

22 March 2023

**Genflow Biosciences Plc**

("Genflow" or "the Company")

**Notification of Major Shareholding and**

**Change of Registered Office**

Genflow Biosciences (LSE: GENF), has received notification that Theseus Capital Ltd (Theseus"), has transferred a majority of the Ordinary Shares (14,500,000) held by it to Samantha Bauer (wife of Ronald Bauer who is the sole shareholder and director of Theseus). Prior to the aforementioned transfer of shares, and as a condition thereof, Mrs Bauer has entered into an Orderly Market Agreement, the obligations and restrictions of which are equivalent to those to which Theseus was subject at the time of the Company's listing.

The Company has also changed its registered office to: 6 Heddon Street, London, W1B 4BT.

**Theseus Capital Ltd - Notification**

<b>1a. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached <sup>ii</sup>:</b>		GENFLOW BIOSCIENCES PLC		
<b>1b. Please indicate if the issuer is a non-UK issuer</b> (please mark with an "X" if appropriate)				
Non-UK issuer				<input type="checkbox"/>
<b>2. Reason for the notification</b> (please mark the appropriate box or boxes with an "X")				
An acquisition or disposal of voting rights				<input checked="" type="checkbox"/>
An acquisition or disposal of financial instruments				<input type="checkbox"/>
An event changing the breakdown of voting rights				<input type="checkbox"/>
Other (please specify) <sup>iii</sup> :				<input type="checkbox"/>
<b>3. Details of person subject to the notification obligation <sup>iv</sup></b>				
Name		THESEUS CAPITAL LTD		
City and country of registered office (if applicable)		London, UK		
<b>4. Full name of shareholder(s)</b> (if different from 3.) <sup>v</sup>				
Name				
City and country of registered office (if applicable)				
<b>5. Date on which the threshold was crossed or reached <sup>vi</sup>:</b>		20/03/2023		
<b>6. Date on which issuer notified (DD/MM/YYYY):</b>		22/03/2023		
<b>7. Total positions of person(s) subject to the notification obligation</b>				
	% of voting rights attached to shares (total of 8. A)	% of voting rights through financial instruments (total of 8.B 1 + 8.B 2)	Total of both in % (8.A + 8.B)	Total number of voting rights held in issuer (8.A + 8.B) <sup>vii</sup>
Resulting situation on the date on which threshold was crossed or reached	0.003000%	0%	0.003000%	1,000,000
Position of previous notification (if	5.32%	0%	5.32%	

applicable)				
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8. Notified details of the resulting situation on the date on which the threshold was crossed or reached <sup>viii</sup>				
A: Voting rights attached to shares				
Class/type of shares ISIN code (if possible)	Number of voting rights <sup>ix</sup>		% of voting rights	
	Direct (DTR5.1)	Indirect (DTR5.2.1)	Direct (DTR5.1)	Indirect (DTR5.2.1)
Ordinary/ GB00BP2C3V08	1,000,000		0.003000%	
<b>SUBTOTAL 8. A</b>	1,000,000		0.003000%	

B 1: Financial Instruments according to DTR5.3.1R (1) (a)				
Type of financial instrument	Expiration date <sup>x</sup>	Exercise/ Conversion Period <sup>xi</sup>	Number of voting rights that may be acquired if the instrument is exercised/converted.	% of voting rights
		<b>SUBTOTAL 8. B 1</b>		

B 2: Financial Instruments with similar economic effect according to DTR5.3.1R (1) (b)					
Type of financial instrument	Expiration date <sup>x</sup>	Exercise/ Conversion Period <sup>xi</sup>	Physical or cash Settlement <sup>xii</sup>	Number of voting rights	% of voting rights
		<b>SUBTOTAL 8.B.2</b>			

9. Information in relation to the person subject to the notification obligation (please mark the applicable box with an "X")			
Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer <sup>xiii</sup>			
Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity (please add additional rows as necessary) <sup>xiv</sup>			x
Name <sup>xv</sup>	% of voting rights if it equals or is higher than the notifiable threshold	% of voting rights through financial instruments if it equals or is higher than the notifiable threshold	Total of both if it equals or is higher than the notifiable threshold
Ronald Bauer	0.003000%	0%	0.003000%

10. In case of proxy voting, please identify:	
Name of the proxy holder	
The number and % of voting rights held	

The date until which the voting rights will be held	
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<b>11. Additional information</b> <sup>xvi</sup>

<b>Place of completion</b>	London, UK
<b>Date of completion</b>	22/03/2023

**Samantha Bauer - Notification**

<b>1a. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached</b> <sup>ii</sup> :	GENFLOW BIOSCIENCES PLC			
<b>1b. Please indicate if the issuer is a non-UK issuer</b> (please mark with an "X" if appropriate)				
Non-UK issuer				
<b>2. Reason for the notification</b> (please mark the appropriate box or boxes with an "X")				
An acquisition or disposal of voting rights				x
An acquisition or disposal of financial instruments				
An event changing the breakdown of voting rights				
Other (please specify) <sup>iii</sup> :				
<b>3. Details of person subject to the notification obligation</b> <sup>iv</sup>				
Name		Samantha Bauer		
City and country of registered office (if applicable)				
<b>4. Full name of shareholder(s)</b> (if different from 3.) <sup>v</sup>				
Name				
City and country of registered office (if applicable)				
<b>5. Date on which the threshold was crossed or reached</b> <sup>vi</sup> :		20/03/2023		
<b>6. Date on which issuer notified (DD/MM/YYYY):</b>		22/03/2023		
<b>7. Total positions of person(s) subject to the notification obligation</b>				
	% of voting rights attached to shares (total of 8. A)	% of voting rights through financial instruments (total of 8.B 1 + 8.B 2)	Total of both in % (8.A + 8.B)	Total number of voting rights held in issuer (8.A + 8.B) <sup>vii</sup>
Resulting situation on the date on which threshold was crossed or reached	4.960000%	0%	4.960000%	14,500,000
Position of previous notification (if applicable)	0	0%		

<b>8. Notified details of the resulting situation on the date on which the threshold was crossed or reached</b> <sup>viii</sup>				
<b>A: Voting rights attached to shares</b>				
Class/type of shares ISIN code (if possible)	Number of voting rights <sup>ix</sup>		% of voting rights	
	Direct (DTR5.1)	Indirect (DTR5.2.1)	Direct (DTR5.1)	Indirect (DTR5.2.1)
Ordinary/ GB00BP2C3V08	14,500,000		4.960000%	

<b>SUBTOTAL 8. A</b>	14,500,000	4.960000%
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<b>B 1: Financial Instruments according to DTR5.3.1R (1) (a)</b>				
Type of financial instrument	Expiration date <sup>x</sup>	Exercise/ Conversion Period <sup>xi</sup>	Number of voting rights that may be acquired if the instrument is exercised/converted.	% of voting rights
		<b>SUBTOTAL 8. B 1</b>		

<b>B 2: Financial Instruments with similar economic effect according to DTR5.3.1R (1) (b)</b>					
Type of financial instrument	Expiration date <sup>x</sup>	Exercise/ Conversion Period <sup>xi</sup>	Physical or cash Settlement <sup>xii</sup>	Number of voting rights	% of voting rights
			<b>SUBTOTAL 8.B.2</b>		

<b>9. Information in relation to the person subject to the notification obligation</b> (please mark the applicable box with an "X")			
Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer <sup>xiii</sup>			X
Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity (please add additional rows as necessary) <sup>xiv</sup>			
<b>Name <sup>xv</sup></b>	<b>% of voting rights if it equals or is higher than the notifiable threshold</b>	<b>% of voting rights through financial instruments if it equals or is higher than the notifiable threshold</b>	<b>Total of both if it equals or is higher than the notifiable threshold</b>

<b>10. In case of proxy voting, please identify:</b>	
Name of the proxy holder	
The number and % of voting rights held	
The date until which the voting rights will be held	

<b>11. Additional information <sup>xvi</sup></b>

<b>Place of completion</b>	London, UK
<b>Date of completion</b>	22/03/2023

The information communicated in this announcement is inside information for the purposes of Article 7 of Regulation 596/2014.

For further information please contact:

<b>Genflow Biosciences Plc</b>	
<b>Dr Eric Leire</b> Chief Executive	+32 477 495 881
<b>Clear Capital Markets</b>	
Corporate Broker	+44 203 869 6080

#### **About Genflow Biosciences**

Genflow is a UK-based biotechnology company established in 2020. The Company is developing gene therapies designed to target the aging process and to reduce and delay the incidence of age-related diseases. This will be done through novel therapeutics targeting aging in humans by using adeno-associated virus ("AAV") vectors to deliver copies of the Sirtuin-6 ("SIRT6") gene variant that is found in centenarians into cells.

Its mission is to increase our understanding of the factors that control and impact lifespan. Genflow researchs, develops, and commercialises therapeutic solutions to lengthen health span, the amount of time we live in good health, creating biological interventions that enable longer and healthier lives. Genflow is dedicated to the development and commercialisation of novel therapeutics targeting aging in dogs and humans. By treating aging, Genflow can contribute to a decrease in healthcare costs and lessen the emotional and societal burden that comes with an aging population.

To learn more visit [www.genflowbio.com](http://www.genflowbio.com)

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