

THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. It contains the resolutions to be voted on at the General Meeting of Fusion Antibodies plc (“Fusion” or the “Company”) to be held on 15 May 2020. If you are in any doubt about the action you should take, you are recommended immediately to seek advice from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) who specialises in advising on the acquisition of shares and other securities, if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

The Company and each of the Directors of Fusion, whose names appear on page 4 of this document, accept responsibility for the information contained in this document. To the best of the knowledge of the Company and the Directors, the information contained in this document is in accordance with the facts and this document makes no omission likely to affect its import.

If you have sold or otherwise transferred all of your ordinary shares of 4p each in the capital of the Company (“**Ordinary Shares**”), please immediately forward this document 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. However, this document should not be distributed, forwarded or transmitted in or into the United States of America, Canada, Australia, New Zealand, Russia, the Republic of South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares you should retain this document, and immediately consult the stockbroker, bank or other agent through whom the sale or transfer was effected. **This document should be read in conjunction with the Notice of General Meeting as set out at the end of this document. The whole text of this document should be read.**

This document does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), Ordinary Shares or an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), the Placing Shares. This document does not contain an offer of transferable securities within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA. This document has not been examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority.

FUSION ANTIBODIES PLC

(Incorporated in Northern Ireland with registered number NI039740)

Proposed placing of 3,333,333 new Ordinary Shares (“Placing Shares”) at a price of 90 pence per share (“Placing”)

and

Notice of General Meeting



Nominated Adviser and Broker

Application will be made for the Placing Shares to be admitted to trading on the AIM market of the London Stock Exchange (“AIM”). The Placing Shares, when issued and fully paid, will rank *pari passu* in all respects with the Existing Ordinary Shares, including as regards the right to receive all dividends or other distributions declared, made or paid after Admission. No application has been made or is currently intended to be made for the Placing Shares to be admitted to trading or dealt on any other exchange.

Notice of a General Meeting of Fusion to be held at the offices of Fusion Antibodies plc at 1 Springbank Road, Springbank Industrial Est, Belfast, BT17 0QL at 10.00 a.m. on 15 May 2020 is set out at the end of this document. The enclosed form of proxy should, to be valid, be completed and returned in accordance with the instructions printed on it to **Link Asset Services, 34 Beckenham Road, Beckenham, BR3 4TU (telephone number: 0371 664 0391)** so as to be received no later than 10.00 a.m. on 13 May 2020 or 48 hours (excluding any part of a day that is not a working day) before any adjourned meeting.

Allenby Capital Limited (“**Allenby Capital**”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company in connection with the Placing and the proposed admission of the Placing Shares to trading on AIM and the proposals described in this document. It will not regard any other person as its client and will not be responsible to anyone else for providing the protections afforded to the clients of Allenby Capital or for providing advice in relation to such proposals. Allenby Capital has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Allenby Capital for the accuracy of any information or opinions contained in this document or for the omission of any information. Allenby Capital as nominated adviser to the Company owes certain responsibilities to the London Stock Exchange which are not owed to the Company, the Directors, Shareholders or any other person.

The Placing Shares referred to in this document have not been and will not be registered under the US Securities Act of 1933, as amended (the “**Securities Act**”) and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the requirements of the Securities Act. There will be no public offer of the Placing Shares in the United States, the United Kingdom or elsewhere. The Placing Shares are being offered and sold outside the United States in reliance on Regulation S under the Securities Act. The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission or other regulatory authority, nor have the foregoing authorities passed upon or endorsed the merits of this offering. Any representation to the contrary is a criminal offence in the United States and any re-offer or resale of any of the Placing Shares in the United States or to a US Person may constitute a violation of US law or regulation.

The distribution of this document and the offering or sale of the Placing Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company or Allenby Capital that would permit an offering of the Placing Shares or possession or distribution of this document or any other offering or publicity material relating to the Placing Shares in any jurisdiction where action for that purpose is required. Persons into whose possession this document comes are required by the Company and Allenby Capital to inform themselves about and to observe any such restrictions.

This document is directed only at members of the Company falling within the meaning of Article 43(2)(a) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (all such persons together being referred to as “**Relevant Persons**”). This document must not be acted on or relied on by persons who are not Relevant Persons. This document does not constitute an offer of securities and accordingly is not a prospectus, neither does it constitute an admission document drawn up in accordance with the AIM Rules.

FORWARD LOOKING STATEMENTS

This document includes “forward-looking statements” which include all statements other than statements of historical facts, including, without limitation, those regarding the Company’s financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words “targets”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “anticipates”, “would”, “could” or “similar” expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company’s control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company’s present and future business strategies and the environment in which the Company will operate in the future. These forward looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless it is required to do so by applicable law or the AIM Rules.

Copies of this document are available free of charge on the Company’s website: www.fusionantibodies.com.

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DIRECTORS AND ADVISERS

Directors	Simon Douglas (<i>Non-Executive Chairman</i>) Paul Kerr (<i>Chief Executive Officer</i>) Richard Buick (<i>Chief Technical Officer</i>) James Fair (<i>Chief Financial Officer</i>) Sonya Ferguson (<i>Non-Executive Director</i>) Alan Mawson (<i>Non-Executive Director</i>) Colin Walsh (<i>Non-Executive Director</i>) Timothy Watts (<i>Non-Executive Director</i>)
Registered Office	C/O Tughans Solicitors Marlborough House 30 Victoria Street Belfast BT1 3GS
Company Secretary	James Fair
Nominated adviser and broker	Allenby Capital Limited 5 St. Helen's Place London EC3A 6AB
Legal advisers to the Company	DLA Piper UK LLP 160 Aldersgate Street London EC1A 4HT
Legal advisers to the nominated adviser and broker	Charles Russell Speechlys LLP 5 Fleet Place London EC4M 7RD
Registrars	Link Asset Services Limited 34 Beckenham Road Beckenham Kent BR3 4TU

DEFINITIONS

“Act”	the Companies Act 2006 (as amended);
“Admission”	together (or separately) the First Admission and/or the Second Admission, as the context requires;
“AIM Rules”	the AIM Rules for Companies, as published and amended from time to time by the London Stock Exchange;
“Allenby Capital”	Allenby Capital Limited, the Company's nominated adviser and broker pursuant to the AIM Rules;
“Articles”	the existing articles of association of the Company as at the date of this Circular;
“Business Day”	any day (other than a Saturday or Sunday) upon which commercial banks are open for business in London, UK;
“Circular”	this document;
“Company” or “Fusion”	Fusion Antibodies plc, a company incorporated in Northern Ireland with the company number NI039740;
“CREST”	the relevant system for the paperless settlement of trades and the holding of uncertificated securities operated by Euroclear UK and Ireland in accordance with the CREST Regulations;
“CREST member”	a person who has been admitted by Euroclear UK and Ireland as a system-member (as defined in the CREST Regulations);
“Directors” or “Board”	the directors of the Company;
“Enlarged Share Capital”	the issued ordinary share capital of the Company immediately following Second Admission;
“Euroclear UK & Ireland”	Euroclear UK & Ireland Limited, the operator of CREST;
“Existing Ordinary Shares”	the existing Ordinary Shares as at the date of this Circular;
“FCA”	the Financial Conduct Authority of the United Kingdom;
“First Admission”	the admission of the First Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules;
“First Placing”	the placing of the First Placing Shares at the Placing Price, in accordance with the terms of the Placing;
“First Placing Shares”	the 2,209,119 new Ordinary Shares which have been conditionally placed by Allenby Capital with institutional and other investors pursuant to the First Placing;
“FSMA”	the Financial Services and Markets Act 2000 (as amended);
“General Meeting” or “GM”	the general meeting of Shareholders to be held at the offices of Fusion Antibodies at 1 Springbank Road, Springbank Industrial Estate, Belfast BT17 0QL at 10.00 a.m. on 15 May 2020;
“ISIN”	International Securities Identification Number;
“Link” or “Link Asset Services”	a trading name of Link Asset Services Limited;

“London Stock Exchange”	London Stock Exchange plc;
“Member Account ID”	the identification code or number attached to any member account in CREST;
“Notice of General Meeting”	the notice of General Meeting set out at the end of this Circular;
“Ordinary Shares”	the ordinary shares of 4p each in the capital of the Company;
“Overseas Shareholder”	a Shareholder who is resident in, or who is a citizen of, or who has a registered address in a jurisdiction outside the United Kingdom;
“Placing”	together (or separately) the proposed First Placing and/or the Second Placing as described in this Circular;
“Placing Agreement”	the conditional agreement dated 28 April 2020 between the Company and Allenby Capital relating to the Placing;
“Placing Price”	90 pence per Placing Share;
“Placing Shares”	the 3,333,333 new Ordinary Shares which have been conditionally placed by Allenby Capital with, or directly subscribed for with the Company by, institutional and other investors pursuant to the Placing;
“Registrars”	Link Asset Services;
“Resolutions”	the resolutions numbered 1 and 2 set out in the Notice of General Meeting to be proposed at the General Meeting;
“Second Admission”	the admission of the Second Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules;
“Second Placing”	the placing of the Second Placing Shares at the Placing Price in accordance with the terms of the Placing;
“Second Placing Shares”	the 1,124,214 new Ordinary Shares which have been conditionally placed by Allenby Capital with institutional and other investors pursuant to the Second Placing;
“Selling Shareholders”	Crescent Capital II LP and Crescent Capital III LP, each a “Selling Shareholder”;
“Share Sale”	the sale of 547,235 Existing Ordinary Shares by the Selling Shareholders;
“Shareholder(s)”	holder(s) of Existing Ordinary Shares;
“sterling”, “pounds sterling”, “£”, “pence” or “p”	the lawful currency of the United Kingdom;
“US\$” or “US dollar”	the lawful currency of the United States of America;
“US Person”	a US person as defined in Regulation S promulgated under the US Securities Act; and
“US Securities Act”	the United States Securities Act of 1933 (as amended).

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Circular published and sent to Shareholders	28 April 2020
Admission of the First Placing Shares to trading on AIM and settlement of the sales of Existing Ordinary Shares by the Selling Shareholders	8.00 a.m. on 13 May 2020
CREST member accounts expected to be credited for the First Placing Shares in uncertificated form (where applicable)	13 May 2020
Latest time and date for receipt of completed Forms of Proxy	10.00 a.m. on 13 May 2020
General Meeting	10.00 a.m. on 15 May 2020
Admission of the Second Placing Shares to trading on AIM	8.00 a.m. on 20 May 2020
CREST member accounts expected to be credited for the Second Placing Shares in uncertificated form (where applicable)	20 May 2020
Dispatch of definitive share certificates for Placing Shares in certificated form (where applicable)	Within 10 working days of the relevant Admission

Each of the dates in the above timetable is subject to change at the absolute discretion of the Company. References to time in this Circular are to London time except when otherwise stated. If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to Shareholders by announcement through a Regulatory Information Service.

PLACING STATISTICS

Placing Price	90 pence
Number of Existing Ordinary Shares	22,091,192
Total number of Placing Shares	3,333,333
Number of First Placing Shares	2,209,119
Number of Second Placing Shares	1,124,214
Enlarged Share Capital following the Placing	25,424,525
Percentage of the Enlarged Share Capital comprised by the Placing Shares	13%
Number of Existing Ordinary Shares to be sold by Selling Shareholders	547,235
Gross proceeds of the Placing to the Company	£3.0 million
Estimated net proceeds of the Placing to the Company	£2.8 million
ISIN	GB00BDQZGK16
SEDOL	BDQZGK1
LEI	213800KBAYRC9VOQ9V39

FUSION ANTIBODIES PLC

(Incorporated and registered in Northern Ireland with registration number NI039740)

Simon Douglas (*Non-Executive Chairman*)
Paul Kerr (*Chief Executive Officer*)
Richard Buick (*Chief Technical Officer*)
James Fair (*Chief Financial Officer*)
Sonya Ferguson (*Non-Executive Director*)
Alan Mawson (*Non-Executive Director*)
Colin Walsh (*Non-Executive Director*)
Timothy Watts (*Non-Executive Director*)

Springbank Road
Springbank Industrial Estate
Belfast
BT17 0QL

28 April 2020

To the holders of Ordinary Shares, holders of options and those with information rights

Proposed Placing and Notice of General Meeting

The Company has today announced that it has conditionally raised £3.0 million (before expenses) by way of the Placing of 3,333,333 Placing Shares at 90 pence share in two tranches as to (i) 2,209,119 Placing Shares (the “**First Placing Shares**”); and ii) 1,124,214 Placing Shares (the “**Second Placing Shares**”). In conjunction with the Placing, 547,235 Existing Ordinary Shares have been sold by the Selling Shareholders at the Placing Price to institutional and other investors, pursuant to the Share Sale.

The issue and allotment of the Second Placing Shares is conditional, *inter alia*, upon the Company obtaining approval of Shareholders of resolutions to be proposed at the General Meeting, to provide sufficient authority to enable allotment of the Second Placing Shares and disapply statutory pre-emption rights which would otherwise apply to the allotment of the Second Placing Shares.

Background to and reasons for the Placing

Background

As previously announced, a number of the Company’s clients are amongst the leading developers of therapeutic drugs and diagnostics and are working on solutions related to COVID-19. The Company has received a number of enquiries from its clients for services and is well placed to assist in this vital area of development.

Further, the Company has an ongoing programme to develop a Mammalian Antibody Library Discovery Platform (the “**Library**”) which, once live, is expected to reduce the length of time needed for antibody drug development compared with conventional practices. The Company’s development programme on the Library is about to enter the proof-of-concept stage.

In late 2019, the first cases of a new coronavirus infectious disease, COVID-19, caused by the virus SARS-Cov-2 were detected in China and, since then, the virus has spread into a global health emergency. This presents an opportunity for the Company to test and benchmark the Library in a real-world setting against an unmet medical need. Effective vaccines, treatments, both prophylactic and therapeutic, and diagnostic tests are required to produce a long-term solution for this disease. The Company will aim to use its antibody expertise and, in particular, the Library to contribute towards finding a solution. The proof-of-concept programme will involve validation against several therapeutic indications encompassing COVID-19, together with other well understood oncology targets. In addition to validating the Library in readiness for commercialisation there is the potential to develop successfully produced antibodies further for therapeutic use in conjunction with commercial partners.

Commercial Benefits

The key objective for the Company is to achieve a significant impact upon the commercial launch of the Library platform to a global audience. The Directors believe that the enhanced reputation of the Library from the rapid development of antibodies that address the COVID-19 disease and other targets for therapeutic use will enable the Company to maximise future returns from its commercial application. Additionally, there

is the possibility that antibodies generated during the validation of the Library could be developed further in collaboration with a commercial partner.

Reasons for the Placing

The race to find solutions to the current global health emergency has begun and so the Directors believe that Company must act swiftly to take this opportunity to demonstrate the capabilities of its new technology. Given the current economic uncertainty, the Directors consider that it is in the best interests of the Company to undertake the Placing at the current time, in order to provide the Company with the resources to undertake the additional proof-of-concept work on the Library in respect of COVID-19, as well as for the existing oncology targets, whilst continuing to support its clients in their critical work.

Current trading and prospects

Year-end trading update

Notwithstanding the current COVID-19 pandemic and resulting Government restrictions, trading remained strong throughout the year to 31 March 2020 ("FY 2020"). The Company commenced the commercialisation of its new RAMP™ service this year and this has contributed materially to the revenues in FY 2020. Subject to audit, the Company expects to report numbers for FY 2020 in line with current market expectations, with revenue of not less than £3.8 million. The Company ended FY 2020 with an unaudited cash balance of £1.5 million.

As announced on 30 March 2020, the Company remains open and fully operational and is conducting vital business, as usual, for its customers. Like many other companies, the Company has experienced short periods when a member of staff has had to self-isolate as a result of COVID-19 symptoms or from being in direct contact with a symptomatic person. If well, staff are endeavouring to continue to work from home during periods of isolation, and all affected staff have returned to work after the quarantine period. As the Company's laboratories and offices are all contained within one building, hygiene practices were already strong. To provide a safer environment with better social distancing for the Company's laboratory-based scientists, all other staff who can work from home have been doing so for several weeks.

As noted above, Fusion's clients include developers of therapeutic drugs and diagnostics, a number of whom are working on solutions relating to COVID-19 and/or Acute Respiratory Distress Syndrome. The Company is well positioned to continue to provide outsourced services to these clients and is pleased to note that one of the projects in which the Company has an interest in future royalties has been developed for this therapeutic area.

Outlook

Whilst the current economic uncertainty resulting from the COVID-19 pandemic and resultant restrictions mean that it is not possible to predict with accuracy what the impact will be on Fusion for the forthcoming financial period, the Board believes, for the reasons set out above, that the Company is well positioned to continue to trade with limited impact on its service provision. Further, it provides an opportunity for the Company to try to contribute to a solution to the COVID-19 pandemic by supporting its clients and completing a proof-of-concept on the Library using antibodies that may be able to address the COVID-19 disease.

Reasons for the Placing and use of proceeds

Pursuant to the Placing, the Company will receive net proceeds of approximately £2.8 million.

Whilst work on the Library project has already commenced, in order to widen it to have an emphasis on COVID-19, the Company will manage an extensive R&D program involving producing SARS-Cov-2 viral antigens, the synthesis and analysis of rational libraries of antibodies and development using the Company's antibody engineering platforms. In order to facilitate this work, the Company will be required to recruit additional research scientists and make corresponding alterations to workspace and laboratory accommodation. New specialised equipment will be purchased and third-party testing and validation will be employed to fully develop the capabilities of the Library.

The Company will use the net proceeds of the Placing to undertake these actions, as well as for general working capital purposes for the existing contract services business.

Details of the Placing and admission to trading on AIM

The Placing will result in the issue of a total of 3,333,333 Placing Shares, representing, in aggregate, approximately 13 per cent. of the Enlarged Share Capital following Second Admission.

Application will be made to London Stock Exchange for the Placing Shares to be admitted to trading on AIM and such admission is expected to occur on 13 May 2020 in respect of the First Placing Shares and, subject to approval of the Resolutions, on 20 May 2020 in respect of the Second Placing Shares and in any event no later than 8.00 a.m. on 28 May 2020.

The Placing Shares, when issued and fully paid, will rank *pari passu* in all respects with the existing ordinary shares of 4p each of the Company in issue and therefore will rank equally for all dividends or other distributions declared, made or paid after the issue of the Placing Shares on Admission.

Allenby Capital has entered into the Placing Agreement with the Company under which Allenby Capital has, on the terms and subject to the conditions set out therein (including Admission), undertaken to use its reasonable endeavours to procure subscribers for the Placing Shares at the Placing Price. The Placing Agreement contains certain warranties and indemnities from the Company in favour of Allenby Capital. The Placing is not being underwritten by Allenby Capital or any other person.

The Placing is conditional, *inter alia*, upon First Admission in respect of the First Placing Shares and upon the passing of the Resolutions and Second Admission in respect of the Second Placing Shares and the Placing Agreement not being terminated prior to First Admission or Second Admission.

The First Placing is not conditional on the Second Placing. Should the Resolutions not be passed at the General Meeting, the Second Placing will not proceed.

Details of the Share Sale and Holdings in Company

In addition to the Placing, 547,235 Existing Ordinary Shares have been placed with new and existing investors on behalf of certain shareholders of the Company whose shares were subject to orderly market agreements which expired in December 2019. The shares were sold at the Placing Price, raising a total of £492,511.50 (before expenses) for the Selling Shareholders.

Under the Share Sale and subject to settlement, Crescent Capital II LP has sold 428,910 Ordinary Shares at the Placing Price, and Crescent Capital III LP has sold 118,325 Ordinary Shares at the Placing Price. Colin Walsh, Non-Executive Director of Fusion, is Chief Executive and founder of Crescent Capital NI Limited, which is the fund manager for Crescent Capital II LP and Crescent Capital III LP. Following the sale of the shares, Crescent Capital II LLP holds 2,223,415 Ordinary Shares, and Crescent Capital III LLP holds 613,382 Ordinary Shares, representing 10.06% and 2.78% of the Company's existing share capital, respectively.

Director Dealings

Certain directors of the Company are purchasing Existing Ordinary Shares in the Share Sale as set out below:

<i>Name</i>	<i>Existing Ordinary Shares being purchased</i>	<i>Ordinary shares on First Admission</i>	<i>Percentage held of enlarged share capital on First Admission</i>
Alan Mawson, NED	15,012*	144,000	0.59
Sonya Ferguson, NED	6,667**	66,757	0.27

*These Ordinary Shares were acquired by Dr Mawson's pension fund

** These Ordinary Shares were acquired by Sonya Ferguson's pension fund

General Meeting

A notice convening a General Meeting of the Company, to be held at the Company's offices at 1 Springbank Road, Springbank Industrial Estate, Belfast BT17 0QL at 10.00 a.m. on 15 May 2020 is set out at the end of this Circular. At the General Meeting, Shareholders will be asked to consider resolutions which, if approved, will provide further share allotment authority to the Directors and disapply statutory pre-emption

rights in relation to the allotment of the Second Placing Shares and will enable the Company to complete the Second Placing.

At the General Meeting, the following Resolutions will be proposed:

1. Resolution numbered 1 is proposed as an ordinary resolution to grant authority to the Directors to allot Ordinary Shares up to an aggregate nominal amount of £44,968.56. This resolution will give the Directors sufficient authority to allot the Second Placing Shares pursuant to the Placing; and
2. Resolution numbered 2 is proposed as a special resolution to dis-apply statutory pre-emption rights in respect of the allotment of up to 1,124,214 Ordinary Shares for cash. This number represents the Second Placing Shares.

Resolution 1 will be proposed as an ordinary resolution. This means that, for the resolution to be passed, more than 50 per cent. of the votes cast must be in favour of the resolution. Resolution 2 will be proposed as a special resolution. This means that, for the resolution to be passed at least 75 per cent. of the votes cast must be in favour of the resolution.

Important notice re COVID-19

The Company is closely monitoring the impact of the COVID-19 outbreak in the United Kingdom. As a result of the Government restrictions placed on public gatherings and the general uncertainty about any additional and/or alternative measures that may be put in place, in line with the Company's articles of association, the Board will be restricting Shareholders from attending the General Meeting in the interest of security.

As Shareholders or their proxies will not be allowed to attend the General Meeting in person, the Board strongly encourages Shareholders to appoint the Chair of the General Meeting as their proxy and provide voting instructions in advance, either electronically or by using the enclosed form of proxy.

In addition, recognising the importance for Shareholders to be able to ask questions about the nature of the business to be conducted at the General Meeting, the Company is encouraging the Shareholders to submit any questions they have to the Board by email to fusion@walbrookpr.com at least seven days in advance of the General Meeting. The Board will consider all questions received and, if appropriate, will address them at the General Meeting or provide a written response. Submitting questions to the Board will not be counted as being present at the General Meeting or voting at it.

The Company encourages its Shareholders to check its website regularly for the latest information on its engagement with Shareholders and arrangements for the General Meeting.

Action to be taken by Shareholders

You can submit your proxy electronically through the website of our registrar, Link Asset Services, at www.signalshares.com. The electronic submission of proxy must be received at least 48 hours before the time of the General Meeting. To vote online you will need to log in to your share portal account or register for the share portal if you have not already done so and you will require your investor code. Once registered, you will be able to vote immediately. **Further information regarding the appointment of proxies and online voting can be found in the notes to the Notice of General Meeting.**

Instructions for voting by proxy through CREST are set out in paragraph 8 of the notes to the notice of General Meeting.

In the case of non-registered Shareholders who receive these materials through their broker or other intermediary, the Shareholder should complete and send a letter of direction in accordance with the instructions provided by their broker or other intermediary.

In order for the Second Placing to proceed, Shareholders will need to approve both Resolutions set out in the Notice of General Meeting. If the resolutions to be proposed at the General Meeting are not approved by Shareholders, the Second Placing Shares will not be able to be allotted and less funds will be raised from the Placing. Therefore, the Company will have to adapt its business plans, strategy and cost base accordingly, but it is likely that the Company's performance, financial position and prospects will be adversely affected.

Accordingly, it is important that Shareholders vote in favour of the Resolutions, in order that the Second Placing can proceed.

Directors' Recommendation

The Board of Fusion considers the Placing to be in the best interests of the Company and its Shareholders as a whole and therefore the Directors unanimously recommend that Shareholders vote in favour of the Resolutions as they intend to do in respect of their own interests in the Company of, in aggregate, 1,509,098 Ordinary Shares (representing approximately 6.83 per cent. per cent. of the Company's existing issued share capital).

Yours faithfully,

Simon Douglas
Non-Executive Chairman

FUSION ANTIBODIES PLC

(Incorporated and registered in Northern Ireland with registration number NI039740)

NOTICE OF GENERAL MEETING

NOTICE IS GIVEN that a General Meeting of Fusion Antibodies plc (“**Fusion**” or the “**Company**”) will be held at the offices of Fusion Antibodies plc, at 1 Springbank Road, Springbank Industrial Estate, Belfast BT17 0QL at 10.00 a.m. on 15 May 2020 for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution.

Resolution 1 – ordinary resolution

That the Directors be and they are generally and unconditionally authorised in accordance with section 551 of the Companies 2006 Act (the “**CA 2006**”) to exercise all powers of the Company to allot ordinary shares of 4p each in the capital of the Company (“**Ordinary Shares**”) up to an aggregate nominal amount of £44,968.56 provided this authority shall expire at whichever is the earlier of the conclusion of the next Annual General Meeting of the Company and 15 May 2021. This authority revokes and replaces all unexercised authorities previously granted to the Directors to allot or grant rights over Ordinary Shares, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Resolution 2 – special resolution

That, conditional on the passing of Resolution 1 above, the Directors be and they are empowered pursuant to Section 571 CA 2006 to allot equity securities (within the meaning of section 560 CA 2006) for cash pursuant to the authority conferred by Resolution 1 above as if section 561(1) CA 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of Ordinary Shares up to an aggregate nominal amount of £44,968.56 and will expire at whichever is the earlier of the conclusion of the next Annual General Meeting of the Company and 15 May 2021. This authority revokes and replaces all unexercised authorities previously granted to the Directors to allot or grant rights over Ordinary Shares, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

By order of the Board of Directors,

James Fair

Company Secretary

28 April 2020

Registered Office
C/O Tughans Solicitors
Marlborough House
30 Victoria Street
Belfast
BT1 3GG

Notes to the notice of General Meeting

The following notes explain your general rights as a shareholder and your right to attend and vote at this meeting or to appoint someone else to vote on your behalf. Your attention is particularly drawn to notes 2, 3, 11 and 13 in the current circumstances of the Covid-19 pandemic.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 13 May 2020. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. In light of the Covid-19 pandemic situation, Shareholders, or their proxies or corporate representatives, will not be permitted to attend the Meeting in person.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. However, in light of the Covid-19 pandemic situation, Shareholders are urged to appoint the Chair of the meeting as his or her proxy as given the Shareholder or their proxy, will not be permitted to attend the meeting in person.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. You can vote either:
 - by logging on to www.signalshares.com and following the instructions;
 - you may request a hard copy form of proxy directly from the registrars, Link Asset Services (previously called Capita), on Tel: 0371 664 0391. Calls cost 12p per minute plus your phone company's access charge. 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; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
9. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 10.00 a.m. on 13 May 2020. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp 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.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular 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 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares. It should be noted however that corporate representatives will not be permitted to attend the Meeting in person.
12. As at 27 April 2020 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 22,091,192 ordinary shares, carrying one vote each. The Company holds no ordinary shares in treasury. Therefore, the total voting rights in the Company as at 27 April 2020 are 22,091,192.

13. In light of the Covid-19 pandemic situation, any shareholder wishing to ask questions regarding the business of the Meeting is encouraged to submit their questions to the Board by email to fusion@walbrookpr.com at least seven days in advance of the Meeting. The Board will consider all questions received and, if appropriate, will address them at the General Meeting or provide a written response. Submitting questions to the Board will not be counted as being present at the Meeting or voting at it.
14. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice can be found on the Company's website at www.fusionantibodies.com.