

**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 financial advice from your stockbroker or other independent adviser authorized under the Financial Services and Market Act 2000 (as amended).**

If you have recently sold or transferred all of your shares in Motif Bio 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 these documents to the person who now holds the shares.

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## **Motif Bio PLC**

(incorporated and registered in England and Wales under number 09320890)

### **NOTICE OF ANNUAL GENERAL MEETING**

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**NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING (“AGM”) OF MOTIF BIO PLC (“MOTIF” OR THE “COMPANY”), WILL BE HELD AT 11 A.M. BST ON 30 SEPTEMBER 2020 AT 201 TEMPLE CHAMBERS, 3-7 TEMPLE AVENUE, LONDON, EC4Y 0DT. THE BOARD STRONGLY ENCOURAGES ALL SHAREHOLDERS TO VOTE ON THE RESOLUTIONS BY PROXY BEFORE THE DEADLINE OF 11 a.m. ON 28 SEPTEMBER 2020.**

The health of our shareholders, employees and stakeholders is extremely important to us and, accordingly, in light of the Covid-19 pandemic, the Board has arranged for a quorum to be present at the Meeting and no other shareholders, advisers or other guests will be allowed to attend the Meeting in person. **Anyone seeking to attend the Meeting who has not been specifically invited by the Board for the purposes of forming a quorum will be refused entry.**

Shareholders are requested to therefore submit their votes, in respect of the business to be discussed, via proxy as early as possible. Shareholders should appoint the Chair of the Meeting as their proxy. If a shareholder appoints someone else as their proxy, that proxy will not be able to attend the Meeting in person or cast the shareholder's vote.

A Form of Proxy for use at the Annual General Meeting (“AGM”) has been sent to all shareholders today. Shareholders can return their proxy vote by post, online or (for CREST members) through CREST.

**TO VOTE BY POST: Please complete the Form of Proxy and return it in accordance with the instructions printed thereon so as to reach the Company’s Registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, United Kingdom no later than 11 a.m. on 28 September 2020.**

**TO VOTE VIA CREST: CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. 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. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company’s agent, Share Registrars Limited (ID 7RA36) no later than 11 a.m. on 28 September 2020.**

**Further information on voting by proxy is set out in the Notes to the Notice of AGM.**

Notice is hereby given that the Annual General Meeting (“AGM”) of Motif Bio plc (“Motif” or the “Company”), will be held at 11 a.m. BST on 30 September 2020 at 201 Temple Chambers, 3-7 Temple Avenue, London, EC4Y 0DT for the transaction of the following business.

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

Resolution No. 1                      To receive the Company’s annual accounts and the strategic, directors' and auditors' reports for the year ended 31 December 2019.

- Resolution No. 2 To reappoint Graham Lumsden as a director, who is retiring by rotation under the provisions of article 78 of the Company’s Articles of Association at the AGM of the Company and who, being eligible, offers himself for re-election as permitted by article 84.
- Resolution No. 3 To reappoint Christopher Wardhaugh as a director, who has been appointed by the board since the last annual general meeting.
- Resolution No. 4 To reappoint Crowe LLP as UK reporting and statutory auditors to the Company under International Auditing Standards (UK), who have been appointed by the board as the Company auditors since the last annual general meeting.
- Resolution No. 5 To authorise the directors to determine the remuneration of the auditors.
- Resolution No. 6 The directors of the Company be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the “Act”), in addition to any such authority previously granted and which has not expired, to issue and allot, or grant rights to subscribe for or convert any securities into, up to such number of Ordinary Shares of one penny each in the capital of the Company (“Ordinary Shares”) as is equal to one half of the number of Ordinary Shares in issue at 5.00 p.m. BST on 29 September 2020 (or, if such number is not a whole number, then the nearest whole number below such number), provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may make an offer or agreement before the expiry of this authority which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired.

To consider and, if thought fit, to pass the following resolution as a special resolution:

- Resolution No. 7 That, subject to and conditional upon the passing of resolution 6, the directors of the Company be and are hereby generally empowered, pursuant to section 570 of the Act, in addition to any existing authorities under that section, to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred by resolution 8 as if section 561 of the Act did not apply to such allotment, provided that this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the Directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired.

By order of the board  
Liam O’Donoghue  
Secretary

Registered Office:  
201 Temple Chambers  
3-7 Temple Avenue  
London  
EC4Y 0DT

1 September 2020

## **The Company's Explanatory Notes on Resolutions:**

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### **Resolution 1: Receiving the Company's accounts**

An ordinary resolution to receive and adopt the report of the directors and the accounts for the year ended 31 December 2019, together with the report of the auditors and the strategic report.

### **Resolution 2: Re-election of a Director**

An ordinary resolution to re-elect Graham Lumsden as a director of the Company, who retires in accordance with the Articles and is eligible for re-election.

Graham Lumsden has a proven record of success leading change and delivering results in subsidiary and global leadership positions, including new product launches, pre-clinical/clinical development, regulatory strategy, cross-functional team leadership, IP strategy/litigation, and domestic/international sales and marketing. Prior to joining Motif, Dr. Lumsden was a senior executive at Merck & Co., Inc. where he held commercial leadership positions in worldwide businesses including contraceptives and osteoporosis. Dr. Lumsden is a member of the Royal College of Veterinary Surgeons (MRCVS), holds a postgraduate diploma from the Chartered Institute of Marketing (MCIM), and is a dual citizen of the U.S. and UK.

### **Resolution 3: Reappointment of a Director**

An ordinary resolution to re-elect Mr. Christopher Wardhaugh as a director of the Company. Mr. Wardhaugh was appointed to the board of directors since the last annual general meeting.

Chris Wardhaugh is currently a Non-Executive Director of Altair Medical Limited and Lamellar Biomedical Limited, both based in Scotland. Chris is also Chief Business Officer of MGB Biopharma Limited, a clinical-stage antibiotic company and is the founder of Sercader Limited, a life sciences advisory firm. Chris has over 28 years' experience in life sciences with international experience across large and small companies, all stages of development and commercialisation of companies including preclinical and clinical development, product launches throughout Europe and the United States, M&A and corporate development. Chris has an impressive transaction history working on deals including product licensing, IPOs and both Angel and VC investments.

### **Resolutions 4 and 5: Reappointment of the Company's auditors**

An ordinary resolution to approve the re-appointment of Crowe LLP as the Company's auditor to hold office until the conclusion of the next general meeting at which accounts are laid before the Company at a remuneration to be fixed by the directors of the Company from time to time.

### **Resolutions 6 and 7: Authority to allot Ordinary Shares and disapplication of statutory pre-emptive rights**

Under UK company law, directors of a company incorporated in England must have specific authority from shareholders to allot and issue any of the Company's Ordinary Shares. Additionally, when the directors of a company incorporated in England determine that it is in the best interests of the company to issue shares for cash, the company must first offer those shares on the same terms to existing shareholders of the company on a pro-rata basis (often referred to as a statutory pre-emption right) unless this statutory pre-emption right is dis-applied, or opted out of, by the approval of shareholders.

Resolutions 6 and 7 are asking shareholders to renew, until the conclusion of the 2021 annual general meeting, its share issuance authorities.

This authority will expire at the conclusion of the annual general meeting to be held in calendar year 2021. Resolution 7 will be proposed as a special resolution which means that for the resolution to be passed, at least three-quarters of the votes cast must be cast in its favour. Resolution 6, along with resolutions 1 through 5, will be proposed as ordinary resolutions which means that for each of those resolutions to be passed, more than half the votes cast must be cast in their favour.

### **Other Explanatory Notes:**

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1. A member entitled to attend and vote at the AGM convened by this notice is entitled to appoint one or more proxies to attend, speak and vote in his or her stead. A proxy need not be a member of the Company. **However, shareholders are urged to appoint the Chairman of the Meeting as their proxy, as due to the Covid-19 pandemic, entry will be refused to anyone else apart from one other Director to ensure the AGM is quorate.**

2. To appoint a proxy you may use the form of proxy enclosed with this notice of AGM. Please carefully read the instructions on how to complete the form of proxy. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of the same, must reach the Company's Registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, United Kingdom by post or by scan and email

to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) not less than 48 hours before the time of holding of the AGM (excluding any part of a day that is not a working day). The form of proxy should therefore be completed and deposited with the Company's Registrars by 11 a.m. on 28 September 2020 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). The completion and return of a form of proxy will not preclude a member from attending the AGM and voting in person if he or she so wishes. If a member has appointed a proxy and attends the AGM in person, such proxy appointment will automatically be terminated.

3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those holders of the Company's shares registered on the register of members of the Company as at 11.a.m. on 28 September 2020, or, in the event that the AGM is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time of the adjourned meeting, shall be entitled to attend and vote at the AGM in respect of the number of such shares registered in their name at the relevant time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the AGM.

4. Any member may insert the full name of a proxy or the full names of two alternative proxies of the member's choice in the space provided with or without deleting "the Chairman of the meeting". A proxy need not be a member of the Company but must attend the meeting to represent the relevant member. The person whose name appears first on the form of proxy and has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow. If this proxy form is signed and returned with no name inserted in the space provided for that purpose, the Chairman of the meeting will be deemed to be the appointed proxy. Where a member appoints as his/her proxy someone other than the Chairman, the relevant member is responsible for ensuring that the proxy attends the meeting and is aware of the member's voting intentions. Any alteration, deletion or correction made in the form of proxy must be initialled by the signatory/ies.

5. You may appoint more than one proxy in relation to the AGM provided each proxy is appointed to exercise rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise rights attached to any one share. If you wish to appoint more than one proxy, please contact the Company's Registrars, Share Registrars Limited on 01252 821390 or +44 1252 821390 from outside the UK. Lines are open from 9.00 am to 5.30 pm Monday to Friday, excluding public holidays. Alternatively, you may write to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, United Kingdom for additional proxy forms and for assistance.

6. Any corporation which is a member of the Company 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 share.

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

8. As at the close of business on the date immediately preceding this notice the Company's issued share capital comprised 654,991,023 Ordinary Shares of 0.01 pence each. Each Ordinary Share carries the right to one vote at the AGM and, therefore, the total number of voting rights in the Company as at the close of business on the date immediately preceding this notice is 654,991,023.

9. A member's instructions to the proxy must be indicated in the appropriate space provided. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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 decision. 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.

10. This form of proxy must be signed by the appointor or his attorney duly authorised in writing. The power of attorney or other authority (if any) under which the form of proxy is signed, or a notarially certified copy of the power or authority, must be received by the Company's registrar with the form of proxy. If the appointor is a corporation, the form of proxy should be signed on its behalf by an attorney or duly authorised officer or executed as a deed or executed under common seal. In the case of joint holders, the signature of any one of them will suffice, but the names of all joint holders should be stated. If more than one holder is present at the meeting, the vote of the first named on the register of members of the Company will be accepted to the exclusion of other joint holders.

11. 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 adjournment(s) thereof by following the procedures described in the CREST manual. 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. In order 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 UK & Ireland Limited'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 Share Registrars Limited

(ID 7RA36) no later than 11 a.m. on 28 September 2020, or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a working day). 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 Share Registrars Limited 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 & Ireland Limited 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 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. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

12. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrars, in the case of a member which is a company, the revocation notice must be executed in accordance with note 10 above. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice must be received by the Registrars not less than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the Meeting or any adjourned Meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

13. You may not use any electronic address provided either in this notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

## Directors, Secretary, and Advisors

<b>Directors</b>	<b>Bruce Williams</b> <b>Graham Lumsden</b> <b>Chris Wardhaugh</b> <b>Jonathan Gold</b>	<i>Non-executive Chairman</i> <i>Non-executive Director</i> <i>Non-executive Director</i> <i>Executive Director</i>
<b>Nominated Advisor and Broker</b>	<b>SP Angel Corporate Finance LLP</b> Prince Frederick House 35-39 Maddox Street London W1S 2PP United Kingdom	
<b>Company Secretary</b>	<b>Liam O'Donoghue</b>	
<b>Registered Office</b>	201 Temple Chambers 3-7 Temple Avenue London EC4Y 0DT United Kingdom	
<b>Auditors to the Company</b>	<b>Crowe U.K. LLP</b> St Bride's House 10 Salisbury Square London EC4Y 8EH United Kingdom	
<b>Solicitors to the Company</b>	<b>Reed Smith LLP</b> The Broadgate Tower 20 Primrose Street London EC2A 2RS United Kingdom	
<b>Public and Investor Relations</b>	<b>Walbrook PR Ltd.</b> 4 Lombard Street London EC3V 9HD United Kingdom	
<b>Registrars to the Company</b>	<b>Share Registrars Limited</b> Suite E, First Floor 9 Lion and Lamb Yard Farnham Surrey GU9 7LL United Kingdom	
<b>Website</b>	<b><a href="http://www.motifbio.com">www.motifbio.com</a></b>	