

SCANCELL HOLDINGS PLC (the “Company”)

Notice of Availability – A Circular containing Notice of General Meeting is available to be viewed and downloaded on the Company’s website: Scancell.co.uk/Investors

General Meeting to be held on 20 October 2026

Proxy Form

Shareholder Name:	
Address:	

Before completing this form, please read the explanatory notes overleaf.

I /We being a member of the Company appoint the Chairman of the meeting or (see note 4 below)

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(insert name of proxy)

as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held on Tuesday 20 October 2026 at 11.00 a.m. at the offices of Cooley (UK) LLP at 22 Bishopsgate, London EC2N 4BQ and at any adjournment of the meeting (the “**General Meeting**”).

Please indicate the number of ordinary shares of nominal value 0.1 pence (£0.001) each in the capital of the Company (“**Ordinary Shares**”) in relation to which the named person is authorised to act as your proxy. If left blank the proxy will be authorised in respect of the full voting entitlement.

.....(insert number of Ordinary Shares proxy appointed over)

I/We direct my/our proxy to vote on the following resolutions (the “**Resolutions**”) as I/we have indicated by marking the appropriate box with an ‘X’. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

The full text of each Resolution is set out in the Shareholder Circular and Notice of General Meeting circulated by the Company on 2 October 2026, which you are encouraged to read.

Number	Resolution Summary	For	Against	Vote withheld
Ordinary Resolutions				
1.	To approve the consolidation of every 10 Existing Ordinary Shares of 0.1 pence each into 1 Consolidated Ordinary Share of 1 pence each.			
2.	To permit the Group’s borrowings to exceed the £1,000,000 cap imposed by Article 100.2 of the current Articles in connection with the Debt Facilities, and to authorise the Directors to enter into agreements and take all steps necessary to give effect to the Debt Facilities.			
3.	To approve, conditional on the passing of Resolutions 1 and 11 and with effect from Completion, the redesignation of a specified number of Consolidated Ordinary Shares held by the Redmile Funds as Non-Voting Ordinary Shares carrying the rights and restrictions set out in the Amended Articles.			
4.	To authorise the Directors under section 551 of the Companies Act 2006 to allot new Ordinary Shares (to be represented by ADSs) as merger consideration to Neuphoria stockholders on Completion pursuant to the Merger Agreement.			

5.	To authorise the Directors under section 551 of the Companies Act 2006 to allot new Ordinary Shares (including Ordinary Shares represented by ADSs) and Non-Voting Ordinary Shares to be issued pursuant to the Private Placement.			
6.	To authorise the Directors under section 551 of the Companies Act 2006 to issue Warrants to BlackRock in connection with the Debt Facilities.			
7.	To authorise the Directors under section 551 of the Companies Act 2006 to allot shares in connection with the conversion of certain amounts under the Debt Facilities into equity.			
8.	To authorise the Directors under section 551 of the Companies Act 2006 to allot additional shares in connection with the adjustment of the conversion price for the Convertible Loan Notes and the payment of accrued interest on conversion of the Convertible Loan Notes in shares.			
Special Resolutions				
9.	To empower the Directors under section 571 of the Companies Act 2006 to allot equity securities for cash in connection with the Private Placement without the application of statutory pre-emption rights under section 561 of the Act.			
10.	To empower the Directors under section 571 of the Companies Act 2006 to allot equity securities for cash on the exercise of the Warrants without the application of statutory pre-emption rights under section 561 of the Act.			
11.	To empower the Directors under section 571 of the Companies Act 2006 to allot equity securities for cash in connection with the conversion of the Debt Facilities without the application of statutory pre-emption rights under section 561 of the Act.			
12.	To empower the Directors under section 571 of the Companies Act 2006 to allot additional equity securities for cash in connection with the adjustment of the conversion price for the Convertible Loan Notes and the payment of accrued interest on conversion of the Convertible Loan Notes in shares.			
13.	To adopt new articles of association of the Company, conditional on and with effect from Completion, in substitution for the existing articles.			
Signature:		Name:		
		Date:		

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at 6.30 p.m. on 16 October 2026; or if the General Meeting is adjourned, at 6.30 p.m. on the day two days (excluding non-working days) prior to the adjourned General Meeting, shall be entitled to vote at the General Meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to vote at the General Meeting.

Website giving information regarding the General Meeting

2. Information regarding the General Meeting can be found at Scancell.co.uk/Investors under the section titled "2026 Capital Raise".

Appointment of proxies

3. If you are a shareholder of the Company (a "**Shareholder**") at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting. You can only appoint a proxy using the procedures set out in these notes.
4. A Shareholder entitled to attend and vote at the General Meeting may appoint one or more proxies to exercise all or any of such Shareholder's rights to attend, speak and vote at the General Meeting. A proxy need not be a Shareholder of the Company but must attend the General Meeting for the Shareholder's vote to be counted. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman of the meeting, you are responsible for ensuring that they attend the General Meeting and are aware of your voting intentions.
5. If a Shareholder appoints more than one proxy to attend the General Meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the Shareholder. To appoint more than one proxy, each different proxy appointment form must be received by our Registrars, Equiniti Limited, Highdown House, Yeoman Way, Worthing, BN99 6DA, or by scanning a signed copy and emailing this to ProxyVotes@equiniti.com as soon as possible and in any event not later than 11.00 a.m. on 16 October 2026.
6. 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 General Meeting.
7. To be valid any form of proxy and power of attorney or other authority under which it is signed or a notarially certified or office copy of such power of authority must be lodged with the Company's Registrars, Equiniti Limited, Highdown House, Yeoman Way, Worthing, BN99 6DA, or by scanning a signed copy and emailing this to ProxyVotes@equiniti.com so as to be received as soon as possible and in any event not later than 11.00 a.m. on 16 October 2026.
8. In the case of joint holders, any one holder may sign this form of proxy. The vote of the senior holder (first named registered Shareholder) who tenders a vote whether in person or by proxy will be accepted to the exclusion of votes from other joint holders.
9. In the case of a member which is a company, this form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or other duly authorised attorney or representative. Please enter the signatory capacity beneath signature.
10. If you have questions about voting, please contact the Company's Registrar, Equiniti Limited, by email at ProxyVotes@equiniti.com or you may call our Registrars on +44 (0)371 384 2050. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Our Registrar is open between 08:30 and 17:30, Monday to Friday excluding public holidays in England and Wales.
11. Submission of a proxy shall not preclude a member from attending and voting in person at the General Meeting or at any adjournment thereof.

Appointment of proxies through CREST

12. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by utilising the procedures described in the "CREST Reference Manual" issued by Euroclear UK & International

Limited (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.

13. In order for a proxy appointment 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 & International Limited’s (“**EUI**”) 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, Equiniti Limited (ID RA19), not later than 11.00 a.m. on 16 October 2026. 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 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.
14. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 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.
15. 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.

Proximity

16. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar, Equiniti Limited. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 11.00 a.m. on 16 October 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity’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.

Corporate representatives

17. A corporation which is a Shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a Shareholder provided that no more than one corporate representative exercises powers over the same Ordinary Shares.

Issued shares and total voting rights

18. As at close of business on 30 September 2026, the latest practicable date prior to the publication of the Circular and Notice of General Meeting, the Company’s issued share capital comprised 1,212,230,683 Ordinary Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 30 September 2026, the latest practicable date prior to the publication of the Notice of General Meeting is 1,212,230,683.

Electronic address

19. You may not use any electronic address (within the meaning of Section 333(4) of the Act) provided in the Notice of General Meeting (or in any related documents including this hard copy form of proxy) to communicate with the Company for any purposes other than those expressly stated.

Alterations

20. Any alteration made in this form of proxy should be initialled.