

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of the proposals referred to in this notice or as to the action you should take, please take advice from a stockbroker, solicitor, accountant or other independent professional adviser.

If you have sold or otherwise transferred all of your shares, please send this document, together with the enclosed documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Whether or not you propose to attend the annual general meeting (the “**AGM**”), please complete and submit a form of proxy in accordance with the instructions printed on the enclosed form (the “**Form of Proxy**”). The Form of Proxy must be received not less than 48 hours (without taking account of any part of a day that is not a working day) before the time of the holding of the AGM (i.e. by 1:00 p.m. London time (8:00 a.m. Eastern Time) on 20 June 2023).



**CENTESSA PHARMACEUTICALS PLC**  
(the “Company”)

**NOTICE OF THE 2023 ANNUAL GENERAL MEETING OF THE COMPANY**

**Notice to overseas persons**

The distribution of this document in certain jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.



**CENTESSA PHARMACEUTICALS PLC**  
(the "Company")

**3rd Floor, 1 Ashley Road, Altrincham  
Cheshire WA14 2DT, United Kingdom  
Registered Company No. 12973576**

May 15, 2023

Dear Shareholder

We are pleased to provide details of the 2023 Annual General Meeting (the "AGM") of Centessa Pharmaceuticals plc to be held on Thursday, June 22, 2023, at 1:00 p.m. London time (8:00 a.m. Eastern Time), at the offices of Goodwin Procter (UK) LLP at 100 Cheapside, London EC2V 6DY, United Kingdom.

Details regarding the business to be conducted at AGM, and admission to the AGM, are described in the accompanying Notice of Annual Meeting of Shareholders and proxy statement.

Your vote is important. We hope you will vote as soon as possible. You may vote through any of the means described in the accompanying proxy statement, or, if you are a holder of our American Depositary Shares, the ADS proxy card provided to you. Please carefully review the instructions on each of your voting options described in this proxy statement, the notice, and, if applicable, the voting instructions.

Thank you for your ongoing support of Centessa Pharmaceuticals plc.

Yours sincerely,

**/s/ Saurabh Saha, M.D., Ph.D.**

**Saurabh Saha, M.D., Ph.D.**

**Chief Executive Officer,**

**Centessa Pharmaceuticals plc**



**CENTESSA PHARMACEUTICALS PLC**  
(the "Company")

**3rd Floor, 1 Ashley Road, Altrincham  
Cheshire WA14 2DT, United Kingdom  
Registered Company No. 12973576**

**NOTICE OF 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON THURSDAY, JUNE 22, 2023**

**NOTICE** is hereby given that the 2023 Annual General Meeting (the "**AGM**") of Centessa Pharmaceuticals plc, a public limited company incorporated under the laws of England and Wales (referred to herein as the "**Company**", "**we**", "**us**" and "**our**"), will be held on Thursday, June 22, 2023, at 1:00 p.m. London time (8:00 a.m. Eastern Time), at the offices of Goodwin Procter (UK) LLP at 100 Cheapside, London EC2V 6DY, United Kingdom for transaction of the following business:

**Ordinary resolutions**

1. To re-appoint as a director Carol Stuckley, M.B.A., who retires by rotation in accordance with the Company's articles of association.
2. To re-appoint as a director Brett Zbar, M.D., who retires by rotation in accordance with the Company's articles of association.
3. To re-appoint as a director Mathias Hukkelhoven, Ph.D., who retires by rotation in accordance with the Company's articles of association.
4. To re-appoint KPMG LLP, a United Kingdom entity, as U.K. statutory auditors of the Company, to hold office until the conclusion of the next meeting at which the Company's annual accounts and reports are laid before the Company.
5. To ratify the re-appointment of KPMG LLP, a Delaware limited liability partnership, as the Company's independent registered public accounting firm, for the financial year ending December 31, 2023.
6. To authorize the Audit Committee to determine the Company's auditors' remuneration for the financial year ending December 31, 2023.
7. To receive and adopt our U.K. statutory annual accounts and reports for the financial year ended December 31, 2022 and to note that the Company's directors do not recommend the payment of any dividend for the financial year ended December 31, 2022.
8. To receive and approve, on an advisory basis, the Company's U.K. statutory directors' remuneration report for the financial year ended December 31, 2022, which is set forth as *Annex A* to the attached proxy statement.

Please refer to the attached proxy statement for detailed information on each of the resolutions. We encourage you to read the attached proxy statement in its entirety before voting. Our Board of Directors has approved each resolution and recommends that the shareholders vote in favour of each of the resolutions.

Proposals 1 through 8 will be proposed as ordinary resolutions and under English law, assuming that a quorum is present, an ordinary resolution is passed on a show of hands if it is approved by a simple majority (more than 50%) of the votes cast by shareholders present (in person or by proxy) at the meeting and entitled to vote. If a poll is demanded, an ordinary resolution is passed if it is approved by holders representing a simple majority of the total voting rights of shareholders present (in person or by proxy) who (being entitled to vote) vote on the resolution.

Voting on all resolutions at the AGM will be conducted by way of a poll, rather than a show of hands.

The result of the shareholder votes on the ordinary resolutions in proposals 4, 5, 7 and 8, regarding re-appointment of KPMG LLP, a United Kingdom entity, as our U.K. statutory auditors, ratification of the appointment of KPMG LLP, a Delaware limited liability partnership, as our independent registered public accounting firm for the financial year ending December 31, 2023, receipt of our U.K. statutory annual accounts and reports for the financial year ended December 31, 2022, and approval of our U.K. statutory directors' annual report on remuneration for the financial year ended December 31, 2022 will not require our Board of Directors or any committee thereof to take any action. Our Board of Directors values the opinions of our shareholders as expressed through such votes and will carefully consider the outcome of the votes on proposals 4, 5, 7 and 8.

Your vote is important, regardless of the number of shares you own. To make sure your shares are represented at the AGM, please vote as soon as possible. Holders of ordinary shares entitled to attend and vote at the AGM are entitled to appoint a proxy (or, if they hold more than one ordinary share, proxies) to exercise all or any of their rights to attend, speak and vote. Such proxy need not be one of our shareholders of record. Holders of our ordinary shares may vote: (a) by completing and returning the paper form of proxy enclosed with this notice. Please read the instructions carefully to ensure you have completed and signed the form correctly. Any alterations must be initialled; (b) by logging on to [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and following the instructions; (c) in the case of institutional investors, by logging into the Proxymity platform at [www.proxymity.io](http://www.proxymity.io) (see further notes on page 6); or (d) via CREST (see further notes on pages 5 and 6), in each case by no later than 1:00 p.m London time (8:00 a.m Eastern Daylight Time) on June 20, 2023. You may revoke your proxy in the manner described in the accompanying proxy statement. Holders of our American Depositary Shares may vote by following the voting instructions accompanying this proxy statement.

The results of any polls taken on the resolutions at the AGM and any other information required by the U.K. Companies Act 2006 will be made available on our website ([www.centessa.com](http://www.centessa.com)) as soon as reasonably practicable following the AGM and for the required period thereafter.

#### **BY ORDER OF THE BOARD**

/s/ Iqbal Hussain  
Iqbal Hussain  
*Company Secretary*  
May 15, 2023

#### **Registered Office**

3rd Floor, 1 Ashley Road, Altrincham  
Cheshire WA14 2DT, United Kingdom  
Registered in England and Wales  
No. 12973576

## **Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on Thursday, June 22, 2023**

The Notice of the 2023 Annual General Meeting, the proxy statement, the Annual Report on Form 10-K and the form of proxy are available in the Investors & Media section of our website at <https://investors.centessa.com/> and our U.K. statutory annual accounts and reports for the financial year ended December 31, 2022 shall be made available in the Investors & Media section of our website at <https://investors.centessa.com/> no later than 21 days prior to the AGM (collectively, the “**Proxy Materials**”). Information included on our website, other than the Proxy Materials, is not part of our proxy soliciting materials.

### **Notes**

- (a) Only those members registered in the register of members of the Company at 5:00 p.m. London time (12:00 p.m. Eastern Time) on June 20, 2023 will be entitled to attend and vote at the AGM in respect of the number of ordinary shares registered in their name at the time. Changes to entries on the relevant register after that deadline will be disregarded in determining the rights of any person to attend and vote at the AGM. Should the AGM be adjourned to a time not more than 48 hours after the deadline, the same deadline will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in the notice.
- (b) Any member may appoint a proxy to attend, speak and vote on his/her behalf. A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares of the member. A proxy need not be a member, but must attend the meeting in person. Proxy forms should be lodged with the Company’s Registrar (Computershare Investor Services plc) not later than 1:00 p.m. London time (8:00 a.m. Eastern Time) on June 20, 2023. Completion and return of the appropriate proxy form does not prevent a member from attending and voting in person if he/she is entitled to do so and so wishes. The attached proxy statement explains proxy voting and the matters to be voted on in more detail. Please read the proxy statement carefully. For specific information regarding the voting of your ordinary shares, please refer to the proxy statement under the section entitled “*Questions and Answers About Voting.*”
- (c) Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- (d) In the case of joint holders, the vote of the senior holder who tenders the vote whether in person or by proxy will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the Company’s relevant register or members for the certificated or uncertificated shares of the Company (as the case may be) in respect of the joint holding.
- (e) Certificateless Registry for Electronic Share Transfer (“**CREST**”) members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournments of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their sponsors or voting service providers, who will be able to take the appropriate action on their behalf.

For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear’s specifications and must contain the information required for those instructions as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The

message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to the previously appointed proxy, must, to be valid, be transmitted so as to be received by the Company's agent (ID:3RA50) not later than 1:00 p.m. London time (8:00 a.m. Eastern Time) on June 20, 2023. 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 the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed voting service providers, to procure that its CREST sponsors or voting service providers take) 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.

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.

- (f) If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 1:00 p.m. London time (8:00 a.m. Eastern Time) on 20 June 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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.
- (g) As of May 9, 2023 (being the last practicable date before circulation of this Notice), the Company's issued ordinary share capital consisted of 95,612,804 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as of that date are 95,612,804.
- (h) Under s527 of the U.K. Companies Act 2006, members meeting the threshold requirement 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 circumstance 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 s437 of the U.K. Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with ss527 or 528 of the U.K. Companies Act 2006. Where the Company is required to place a statement on a website under s527 of the U.K. 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 includes any statement that the Company has been required, under s527 of the U.K. Companies Act 2006, to publish on a website.
- (i) Except as set out in the notes to this Notice, any communication with the Company in relation to the AGM, including in relation to proxies, should be sent to the Company's Registrar, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, England. No other means of communication will be accepted. In particular, you may not use any electronic address provided either in this notice or in any related documents to communicate with the Company for any purpose other than those expressly stated.
- (j) Copies of the service agreement for our executive director and of the letters of appointment for our non-executive directors will be available for inspection at the registered office of the Company during normal business hours on any week day (public holidays excepted) and at the place of the AGM for one hour before the meeting and at the meeting itself.
- (k) 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: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.