

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker, solicitor, accountant or other professional adviser or other independent adviser authorised under the Financial Services and Markets Act 2000

If you have sold or otherwise transferred all of your shares in Aptamer Group PLC, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass the documents to the person who now holds the shares.

Your attention is drawn to the letter from the Chairman of the Company, set out on page 2 of this document, and which recommends you to vote in favour of the resolutions to be proposed at the Annual General Meeting.



APTAMER GROUP PLC

(incorporated and registered in England and Wales under number 09061413)

NOTICE OF ANNUAL GENERAL MEETING

1 December 2022 at 1:30pm

Notice of the AGM of the Company, to be held at the offices of Liberum at Level 12, Ropemaker Place, 25 Ropemaker Street, London EC2Y 9LY at 1:30 pm on 1 December 2022, is set out on page 3 and 4 of this circular.

The Company's 2022 AGM will be held in person. However, in view of the unpredictability of the COVID-19 pandemic, shareholders are requested to monitor the Company's website. In the event that UK Government guidance changes prior to the meeting such that attendance in person is not possible, the Company will update shareholders through an announcement to the London Stock Exchange and also on the Company's website at www.aptagroup.com. Shareholders are asked not to attend the AGM should they be feeling unwell or displaying symptoms of COVID-19.

Please complete your proxy vote online at www.signalshares.com by no later than 1:30 pm on 29 November 2022 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting) or alternatively, if you hold ordinary shares in uncertificated form, you may also appoint a proxy by completing and transmitting a CREST proxy instruction in accordance with the procedures set out in the CREST Manual ensuring that it is received by the Company's Registrar, Link Group, no later than 1:30 pm on 29 November 2022 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting). The Company also accepts proxy instructions submitted via the Proximity platform (see www.proximity.io for details).

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company set out on page 2 of this document, which contains the recommendation, by the Directors to shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting. Shareholders should read the whole of this document and not rely just on the summarised information set out in the Chairman's letter.

Aptamer Group PLC (incorporated and registered in England and Wales under number 09061413)

Registered Office:
Windmill House,
Innovation Way,
Heslington
York
YO10 5BR

1 November 2022

To the holders of ordinary shares in Aptamer Group PLC

Notice of Annual General Meeting 2022

Dear Shareholder

Details of Annual General Meeting

I am pleased to be writing to you with details of our AGM, which we are holding at the offices of Liberum at Level 12, Ropemaker Place, 25 Ropemaker Street, London, EC2Y 9LY on 1 December 2022 at 1:30pm.

The formal notice of AGM is set out on pages 3 and 4 of this document (the "Notice"). A copy of the Notice and the Company's Annual Report and Accounts for the year ended 30 June 2022 can be viewed on our website at www.aptamergroup.com. An explanation of the business to be considered at the AGM appears on pages 5 to 10 of this document.

Attendance at the AGM

At the date of this Notice, we do not expect there to be any public health restrictions in place at the time of the AGM and we look forward to being able to welcome shareholders in person. However, in view of the unpredictability of the COVID-19 pandemic, shareholders are requested to monitor the Company's website. In the event that UK Government guidance changes prior to the meeting such that attendance in person is not possible, the Company will update shareholders through an announcement to the London Stock Exchange and also on the Company's website at www.aptamergroup.com. Shareholders are asked not to attend the AGM should they be feeling unwell or displaying symptoms of COVID-19.

Voting at the AGM

Your vote is very important to us. Voting at the AGM will be on a poll and not by show of hands and will reflect all proxy instructions duly received. Shareholders are encouraged to submit their proxy votes as soon as possible and in any event by no later than 1:30pm on 29 November 2022. Further details on how to submit your proxy votes are set out in the explanatory notes to this Notice of meeting.

Shareholder Questions

For those shareholders who are unable to attend the AGM but would like to ask a question relating to the formal business of the AGM, please contact us at investors@aptamergroup.com and we will be pleased to respond. Please include your investor code which is located on your share certificate or is available from our Registrar, Link Group on 0371 664 0300 from the UK or +44 371 664 0391 from outside the UK. 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. Link Group is open between 9.00 am–5.30 pm, Monday to Friday excluding public holidays in England and Wales.

The Directors will consider all questions and, if appropriate, address them at the AGM or provide a written response. There will not be a presentation on the Company at the AGM.

Recommendation

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. The Directors of the Company strongly encourages shareholders to exercise their votes in respect of all resolutions to be proposed at the AGM.

Yours faithfully

Dr Ian Gilham
Chairman

Notice of Annual General Meeting

The Company's 2022 Annual General Meeting (the "AGM") will be held at the offices of Liberum at Level 12, Ropemaker Place, 25 Ropemaker Street, London, EC2Y 9LY on 1 December 2022 at 1:30 pm to transact the following business. Resolutions 1 to 10 are proposed as ordinary resolutions and 11 as a special resolution.

ORDINARY RESOLUTIONS

Resolution 1

To receive the Company's audited annual accounts for the year ended 30 June 2022.

Resolution 2

To receive and approve the Report on Directors' Remuneration as set out in the Company's annual report and accounts for the year ended 30 June 2022.

Resolution 3

To re-elect Dr Arron Tolley as a Director of the Company.

Resolution 4

To re-elect Dr David Bunka as a Director of the Company.

Resolution 5

To re-elect Dr Ian Gilham as a Director of the Company.

Resolution 6

To re-elect Dr John Richards as a Director of the Company.

Resolution 7

To re-elect Angela Hildreth as a Director of the Company.

Resolution 8

To re-appoint Jeffreys Henry LLP as Auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 9

To authorise the Directors to fix the Auditor's remuneration.

Resolution 10

That the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Act to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company;

- (a) up to an aggregate nominal amount of £23,005.23; and
- (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a nominal aggregate amount of £46,017.36 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with or pursuant to an offer by way of a rights issue, open offer or other pre-emptive offer in favour of ordinary shareholders in proportion (as nearly as may be 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 right 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 the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever, provided that the authority granted by this Resolution 10 shall (unless previously revoked, varied or extended by the Company in general meeting) expire on the conclusion of the AGM of the Company to be held in 2023 or, if earlier, at the close of business on 31 December 2023, save that the Company may at any time before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares after such expiry and the Directors may allot shares or grant such rights in pursuance of such an offer or agreement as if this authority had not expired.

Notice of Annual General Meeting continued

SPECIAL RESOLUTION

Resolution 11

That, subject to the passing of Resolution 10 above and pursuant to section 570 of the Companies Act 2006, the Directors of the Company be and are generally empowered to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash pursuant to the authorities granted by Resolution 10 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of shares in the Company up to an aggregate nominal amount of £10,353.39, and provided that this authority shall (unless previously revoked, varied or extended by the Company in general meeting) expire on the conclusion of the AGM of the Company to be held in 2023 or, if earlier, at the close of business on 31 December 2023.

By Order of the Board

Jennifer Cutler
Company Secretary

1 November 2022

Aptamer Group PLC,
Windmill House,
Innovation Way,
Heslington,
York
YO10 5BR

Registered in England
and Wales No. 09061413

Explanatory Notes

Voting

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only shareholders entered on the register of members of the Company at close of business on 29 November 2022 (or in the event that this meeting is adjourned, on the register of members at close of business on the day two days before the date fixed for the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of the Company registered in their name at that time. Changes to the register after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Proxy appointment

2. A shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. 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 share or shares held by that shareholder. The appointment of a proxy will not preclude a shareholder from attending in person at the meeting and voting if he or she wishes to do so.
3. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. Shareholders are strongly encouraged to appoint the Chair of the meeting as their proxy even if they intend to attend the AGM. This will ensure that your vote will be counted even if attendance at the AGM is restricted or you are unable to attend.
4. A proxy form is not enclosed. If you would like a hard copy proxy form, please contact Link Group on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link are open between 09:00am -5:30pm, Monday to Friday excluding public holidays in England and Wales. To appoint more than one proxy, please request more than one copy of the form or photocopy the form. Please state each proxy's name and the number of shares in relation to which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the proxy form is one of multiple forms being returned. All proxy forms must be signed and should be returned together in the same envelope.
5. To be valid, a duly completed proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered by hand or sent by post to the offices of the Company's Registrar, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, so as to be received not less than 48 hours (excluding non-Business Days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be).

Appointment of proxy using an electronic method

6. By logging on to www.signalshares.com and following the instructions.
7. By downloading the new shareholder app, LinkVote+, on the Apple App Store or Google Play and following the instructions.
8. If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 1:30pm on 29 November 2022 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Nominated persons

9. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the shareholder who holds the 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 shares as to the exercise of voting rights.

Explanatory Notes continued

Information about shares and voting

10. The total number of issued ordinary shares in the Company on 28 October 2022, being the latest practicable date before the publication of this Notice, was 69,022,594. Each ordinary share carries the right to vote at a general meeting of the Company and, therefore, the total number of votes exercisable as at 28 October 2022 was 69,022,594.

CREST members

11. CREST members who wish to appoint a proxy or proxies for the meeting, including any adjournments of the meeting, through the CREST electronic proxy appointment service may do so by using 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 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.
12. In order for a proxy appointment 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 & Ireland Limited's ("Euroclear's") specifications and must contain the information required for such instructions, as described in the CREST Manual. 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 Link (ID RA10) no later than 48 hours (excluding non-Business Days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be). 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 Link 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.
13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member, or has appointed (a) voting service provider(s), to procure that his or her 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.
14. 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.

Appointment of proxy by joint holders

15. In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. Seniority shall be determined by the order in which the names of the joint holders stand in the Company's register of members in respect of the joint holding.

Corporate representatives

16. Any corporation which is a shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.

Changing proxy instructions

17. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.

Termination of Proxy appointments

18. In order to revoke a proxy appointment you must notify the Company of the termination at least three hours before the commencement of the meeting.

Beneficial holders

19. If you hold your shares through a nominee and wish to vote on the AGM resolutions, you will need to contact your nominee.

Audit concerns

20. Shareholders should note that, under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (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 accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

Questions

21. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
22. For those shareholders who are unable to attend the AGM but would like to ask a question relating to the formal business of the AGM, please contact us at investors@aptamergroup.com and we will be pleased to respond. Please include your investor code which is located on your share certificate or is available from our Registrar, Link Group on 0371 664 0300 from the UK or +44 371 664 0391 from outside the UK. 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. Link Group is open between 9.00 am–5.30 pm, Monday to Friday excluding public holidays in England and Wales.
23. Shareholders who attend the AGM in person may submit questions in advance if they wish to at investors@aptamergroup.com, but will also have the opportunity to ask questions during the AGM.

Website information and documents on display

24. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found at www.aptamergroup.com.

Voting by poll

25. Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. This means that shareholders and proxies will be asked to complete a poll card. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and announced to the London Stock Exchange once the votes have been counted and verified.

Use of electronic address

26. Members may not use any electronic address provided in either this Notice of meeting or any related documents to communicate with the Company for any purposes other than those expressly stated.

Notes on the Resolutions

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 10 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 11 is proposed as a special resolution. This means that for this resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Report and Accounts

The Directors must present to the shareholders at the AGM the audited accounts of the Company and the reports of the Directors and Auditor for the year ended 30 June 2022.

Resolution 2: Directors' Remuneration Report

The purpose of Resolution 2 is advisory to put the Directors' Remuneration Report to a vote of the shareholders, as the vote is only advisory however and the Directors' entitlement to remuneration is not conditional on the resolution being passed.

Resolutions 3 – 7: Re-election of Directors

In accordance with the Company's articles of association, all Directors will retire at each AGM. This year, all Directors are standing for re-election. The Remuneration Committee considers that each Director continues to be effective and their contribution supports the long-term sustainable success of the Company.

Resolutions 8 and 9: Reappointment of Auditor and Auditor's Remuneration

The Board, on the recommendation of the Audit Committee, recommends the reappointment of Jeffrey's Henry LLP and Jeffrey's Henry LLP has agreed to continue as the Company's Auditor until the conclusion of the next general meeting at which the accounts are laid before the Company. Resolution 8 proposes the reappointment of Jeffrey's Henry LLP and Resolution 9 is a separate resolution which authorises the Directors to determine the Auditor's remuneration.

Resolution 10: Authority to Allot Shares

The purpose of Resolution 10 is to give the Directors authority to allot shares in place of the existing authority, approved at the time of the initial public offering of the Company, which expires at the conclusion of the 2023 AGM.

The authority in paragraph (a) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to an aggregate nominal value of £23,005.23 which is equivalent to approximately one third (33.33 per cent) of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 28 October 2022, the latest practicable date prior to publication of this Notice.

The authority in paragraph (b) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a fully pre-emptive rights issue up to a nominal value of £46,017.36, which is equivalent to approximately two thirds (66.67 per cent) of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 28 October 2022, the latest practicable date prior to publication of this Notice (such amount to be reduced by the amount of any relevant securities issued by the authority conferred by paragraph (a) of Resolution 10). This is in line with the Investment Association's Share Capital Management Guidelines issued in July 2016 (the "Guidelines").

At 28 October 2022, the Company did not hold any shares in treasury.

There are no present plans to undertake a rights issue or to allot new shares other than in connection with employee share and incentive plans. The Directors consider it desirable to have the maximum flexibility permitted by the Guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

The authorities sought in paragraphs (a) and (b) of Resolution 10 are without prejudice to previous issue and allotments made under such existing authorities including in conjunction with employee share and incentive plans.

If the resolution is passed, the authorities in paragraphs (a) and (b) will expire at the conclusion of the AGM of the Company to be held in 2023 or, if earlier, at the close of business on 31 December 2023.

Resolution 11: Disapplication of Pre-emption Rights

The purpose of Resolution 11 is to give the Directors the power to allot equity securities for cash without first being required to offer such shares to the existing shareholders in proportion to their existing shareholdings. Accordingly, Resolution 11 will be proposed as a special resolution to grant such a power. Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities for cash up to an aggregate nominal value of £10,353.39 (being approximately 15% of the Company's issued ordinary share capital as at 28 October 2022, the latest practicable date prior to publication of this Notice). If given, this power will expire at the conclusion of the AGM of the Company to be held in 2023 or, if earlier, at the close of business on 31 December 2023.

Definitions

The following definitions apply throughout this document, unless the context otherwise requires:

2006 Act	the Companies Act 2006
AIM Rules	means the London Stock Exchange's rules for companies relating to AIM titled "AIM Rules for Companies" as amended from time to time
Annual General Meeting or AGM	the annual general meeting of the Company to be held at the offices of Liberum at Level 12, Ropemaker Place, 25 Ropemaker Street, London EC2Y 9LY at 1:30pm on 1 December 2022
Annual Report	the annual report and accounts of the Company for the financial year ended 30 June 2022
Business Day	Any day (other than a Saturday or Sunday or public holiday) on which banks are generally open for business in London
Company	Aptamer Group PLC
CREST	the system for the paperless settlement of trades in securities operated by Euroclear in accordance with the CREST Regulations
Directors	the directors of the Company
Latest Practicable Date	the close of business on 28 October 2022, being the latest practical date prior to the publication of this document
Liberum	means Liberum Capital Limited of Level 12, Ropemaker Place, 25 Ropemaker Street, London, EC2Y 9LY
Link Group	means Link Group of 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL
London Stock Exchange	London Stock Exchange plc or its successor
Registrars or Link	the registrars of the Company

