

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the action you should take, it is recommended that you seek your own advice from a stockbroker, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom of Great Britain and Northern Ireland ("**UK**" or "**United Kingdom**"), or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have recently sold or transferred your ordinary shares of nominal value £0.10 each ("**Ordinary Shares**") in the capital of Kistos Holdings plc (the "**Company**"), please send this document, together with the accompanying form of proxy ("**Form of Proxy**"), as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

The registered office of the Company is 2nd Floor, 3 St James's Square, London SW1Y 4JU, United Kingdom ("**Registered Office**").



KISTOS HOLDINGS PLC

(Incorporated and registered in England & Wales with company number 14490676)

Notice of 2026 Annual General Meeting

Notice of the annual general meeting of the Company ("**AGM**") to be held at 2.00 p.m. on 23 July 2026 as a virtual meeting is set out at the end of this document.

All voting on the resolutions (each, a "Resolution", and together, the "Resolutions") at the AGM will be conducted on a poll, which means that you should submit your Form of Proxy as soon as possible. There will be a limited opportunity to submit a separate poll card in a short interval after the AGM formally concludes. To be valid, the Form of Proxy accompanying this document must be completed and returned, in accordance with the instructions printed on it, so as to be received by the Company's registrar ("Registrar"), MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom, as soon as possible. Alternatively, a proxy may be appointed electronically via the Investor Centre app or at <https://uk.investorcentre.mpms.mufg.com/>. To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by 2.00 p.m. on 21 July 2026, or in the case of shares held through CREST, via the CREST system.

This document should be read in conjunction with the accompanying Form of Proxy and the definitions set out in this document. The whole of this document should be read and, in particular, your attention is drawn to the letter from the Executive Chairman on pages 4 to 6 of this document.

No person has been authorised to give any information or make any representation other than those contained in this document and, if given or made, such information or representation must not be relied on as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as at any subsequent time.

How to vote

Your votes matter. Please vote your Ordinary Shares by appointing the Chair of the AGM as your proxy. You can vote online at <https://uk.investorcentre.mpms.mufg.com/> or via the Investor Centre app. Shareholders who hold their shares through CREST may appoint a proxy or proxies through the CREST electronic proxy appointment service (Registrar ID: RA10). To be valid, the Form of Proxy provided or other instrument appointing a proxy must be received by 2.00 p.m. on 21 July 2026, or in the case of shares held through CREST, via the CREST system.

All voting at the AGM will be held on a poll in accordance with the provisions of our articles of association ("**Articles**"), so you can rest assured that your vote will count. You will be able to submit a poll card (if you wish to change your vote or have not voted prior to the AGM) in a short window after the AGM has formally closed.

How to speak

If you wish to raise a question at the AGM, we ask that you submit your question in advance. We would politely remind you that the Directors will not answer questions relating to the individual rights of holders of Ordinary Shares ("**Shareholders**") at the AGM itself, but if you wish to submit such a question by email, we will respond to the extent we are able. Please submit any questions by email to info@kistosplc.com with the subject line "AGM Question".

If you choose to submit a question, we will confirm to you at least 48 hours in advance of the AGM that the question will be addressed. Unless you specifically request otherwise, the Chair of the AGM will put your question to the AGM and identify you by name as the person who has put the question. Conducting the AGM in this way will allow everyone present to clearly hear the question.

In addition, there will be a short period at the start of the AGM for additional questions, but we would be very grateful if any matters could be raised in advance, as this will enable questions to be dealt with expediently.

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Definitions

In this document, the words and expressions listed below have the meanings set out opposite them, except where the context otherwise requires:

"AGM"	the annual general meeting of the Company;
"Articles"	the articles of association of the Company as at the date of this document;
"Board"	the board of Directors;
"Chair"	the chair of the AGM;
"Companies Act"	UK Companies Act 2006;
"Company"	Kistos Holdings plc;
"CREST"	the relevant system as defined in the CREST Regulations in respect of which Euroclear is the operator (as defined in the CREST Regulations) in accordance with which securities may be held in uncertificated form;
"CREST Regulations"	Uncertificated Securities Regulations 2001 (<i>SI 2001/3755</i>) (including as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018);
"Directors"	the statutory directors of the Company;
"Directors' Remuneration Report"	the Directors' remuneration report contained in the 2025 Annual Report;
"Euroclear"	Euroclear UK & International Limited, a company incorporated in England & Wales with company number 02878738, being the operator of CREST;
"Form of Proxy"	the form of proxy for use in connection with the AGM, which is enclosed with this document;
"FSMA"	UK Financial Services and Markets Act 2000;
"Latest Practicable Date"	29 June 2026 (being the latest practicable date before the publication of this document).
"Notice of Annual General Meeting" or "notice"	the notice convening the AGM, which is enclosed with this document;
"Ordinary Shares"	ordinary shares of nominal value £0.10 each in the capital of the Company;
"Register of Members"	register of Shareholders maintained by the Registrar;
"Registered Office"	registered office of the Company from time to time, being, as at the date of this document, at 2nd Floor, 3 St James's Square, London SW1Y 4JU, United Kingdom;
"Registrar"	MUFG Corporate Markets, the registrar of the Company;
"Resolutions"	the resolutions set out in the Notice of Annual General Meeting contained within this document;
"Shareholder"	a registered holder of Ordinary Shares;
"UK" or "United Kingdom"	United Kingdom of Great Britain and Northern Ireland; and
"2025 Annual Report"	the Company's annual report and accounts for the financial year ended 2025;

All references to legislation or regulation in this document are to the legislation of England & Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation in this document shall include any amendment, modification, supplement, re-enactment, or extension thereof. All times referred to in this document are, unless otherwise stated, references to London, UK.

Letter from the Executive Chairman



Kistos Holdings plc

(Incorporated and registered in England & Wales with company number 14490676)

Directors:

Andrew Austin
Peter Mann
James Thomson
Richard Benmore
Stephen Pawson
Alan Booth

Executive Chairman
Chief Executive Officer
Chief Financial Officer
Non-Executive Director
Non-Executive Director
Non-Executive Director

Registered Office:

2nd Floor
3 St James's Square
London SW1Y 4JU
United Kingdom

30 June 2026

Dear Shareholder,

Notice of AGM

I look forward to welcoming you at the AGM of the Company. The AGM is scheduled to take place at 2.00 p.m. on 23 July 2026 and will be held virtually.

In order to allow maximum Shareholder participation and to save unnecessary cost and travelling, the Company is invoking certain of the meetings provisions in the Articles to hold the AGM as a virtual meeting. Shareholders should note that the platform which we use for general meetings and AGMs allows full participation by Shareholders and does not make attendance dependent on a willingness to travel to a specified venue (which will always be inconvenient for many, whichever location is chosen). I must stress that we strongly encourage all Shareholder feedback, should you feel uncomfortable raising a question in a live forum, please do not hesitate to email us in advance and we will do our best to ensure that the matter is addressed at the AGM.

Business of the AGM

The business of the AGM comprises resolutions that public companies regularly bring to Shareholders. The formal notice of the AGM is set out on pages 7 to 10 of this document.

Resolutions 1 to 10 are proposed as ordinary resolutions. The proposed ordinary resolutions will be passed if more than 50% of the votes cast are in their favour. Resolutions 11 to 13 are proposed as special resolutions. The proposed special resolutions will be passed if at least 75% of the votes cast are in their favour.

Process for the AGM

Before the AGM

In the usual way we ask and encourage Shareholders to vote for the Resolutions by appointing the Chair of the AGM as a Shareholder's proxy. Appointment of a proxy will not prevent you from attending the AGM via the meeting platform, speaking and voting virtually at the AGM, should you wish to do so. Shareholders are encouraged to vote their shares electronically via the Investor Centre app or at <https://uk.investorcentre.mpms.mufig.com/> or in the case of Ordinary Shares held through CREST, via the CREST system. You will need to log into your Investor Centre account or register if you have not previously done so. Once you have setup your account you will need to add your shareholding by clicking 'Add Holding' in the 'Portfolio' section and following the on-screen instructions. You will require

your Investor Code (IVC) to add your shareholding. You can find your IVC on your share certificate or by contacting our Registrar, MUFG Corporate Markets. To vote on all resolutions at the AGM, click on the "Vote Online Now" button by not later than 2.00 p.m. on 21 July 2026 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of the AGM).

Alternatively, Shareholders may complete the enclosed Form of Proxy and return it by post to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible and in any event not later than 2.00 p.m. on 21 July 2026 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of the AGM).

In accordance with our Articles, all of the voting at an AGM must be conducted on a poll and there will be no show of hands. This means that your votes will all be counted for all of the Ordinary Shares that you vote. Please remember to submit any questions in advance in accordance with the instructions on page 1 of this notice by email to info@kistosplc.com with the subject line "AGM Question".

If you wish to appoint a corporate representative, please contact the Registrar in the usual way.

On the day of the AGM

The AGM is scheduled to take place at 2.00 p.m. on 23 July 2026.

To join the AGM type (or paste) the following web address into your web browser:

<https://meetmeinthecloud.zoom.us/j/82985639582?pwd=dHmWmkjYiQBSCpkKXh0nUzDkIa8L6x.1>

You will be asked to enter a password to gain access to the AGM. This code can be found on the bottom section of your Form of Proxy. Please detach and keep this portion of the Form of Proxy before returning the Form of Proxy.

When the AGM opens at the appointed time, you will be able to see and hear the Chair of the AGM. The Chair of the AGM will open the AGM and address any questions that have been submitted in advance. There will then be a short opportunity to put any additional questions. Shareholders should indicate if they would like to ask a question using the electronic "raise your hand" feature or by typing their question into the Q&A box in the AGM. All attendees will remain muted by the host unless and until they are invited to ask a question.

The Chair of the AGM will then formally put the resolutions to the AGM and advise of the proxy votes received in advance.

The AGM will then formally close.

During the AGM you will see a poll card being uploaded (which you can then download) and you will then have the option to submit the electronic poll card to record your vote. **If you (a) have already submitted a proxy instruction and do not wish to change your vote, or (b) do not wish to vote, you can click on the button to skip this step.**

The voting facility will switch off 30 minutes after the close of the AGM.

The results of the AGM will be announced by RNS and posted to the Company's website <https://kistosplc.com/> on the day of the AGM. The full poll results will also be published on this website at the same time.

Recommendation

The Directors consider that all the Resolutions set out in the Notice of Annual General Meeting are in the best interests of the Company and its Shareholders as a whole and unanimously recommend that you vote in favour of each of these Resolutions, as each of the Directors intends to do in respect of his own beneficial holding of shares in the Company.

Yours faithfully,

Andrew Austin
Executive Chairman
30 June 2026

Notice of Annual General Meeting



Kistos Holdings plc

(the "**Company**")

(Incorporated and registered in England & Wales with company number 14490676)

NOTICE IS HEREBY GIVEN that the annual general meeting of Kistos Holdings plc (the "**Company**") will be held virtually at 2.00 p.m. on 23 July 2026 to consider and, if thought fit, pass the following Resolutions.

Capitalised terms used but not defined in this Notice of Annual General Meeting shall have the meanings given in the Company's circular dated 30 June 2026.

The Board considers that all the Resolutions are in the best interests of the Company and its Shareholders as a whole and recommends that you vote in favour of these Resolutions. Resolutions 1 to 10 will be proposed as ordinary resolutions and Resolutions 11 to 13 will be proposed as special resolutions.

Resolution 1

Ordinary Resolution: Report and accounts

To receive the Company's 2025 Annual Report.

See notes on page 11 of this notice.

Resolution 2

Ordinary Resolution: Directors' remuneration report

To approve the Directors' Remuneration Report.

See notes on page 11 of this notice.

Resolution 3

Ordinary Resolution: Director re-election

To re-elect Andrew Austin as a Director.

See notes on page 11 of this notice.

Resolution 4

Ordinary Resolution: Director re-election

To re-elect Richard Benmore as a Director.

See notes on page 11 of this notice.

Resolution 5

Ordinary Resolution: Director re-election

To re-elect Alan Booth as a Director.

See notes on page 11 of this notice.

Resolution 6

Ordinary Resolution: Director re-election

To re-elect Peter Mann as a Director.

See notes on page 11 of this notice.

Resolution 7

Ordinary Resolution: Director re-election

To re-elect James Thomson as a Director.

See notes on page 11 of this notice.

Resolution 8

Ordinary Resolution: Director re-election

To re-elect Stephen Pawson as a Director.

See notes on page 11 of this notice.

Resolution 9

Ordinary Resolution: Reappointment of auditor and fixing of auditors' remuneration

To reappoint BDO LLP as auditors from the conclusion of the AGM until the conclusion of the next annual general meeting before which accounts are laid and to authorise the Directors to fix the auditors' remuneration.

See notes on page 11 of this notice.

Resolution 10

Ordinary Resolution: Directors' authority to allot shares (Section 551 of the Companies Act)

That, the Directors are hereby empowered pursuant to section 551 of the Companies Act in substitution for all subsisting authorities to the extent unused and without prejudice to any allotments of shares already made or offered or agreed to be made pursuant to the terms of any prior authorities conferred on them, to exercise all of the powers of the Company to allot equity securities (as defined by Section 560 of the Companies Act) on and subject to such terms as the Directors may determine up to an aggregate nominal value of:

- (a) £2,767,818 (consisting of 27,678,180 Ordinary Shares and representing approximately 33.3% of the aggregate nominal amount of the issued ordinary share capital of the Company); and
- (b) £2,767,818 (consisting of 27,678,180 Ordinary Shares and representing approximately 33.3% of the aggregate nominal amount of the issued ordinary share capital of the Company) in connection with an offer by way of a rights issue (as defined in the Listing Rules issued by the Financial Conduct Authority pursuant to Part VI of the Financial Services and Markets Act 2000 (as amended)):
 - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such ordinary shares; and
 - (ii) to holders of other securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or any stock exchange, provided that this authority shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, 15 months from the date of the passing of this resolution save that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

See notes on page 11 of this notice.

Resolution 11

Special Resolution: Authority for disapplication of pre-emption rights (Section 561 of the Companies Act)

That, subject to and conditionally upon the passing of Resolution 10 the Directors are hereby authorised and empowered pursuant to Section 570 of the Companies Act to allot equity securities (as defined by Section 560 of the Companies Act) for cash pursuant to the authority conferred by Resolution 10 as if Section 561 of the Companies Act did not apply to any such allotment provided that such power, shall be limited to:

- (a) the allotment of equity securities in connection with any rights issue or open offer (as referred to in the Listing Rules published by the Financial Conduct Authority) or any other pre-emptive offer that

is open for acceptance for a period determined by the Directors to the holders of the ordinary shares on the register on any fixed record date in accordance with the rights attached to such class, subject in each case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or any stock exchange; and

- (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £1,662,353 (consisting of 16,623,530 Ordinary Shares and representing approximately 20% of the aggregate nominal amount of the issued ordinary share capital of the Company),

such authority to 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 Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

See notes on page 11 of this notice.

Resolution 12

Special Resolution: authority to purchase own shares

That the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Companies Act to make one or more market purchases (within the meaning of section 693(4) of the Companies Act) of Ordinary Shares in the capital of the Company in such terms and in such manner as the Directors of the Company shall determine, provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased is 20,779,412 (representing approximately 25% of the Company's issued ordinary share capital);
- (b) the minimum price (excluding expenses) that may be paid for such ordinary shares is the nominal value per ordinary share;
- (c) the maximum price (excluding expenses) that may be paid for an ordinary share shall not be more than five per cent above the average of the middle market quotations for an ordinary share as derived from the AIM Appendix of the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is contracted to be purchased;
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the conclusion of the annual general meeting in 2027, or the date which is 15 months from the date of passing of this Resolution, whichever is the earlier; and
- (e) the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority that will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

See notes on page 11 of this notice.

Resolution 13

Special Resolution: adoption of New Articles

That, with effect from the close of the AGM, the New Articles produced to the meeting and initialed by the Chair of the meeting for identification purposes be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's current Articles.

By order of the Board

OHS SECRETARIES LIMITED

Company Secretary

30 June 2026

Registered office:

2nd Floor, 3 St James's Square, London SW1Y 4JU, United Kingdom

Notes to Resolutions

Notes to Resolution 1

Ordinary Resolution: Report and accounts

Under Resolution 1, the Shareholders will be asked to receive and adopt the accounts and the reports of the Directors and auditors for the year ended 31 December 2025, as contained in the 2025 Annual Report.

Notes to Resolution 2

Ordinary Resolution: Directors' remuneration report

In accordance with section 439 of the Companies Act, Shareholders are requested to approve the Directors' Remuneration Report, which can be found in the 2025 Annual Report. The Directors' Remuneration Report gives details of the Directors' remuneration for the year ended 31 December 2025. The Directors' Remuneration Report includes: a statement from the chair of the Company's remuneration committee, the components of the executive Directors' remuneration and the components of the non-executive Directors' fees.

The Company's auditors, BDO LLP, have audited those parts of the Directors' Remuneration Report which are required to be audited and their report may be found in the 2025 Annual Report. The 2025 Annual Report has been approved by the Board and signed on its behalf by the Chair of the Board, Andrew Austin. The vote on the Directors' Remuneration Report is advisory in nature and therefore not binding on the Company.

Notes to Resolution 3

Ordinary Resolution: Re-election of Andrew Austin as a Director

The Articles provide for all Directors to retire each year, and, if they agree to do so, to offer themselves for re-election. Accordingly, Resolution 3 is to approve the re-election as a Director, of Andrew Austin, who retires and offers himself for re-election. Biographies for all the Directors, including Andrew Austin, are set out in the 2025 Annual Report and are also set out on the Company's website (<https://kistosplc.com/>).

Notes to Resolution 4

Ordinary Resolution: Re-election of Richard Benmore as a Director

Richard Benmore offers himself for reappointment.

Resolution 4 is to approve the re-election of Richard Benmore as a Director. Biographies for all the Directors, including Richard Benmore, are set out in the 2025 Annual Report and are also set out on the Company's website (<https://kistosplc.com/>).

Notes to Resolution 5

Ordinary Resolution: Re-election of Alan Booth as a Director

Alan Booth offers himself for reappointment.

Resolution 5 is to approve the re-election of Alan Booth as a Director. Biographies for all the Directors, including Alan Booth, are set out in the 2025 Annual Report and are also set out on the Company's website (<https://kistosplc.com/>).

Notes to Resolution 6

Ordinary Resolution: Re-election of Peter Mann as a Director

Peter Mann offers himself for reappointment.

Resolution 6 is to approve the re-election of Peter Mann as a Director. Biographies for all the Directors, including Peter Mann, are set out in the 2025 Annual Report and are also set out on the Company's website (<https://kistosplc.com/>).

Notes to Resolution 7

Ordinary Resolution: Re-election of James Thomson as a Director

James Thomson offers himself for reappointment.

Resolution 7 is to approve the re-election of James Thomson as a Director. Biographies for all the Directors, including James Thomson, are set out in the 2025 Annual Report and are also set out on the Company's website (<https://kistosplc.com/>).

Notes to Resolution 8

Ordinary Resolution: Re-election of Stephen Pawson as a Director

Stephen Pawson offers himself for reappointment.

Resolution 8 is to approve the re-election of Stephen Pawson as a Director. Biographies for all the Directors, including Stephen Pawson, are set out in the 2025 Annual Report and are also set out on the Company's website (<https://kistosplc.com/>).

Notes to Resolution 9

Ordinary Resolution: Reappointment of auditor and fixing of auditors' remuneration

At each AGM at which the financial statements of the Company are put before Shareholders, the Company is required to appoint an auditor to serve until the next such AGM. It is proposed that BDO LLP be reappointed as the Company's auditor. Resolution 9 also authorises the Directors to agree the auditors' remuneration.

Notes to Resolution 10

Ordinary Resolution: Directors' authority to allot shares (Section 551 of the Companies Act)

Resolution 10 is to renew the general authority to allot shares given to the Directors at the last annual general meeting. Paragraph 10(a) of the Resolution will give the Board general authority to allot shares up to an aggregate nominal amount of £2,767,818. This represents approximately one-third of the Company's issued Ordinary Share capital as at the date of this document. Paragraph 10(b) of the Resolution will give the Directors authority to allot up to an additional aggregate nominal amount of £2,767,818, in connection with a pre-emptive offer to existing shareholders by way of a rights issue (with exclusions to deal with fractional entitlement to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical problems).

For information, as at 29 June 2026 (being the latest practicable date before the publication of this notice), the Company had 83,117,647 Ordinary Shares with voting rights in issue and held no treasury shares. The authority conferred pursuant to Resolution 10 will expire on the earlier of the date which is 15 months from the date of the passing of Resolution 10 or, the conclusion of the next annual general meeting of the Company to be held in 2027.

Notes to Resolution 11

Special Resolution: Authority for disapplication of pre-emption rights (Section 561 of the Companies Act)

The Companies Act requires that equity securities that are to be allotted for cash must first be offered to existing Shareholders on a pre-emptive basis in accordance with the requirements of section 561(1) of Companies Act. In accordance with normal practice, the Directors are proposing Resolution 11 as a special resolution to disapply the provisions of section 561(1) in relation to certain share issues.

Resolution 11 will, if passed, empower the Directors to allot equity securities for cash (which includes the sale of any treasury shares) otherwise than in accordance with the statutory pre-emption requirements either (a) in connection with a rights issue, open offer, or other pro rata offer, or (b) otherwise up to a maximum nominal amount of £1,662,353 which represents approximately 20% of the Company's issued Ordinary Share capital as at the date of this document.

The authority conferred by Resolution 11 will expire at the conclusion of the Company's annual general meeting in 2027, or, if earlier, 15 months after the date of the passing of this Resolution. It is the Directors' intention to seek the renewal of this authority annually.

Notes to Resolution 12

Special Resolution: authority to purchase own shares

Resolution 12, which is being proposed as a special resolution, gives the Company authority to make on-market purchases of its issued Ordinary Share capital. The authority is limited to the maximum of 20,779,412 Ordinary Shares, representing approximately 25% of the Company's issued Ordinary Share capital as at the date of this document and details the minimum and maximum prices that can be paid. The authority will expire at the conclusion of the annual general meeting in 2027, or if earlier, 15 months after the date of the passing of the Resolution.

The Directors consider it desirable to have an authority to purchase shares in place so as to provide flexibility in the management of the Company's capital resources. The authority will be exercised only if the Directors believe that the purchase would increase earnings per share and would be for the benefit of the shareholders generally. Any purchases of Ordinary Shares would be by means of market purchases through the London Stock Exchange.

The Company has the option of holding shares purchased under the authority as treasury shares as an alternative to cancelling them. Treasury shares can be subsequently cancelled, sold for cash or used for the purposes of employee share schemes. No dividends are paid on shares which are held in treasury and no voting rights attach to treasury shares.

The Directors would consider holding as treasury shares any Ordinary Shares that the Company may repurchase pursuant to the authority proposed to be conferred by Resolution 12. The Directors believe that the ability to hold such shares as treasury shares will provide the Company with increased flexibility in managing its share capital.

Notes to Resolution 13

Special Resolution: adoption of New Articles

The Company's current Articles were adopted in 2022. The Board proposes to adopt new articles of association (the "**New Articles**") to update and consolidate the Company's constitutional provisions.

In particular, the proposed New Articles contain provision that the Board's borrowing powers are updated to provide the Company with greater flexibility as it continues to grow. The current borrowing restrictions contained in the Articles are considered to be overly restrictive for a company of the Company's size and stage of development. The Board believes that updating these provisions will enable the Company to arrange appropriate debt facilities to support future growth opportunities, thereby avoiding the need for repeated amendments to the Articles each time borrowing requirements change.

The adoption of the New Articles will not result in any change to Shareholders' rights beyond those described above and in the marked-up version made available to Shareholders. The Board believes these updates will improve clarity, reflect current practice and ensure the Articles remain fit for purpose.

A copy of the proposed New Articles marked up to show all proposed changes and a clean version of the New Articles will be available to view on the Company's website. If this Resolution is passed, the New Articles will be adopted as the articles of association of the Company with effect from the close of the AGM.

Shareholder notes

Voting

When is my voting entitlement fixed?

To be entitled to participate in and vote at the AGM you must be a registered holder of Ordinary Shares by Close of Business on 21 July 2026 (or, in the event of any adjournment, Close of Business on the date which is 2 business days before the time of the adjourned AGM). Your voting entitlement will depend on the number of Ordinary Shares you hold at that time.

I can't attend the AGM but want to vote – what can I do?

If you are a registered holder and cannot attend, you can appoint the Chair of the AGM or any other person to attend, speak and vote on your behalf. This person is called your proxy. Your proxy does not have to be a Shareholder.

You can instruct your proxy how to vote. Where no specific instruction is given, your proxy may vote at their discretion or refrain from voting, as such proxy sees fit.

You can appoint more than one proxy in relation to different Ordinary Shares within your holding.

You can appoint a proxy and submit voting instructions:

- via CREST (see note below); or
- by completing and returning the paper Form of Proxy, if one has been sent to you. Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialled. Return to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL.

Proxies not properly notified to the Registrar may be denied access to the AGM.

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

Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



If you need help with voting online or require a paper Form of Proxy, please contact our Registrar, MUFG Corporate Markets by email at shareholderenquiries@cm.mpms.mufg.com or you may call on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

If you own Ordinary Shares jointly, any one Shareholder may sign the Form of Proxy. If more than one joint holder submits a card, the instruction given by the first listed on the Shareholder register will prevail.

The AGM is scheduled to commence at 2.00 p.m. on 23 July 2026. The AGM will be a virtual meeting using an electronic meeting platform and will be conducted in accordance with the provisions for electronic meetings set out in the Articles.

By when do I have to submit my vote?

Proxy appointments and voting instructions, including any amendments, must be received by the Registrar by 2.00 p.m. on 21 July 2026 (or, in the event of any adjournment, 2.00 p.m. on the date which is 48 hours before the time of the adjourned meeting).

If you miss this deadline and wish to submit a new vote or amend an existing vote, you can only do so by attending the AGM in person and voting.

I already voted but have changed my mind – can I change my vote?

You can submit a new instruction online at any time before the time and date above. If you wish to amend a paper instruction you must do so in writing and sign your new instruction.

The voting instruction received last will be the

one that is followed. If a postal instruction and an online instruction are received on the same day, the latest instruction received will be followed.

I hold Ordinary Shares on behalf of several others – can I vote part of the holding separately?

You can appoint more than one proxy using the paper Form of Proxy provided it is in relation to different Ordinary Shares.

Corporate Shareholders may either appoint one or more proxies or alternatively appoint one or more corporate representatives in relation to different Ordinary Shares, using the paper Form of Proxy or via CREST.

Multiple proxies and corporate representatives may all attend and speak at the AGM and may vote the Ordinary Shares that their respective appointments represent in different ways.

I am a CREST member – can I use the CREST system to vote?

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

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's registrars (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in the notes of this Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the

message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular 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 (www.euroclear.com).

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 (as amended).

I have a power of attorney from a Shareholder – how can I vote?

You can vote using the paper Form of Proxy only. You must ensure that the power of attorney and the paper Form of Proxy have been deposited with the Registrar by 2.00 p.m. on 21 July 2026 (or, in the event of any adjournment, on the date which is 48 hours before the time of the adjourned meeting).

The AGM

Where and when will the AGM be held?

The AGM will be held on 23 July 2026.

The AGM is scheduled to take place virtually. The AGM is scheduled to start at 2.00 p.m. so please allow plenty of time to log into the meeting. The AGM is scheduled to be available for login at 1.45 p.m.

I want to participate in the AGM but cannot attend – what can I do?

You can vote your Ordinary Shares by appointing a proxy – see notes on page 11 of this notice. Any voting instructions you have validly given in advance will be counted at the AGM.

What documents do I need?

To log into the remote meeting, you need to type or paste the following web address into your web browser:

<https://meetmeinthecloud.zoom.us/j/82985639582?pwd=dHmWmkjYiQBSCpkKXh0nUzDkla8L6x.1>

You will be asked to enter a password to gain access to the AGM. This can be found on the bottom section of your paper Form of Proxy or, if you have elected to receive electronic communications from the Company, in an email to be sent to you on the morning of the AGM. A separate email with the AGM link embedded in it will also be sent. Please check your spam folder or filter if you do not receive these emails.

I hold Ordinary Shares through a broker or nominee, how can I attend?

You will need to ask your broker or nominee to appoint you as either a proxy or as a corporate representative. If they appoint you as a proxy, the appointment must be notified to the Registrar by the appropriate deadline (see notes on page 11 of this notice). If they appoint you as a corporate representative, they will need to write a letter to us setting out the details of the appointment and of your holding of Ordinary Shares, and you will need to provide this letter to the Registrar in advance of the AGM. If you do not have such a letter, or the Registrar has not been notified of your appointment as a proxy, you will be denied entry to the AGM.

Please note that proxies and corporate representatives may not invite guests to the AGM.

May I bring a guest?

The AGM is a private meeting of Shareholders and their representatives. Guests are not entitled to attend the AGM as of right but they may be permitted entry at the absolute discretion of the Company at all times. You must contact us in advance if you would like a guest to have access, please contact us on info@kistosplc.com

Proxies, corporate representatives and employee share plan participants may not bring guests to the AGM.

May I ask a question at the AGM?

The Chair of the AGM will announce when you will have an opportunity to ask questions.

Please endeavour to keep your questions short.

How can I vote at the AGM?

As Shareholders exit the remote AGM, they will have the option to submit an electronic poll card to record their vote. If you (a) have already submitted a proxy instruction and do not wish to change your vote, or (b) do not wish to vote, you can merely skip this step.

How are the votes counted?

Voting on all resolutions is by a poll. For a company such as ours, we think poll voting is the fairest approach. There will be no voting on the resolutions by a show of hands.

We have included a 'vote withheld' option on our proxy and poll cards. A vote withheld is not a vote in law and will not be counted in calculation of the proportion of votes 'for' or 'against' a resolution.

How can I find out the result of the vote?

It is expected that the total of the votes cast by Shareholders 'for' or 'against' or 'withheld' on each resolution will be published on <https://kistosplc.com/> as soon as practicable following the close of the AGM on 23 July 2026.

A copy of this notice and other information required by section 311A of the Companies Act can be found at <https://kistosplc.com/investors/documents/>.

All voting at the AGM will be held on a poll.

Information rights

Under the Companies Act, there are a number of rights that may now be available to indirect investors of the Company, including the right to be nominated by the registered holder to receive general Shareholder communications direct from the Company.

The rights of indirect investors who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act ("**nominated persons**") do not include the right to appoint a proxy. However, nominated persons may have a right under an agreement with the registered Shareholder who holds the Ordinary Shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the Ordinary Shares as to the exercise of voting rights.

If you have been so nominated to receive general Shareholder communications direct from the Company, it is important to remember that your main contact in terms of your investment remains with the registered Shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in, and vote at the AGM, as described above.

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where the Company is exercising one of its powers under the Companies Act and writes to you directly for a response.

Shareholder requisition rights

Members satisfying the thresholds in sections 338 and 338A of the Companies Act can require the Company:

- a. to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved, and which those members intend to move, at the AGM; and
- b. to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may properly be included in the business at the AGM, provided in each case that the requirements of those sections are met and provided that the request is received by the Company not later than six clear weeks before the AGM or if later the time at which notice is given of the AGM.

Total voting rights and Ordinary Share capital

As at 29 June 2026 (the latest practicable date before the publication of this notice), the issued Ordinary Share capital of the Company comprised 83,117,647 Ordinary Shares of nominal value £0.10 per Ordinary Share, each with one vote. The total number of voting rights in the Company is 83,117,647.

Updates to this number are released via the Regulatory News Service of London Stock Exchange plc and can be viewed online at:

<https://www.londonstockexchange.com/stock/KIST/kistos-holdings-plc/analysis>

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Solicitors to the Company:

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United Kingdom

Company Secretary:

OHS Secretaries Limited
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EC2V 6DN
United Kingdom

If you are a Shareholder, please contact MUFG Corporate Markets at shareholderenquiries@cm.mpms.mufg.com or call 0371 664 0300 and +44 (0) 371 664 0300 (international) if you would like to change your election on how you receive Shareholder documents in the future. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.