of the Executive Directors' service contracts with the Company;
 - (c) copies of the Non-Executive Directors' letters of appointment;
 - (d) the 2024 Annual Report, including the audited consolidated accounts of the Company for the financial year ended 31 December 2024; and
 - (e) this document.

Publication of results

- (25) As soon as practicable after the meeting, the results of the voting at the meeting and the number of proxy votes cast for and against, and the number of votes withheld, in respect of each Resolution will be announced via a Regulatory Information Service and also placed on <https://arecor.com/investor-centre>.