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4basebio PLC

("4basebio" or the "Company")

Notice of Annual General Meeting

Cambridge, UK, 5 June 2026â€“ 4basebio PLC (AIM: 4BB), a specialist in synthetic DNA manufacturing and nucleic acids for next-generation therapeutics, announces the posting of a circular to all shareholders containing a Notice of Annual General Meeting and Form of Proxy, including a resolution to seek shareholder approval of a proposed substantial intellectual property disposal.

The Annual General Meeting of the Company is due to be held at 10.00 a.m. on 30 June 2026 at the offices of 4basebio PLC, 25 Norman Way, Over, CB24 5QE.

An extract from the Notice of Annual General Meeting can be found at the bottom of this announcement. The full Notice of Annual General Meeting will be available from the Company's website, Â https://www.4basebio.com later today.

For further enquiries, please contact:

4basebio PLC Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Dr Amy Walker, CEO	+44 (0)12 2396 7943
Cairn Financial Advisers LLP (Nominated Adviser) Jo Turner / Sandy Jamieson / Ed Downes	+44 (0)20 7213 0880
Cavendish Capital Markets Limited (Joint Broker) Geoff Nash / Nigel Birks	+44 (0)20 7220 0500
RBC Capital Markets (Joint Broker) Kathryn Deegan / Matthew Coakes	+44 (0)20 7653 4000
ICR Healthcare (Media and Investor Relations) Mary-Jane Elliott / Jessica Hodgson	+44 (0)203 707 5700

About 4basebio

4basebio (AIM: 4BB) is a Cambridge-based biotechnology company pioneering the use of synthetic DNA to enable next-generation therapeutics and vaccines. Through its proprietary enzymatic DNA synthesis platform, 4basebio produces GMP-grade synthetic DNA and mRNA with superior speed, purity, and scalability, overcoming the limitations of plasmid-based systems. The company offers application-specific DNA constructs tailored to the diverse needs of gene therapies, genome editing, mRNA production, and DNA vaccines, helping partners accelerate proof-of-concept studies and reach clinical milestones more efficiently while maintaining the highest standards of safety and quality.

Forward looking statement disclaimer

Certain statements made in this announcement are forward-looking statements. These forward-looking statements are not historical facts but rather are based on the Company's current expectations, estimates, and projections about its industry; its beliefs; and assumptions. Words such as 'anticipates,' 'expects,' 'intends,' 'plans,' 'believes,' 'seeks,' 'estimates,' and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties, and other factors, some of which are beyond the Company's control, are difficult to predict, and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. The Company cautions shareholders and prospective shareholder holders not to place undue reliance on these forward-looking statements, which reflect the view of the Company only as of the date of this announcement. The forward-looking statements made in this announcement relate only to events as of the date on which the statements are made. The Company will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances, or unanticipated events occurring after the date of this announcement except as required by law or by any appropriate regulatory authority.

For more information, visit 4basebio.com .

Extract from the Notice of Annual General Meeting

Dear Shareholder,

Introduction and background

I am pleased to send you details of the forthcoming annual general meeting (â€œ**AGM**â€) of 4basebio Plc (â€œ**Company**â€), together with the annual report and accounts for the financial period ended 31 December 2025. The AGM will be held on 30 June 2026 at 10:00am at the offices of 4basebio Plc, 25 Norman Way, Over, CB24 5QE.

We very much welcome Shareholders wishing to attend in person and look forward to seeing you should you wish to do so. Shareholders should monitor the Investors section of the Companyâ€™s website at www.4basebio.com and the Companyâ€™s Regulatory Information Service announcements for any updates in relation to the AGM.

Proxy voting

A proxy card is attached to this Notice and is also available on the Companyâ€™s website at https://www.4basebio.com/investors/. Please note the deadline for the receipt of proxies by our registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, is 10:00am on 26 June 2026. Proxy appointments should be submitted in accordance with the Notes to the AGM Notice at the end of this document.

If you are an institutional investor, you may now be able to appoint a proxy electronically through the Proxymity platform, a process which has been agreed by the Company and approved by the registrar. Further information regarding Proxymity is contained in the Notes to the AGM Notice (see page 15 of this document).

Completion of a form of proxy or the appointment of a proxy electronically will not stop you from attending the AGM and voting in person should you so wish.

Any corporation which is a shareholder can appoint one or more corporate representative(s) who may exercise on its behalf all of its powers as a shareholder. For further information, please refer to Notes 20 and 21 at the end of this document.

Questions

Any member attending an annual general meeting has the right to ask questions relating to the business being dealt with at the meeting. The Company will answer such questions unless to do so would interfere unduly with preparation for the meeting, involve the disclosure of confidential information, the answer has already been given on a website and/or it is undesirable in the interests of the Company or good order of the meeting that the question be answered.

Resolutions

Set out on page 10 of this document is a notice convening the AGM to be held on 30 June 2026 at 10:00am at the offices of 4basebio Plc, 25 Norman Way, Over, CB24 5QE, at which various resolutions will be proposed. A brief explanation of the resolutions is set out on pages 7 to 9 of this document.

The following documents are enclosed with this letter:

- Notice of AGM
- Report and Accounts
- Form of Proxy (and prepaid envelope)

Related Party Transaction

As set out in more detail in the explanatory note to resolution 15, the Company intends to transfer certain of its assets to Targo TX Limited, a company owned by Heikki Lanckriet (a current director) and David Roth (a former director). As a result, the Company considers this transaction to constitute a related party transaction for the purposes of the AIM Rules (the â€œRelated Party Transactionâ€).

The Independent Directors consider, having consulted with the Companyâ€™s nominated adviser, Cairn Financial Advisers LLP, that the terms of the Related Party Transaction are fair and reasonable insofar as the shareholders of the Company are concerned.

Irrevocable undertakings

The Company has obtained irrevocable undertakings from certain shareholders representing 62.73 per cent. of the Companyâ€™s ordinary share capital to vote in favour of the resolutions set out in this notice.

Recommendation

The Board considers the resolutions to be proposed at the AGM to be in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings. In making this recommendation, each relevant Director abstains in relation to the resolution for his or her own reappointment.

Yours sincerely

Manja Boerman

Chairperson

Resolutions to be proposed at the AGM

Set out below is an explanation of the resolutions set out in the Notice of AGM.

Resolution 1 â€“ to receive the Annual Report and Accounts â€“ ordinary resolution

The Chairperson will present the Annual Report and Accounts for the financial period ended 31 December 2025 to the AGM. A copy of the Annual Report and Accounts accompanies this notice to Shareholders.

Resolution 2 â€“ Directorsâ€™ Remuneration Report

The Directorsâ€™ Remuneration Report is set out on pages 23 to 24 of the Annual Report and Financial Statements referred to in the explanation to resolution 1 directly above. Resolution 2 is an advisory vote and does not affect the future remuneration paid to any Director. The Remuneration Report provides details of the remuneration paid for the year ended 31 December 2025.

Resolutions 3 and 4 â€“ re-appointment of auditors and auditorsâ€™ remuneration â€“ ordinary resolutions

Resolution 3 relates to the re-appointment of Crowe U.K. LLP as auditors of the Company to hold office until the next general meeting of the Company at which accounts are laid, expected to be the next annual general meeting of the Company.

Resolution 4 authorises the Directors to set the remuneration of the Companyâ€™s auditors.

Resolutions 5 â€“ 10 â€“ re-appointment of Directors â€“ ordinary resolutions

Pursuant to the articles of association of the Company, any Director appointed by the Directors since the previous annual general meeting will retire and be proposed for re-election at the annual general meeting and one third of the Directors will retire and be proposed for re-election at the annual general meeting. However, in line with the QCA Code, shareholders will be asked to provide approval of the appointment and re-appointment of all Directors. Resolutions 5 â€“ 10 (inclusive) seek your approval to re-elect these individuals as Directors of the Company.

Resolution 11 â€“ authority to allot shares â€“ ordinary resolution

The Companies Act 2006 provides that Directors shall only allot shares with the authority of shareholders in general meeting.

Resolution 11 will be proposed as an ordinary resolution for granting the Directors a general authority to issue shares in the Company and to grant rights to subscribe for or to convert, any security into shares in the Company up to an aggregate nominal amount of (a) â¬1,719,709 (representing approximately 11 per cent. of the current issued share capital of the Company (excluding treasury shares)) in respect of the award of options to (i) consultants (including nonexecutive Directors) and other persons who are not employees of the Company (or of any member of its Group), (ii) US Employees, and (iii) employees of the Company (and/or of any member of its Group) in each case pursuant to the terms of the existing 4basebio Plc Share Option Plan 2025 (which includes a sub-plan, providing for the grant of options to non-employee directors, consultants and contractors of the Group) (â€œ**Plan**â€) which was approved by Shareholders at the 2025 AGM; and (b) otherwise â¬5,179,506 representing approximately one third of the current issued share capital of the Company (excluding treasury shares) and to allot equity securities up to an aggregate nominal value of â¬1,553,851, representing an additional 10 per cent. of the issued share capital, for transactions which the Board determines to be an acquisition or other specified capital investment. In addition, the resolution seeks authority for the Directors to allot shares by way of a pre-emptive rights issue up to an aggregate nominal amount of â¬5,179,506 representing a further third of the current issued share capital of the Company (excluding treasury shares).

Resolutions 12, 13 and 14 â€“ disapplication of pre-emption rights â€“ special resolutions

The Companies Act 2006 also provides that any allotment of new shares for cash must be made pro rata to individual shareholdersâ€™ holdings, unless such provisions are disapplied under section 570 of the Companies Act 2006.

Resolution 12 will be proposed as a special resolution. It will grant the Directors authority to allot equity securities for cash free of pre-emption rights up to an aggregate nominal amount of â¬1,553,851, representing approximately 10 per cent of the current issued share capital of the Company (excluding treasury shares). Further, it will grant the Directors authority to allot equity securities for cash in certain other cases such as issues made by way of rights to shareholders, thereby facilitating such issues. This power expires at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 30 September 2027, unless previously renewed, varied or revoked by the Company in a general meeting.

Resolution 13 will also be proposed as a special resolution. It will, in addition to any authority granted pursuant to Resolution 12 above, empower the directors to allot equity securities for cash free of pre-emption rights up to an aggregate nominal amount of â¬1,553,851, representing approximately an additional 10 per cent of the current issued share capital of the Company (excluding treasury shares). This is subject to, among other things, the allotment being for the purposes of financing a transaction which the directors determine to be an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Preemption Rights most recently published by the Pre-emption Group prior to the date of the notice of the meeting. This power also expires at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 30 September 2027, unless previously renewed, varied or revoked by the Company in a general meeting.

Resolution 14 will also be proposed as a special resolution. It will, in addition to any authorities granted pursuant to Resolutions 12 and 13 above, give the Directors authority to allot equity securities and to grant rights to subscribe for (or convert any security into) shares for cash free of pre-emption rights up to an aggregate nominal amount of â¬400,000 to non-employee consultants (including non-executive directors). This power also expires at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 30 September 2027, unless previously renewed, varied or revoked by the Company in a general meeting.

Resolution 15 â€“ approval of substantial property transaction

The Company has undertaken a business review of the assets which relate to its formulation of nucleic acids in nanoparticles business, known as â€œHermesâ€ (the â€œ**Business**â€). Following that review, the Board concluded that the Hermes assets required significant further investment in order to reach meaningful commercial milestones. The Board further noted that achievement of those milestones was uncertain and that such investment to progress the assets would impact on the investment in the Companyâ€™s core DNA assets.

This assessment coincided with the wish of Heikki Lanckriet, former Company CEO, and David Roth, former Company CFO, to step back from the Company and pursue commercial interests in start up businesses, an area where they had achieved previous commercial success. David Roth is no longer a director of the Company, whilst Heikki Lanckriet remains as a non-executive director.

The coalescence of these two considerations has led the Company to discuss with its two former executives as to whether, subject to shareholder approval, it might spin out the Hermes assets to them, also freeing up internal funding for investment in DNA.

Were this to happen (it is not certain at this point that it will, as the Company is still in discussion with the former executives), the Company would, in consideration, receive a 10 per cent minority stake in the ordinary share capital of the new venture and a royalty free, perpetual, limited use license over specific patents relating to the Hermes assets. The Company is therefore considering, subject to shareholder approval, to transfer the Hermes Business to Targo TX Limited, a company owned by Heikki Lanckriet and David Roth by way of an asset transfer agreement (â€œ**Asset Transfer Agreement**â€) and associated patent assignment deed (the â€œ**Patent Assignment Deed**â€), as further described below (the â€œ**Transaction**â€).

Under sections 190â€“191 of the Companies Act 2006, the Company must obtain approval of its shareholders before entering into an arrangement where a director (or a person connected with a director) acquires a substantial non - cash asset from the Company. An asset is â€œsubstantialâ€ if its value exceeds 10 per cent of the Companyâ€™s asset value and is more than Â£5,000, or exceeds Â£100,000. The Board has determined that the Â£100,000 threshold is met and approval of shareholders by ordinary resolution would therefore be required, in order for it to be able to proceed with the Transaction.

Principal terms of the Transaction, should it proceed

- Parties: 4basebio Plc (transferor) and Targo TX Limited (transferee). Targo TX Limited is owned by Heikki Lanckriet and David Roth.
- Assets: the transfer of assets required to carry out the Business, including: those physical assets and tangible assets of the Company used exclusively in relation to the Business; goodwill which exclusively relates to the Business; intellectual property rights exclusively used by the Business (including specific patents relating to the Business to be set out in the Patent Assignment Deed); 7 employees of the Company, whose employment relates to the Business; and know-how relating to the Business.
- Consideration: the Transaction would be entered into in consideration for 10 per cent of the ordinary share capital of Targo TX Limited; and Targo TX Limited would enter into a license agreement granting the Company a royalty free, perpetual, limited use license over the patents included in the Patent Assignment Deed (the â€œ**IP License**â€).
- Key conditions: If resolution 15 is passed, the Transaction documentation would be entered into on the principal terms set out in this Notice and the memorandum which has been made available for inspection (as set out below); and would be conditional upon Targo TX Limited raising Â£1m of seed funding within 6 months of completion of the Transaction.

A copy of the memorandum setting out the principal terms of the proposed transaction documentation will be available for inspection at the Companyâ€™s registered office during normal business hours until the meeting and at the meeting itself.â€*f*