

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser (who in the United Kingdom should be authorised under the Financial Services and Markets Act 2000) or, if you are resident outside the United Kingdom, from another appropriately qualified independent financial adviser.**

If you have recently sold or transferred all of your shares in ProBiotix Health plc, please forward this document, together with the accompanying form of proxy, 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. If you have sold or transferred only part of your holding of shares in ProBiotix Health plc, please contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

This document is the responsibility of the Directors of ProBiotix other than Stephen O'Hara ("**Independent Directors**"). Stephen O'Hara is a Non-executive Director of the Company and also Chief Executive of OptiBiotix Health plc. As such, he has a conflict of interest and has not been involved in the preparation of this document.

**THE INDEPENDENT DIRECTORS RECOMMEND THAT SHAREHOLDERS VOTE AGAINST ALL THE RESOLUTIONS TO BE PROPOSED AT THE GENERAL MEETING**

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# ProBiotix Health plc

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 13723211)*

## Notice of Requisitioned General Meeting

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Notice of a General Meeting of the Company to be held at the offices of BPE Solicitors LLP, St James House, St James Square, Cheltenham GL50 3PR at 10.00 a.m. on 1 November 2024, is set out at the end of this document.

Please complete, sign and return the form of proxy, in accordance with the instructions printed thereon so as to arrive as soon as possible and, in any event, in order to be valid, so as to be received by Share Registrars Limited no later than 10.00 a.m. on 30 October 2024.

If you hold your shares in uncertificated form in CREST you may appoint a proxy or proxies by utilising the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual as set out in the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Share Registrars Limited (ID 7RA36), 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX no later than 10.00 a.m. on 30 October 2024.

The completion and return of a form of proxy (or the electronic appointment of a proxy) will not preclude you from attending and voting at the General Meeting in person if you so wish.

Copies of this document will be available at <http://www.probiotixhealth-ir.com/>.

## Letter from the Chairman of ProBiotix Health plc

# ProBiotix Health plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 13723211)

### Directors:

Adam Reynolds (*Non-executive Chairman*)  
Steen Andersen (*Chief Executive Officer*)  
Marco Caspani (*Non-executive Director*)  
Stephen O'Hara (*Non-executive Director*)  
Frederik Bruhn-Petersen (*Non-executive Director*)

### Registered Office:

First Floor  
Zucchi Suite  
Nostell Business Estate  
Wakefield  
WF4 1AB

15 October 2024

### To Shareholders

Dear Shareholder,

## ProBiotix Health plc

(*"ProBiotix" or the "Company"*)

### Notice of Requisitioned General Meeting

#### 1. Introduction

As announced on 25 September 2024, Platform Securities Nominees Limited ("**Platform**") submitted a requisition notice to the Company on 24 September 2024 (the "**Requisition**").

Platform is the legal holder of 8,643,583 ordinary shares of 0.05p each in the Company ("**Ordinary Shares**"), held as nominee on behalf of Seneca Partners ("**Seneca**"). The Ordinary Shares held by Platform include the interests of Seneca EIS (c/o WCS Nominees Ltd), Seneca Growth Capital and the personal holdings of six individuals connected to Seneca, which together represent 5.46 per cent. of the Company's current issued share capital.

The Requisition requires the Company to call a general meeting ("**General Meeting**") of the Company's shareholders ("**Shareholders**") pursuant to section 303 of the Companies Act 2006 ("**Act**"), to consider the resolutions proposed in the Requisition ("**Resolutions**"). The Resolutions to be tabled at the General Meeting propose to remove 2 existing Directors of the Company and any other Directors appointed after 24 September 2024.

The Requisition includes a statement from Seneca which the Company is required to circulate to Shareholders in accordance with section 314 of the Act ("**Statement**"). The Statement is set out in the Appendix at the end of this document. The board of directors of the Company ("**Board**") has not taken steps to verify the accuracy of the Statement and does not in any way support the statements contained in the Statement.

The Requisition has been made in the context of an ongoing and aggressive campaign by OptiBiotix Health plc ("**OPTI**"), the Company's main shareholder, to directly influence the management and future direction of ProBiotix, by pressing for the dismissal of Steen Andersen, the Company's CEO. These activities are in breach of OPTI's contractual obligations to not interfere with the running of the Company.

The purpose of this letter is therefore to provide Shareholders with detailed information about the background to the Requisition and for the Independent Directors to unanimously recommend that Shareholders **VOTE AGAINST ALL** the Resolutions to be proposed at the General Meeting.

## 2. Background to the Requisition

As Shareholders will be aware, ProBiotix was demerged from OPTI, and the Ordinary Shares were admitted to trading on the Aquis Growth Market, in March 2022 ("**Admission**").

At the time of Admission, OPTI and its Chief Executive, Stephen O'Hara ("**SOH**") (who was then also Chief Executive Officer of the Company), were required to enter into a Relationship Agreement ("**Agreement**") to ensure that ProBiotix was able to carry on its business independently of OPTI and to regulate the relationship between the Company and OPTI on an arm's length and normal commercial basis. Further information on the Agreement is set out in paragraph 5 below.

Since Admission, the Company and OPTI have taken mutually agreed steps to operationally separate the two businesses, a process which, as announced on 30 August 2024, is expected to be finally completed by the end of 2024.

In early July 2024, however, despite the explicit terms of the Agreement, Neil Davidson, Chairman of OPTI, told me, as Non-executive Chairman of PBX, that OPTI wanted Steen Andersen to be dismissed from his position as Chief Executive Officer of the Company. Since then, I have been repeatedly and aggressively pressured by Neil Davidson to dismiss Steen Andersen.

On 4 September 2024, ProBiotix announced that it had raised £1.23 million through a subscription for Ordinary Shares ("**Subscription**").

On 5 September 2024, OPTI released a hostile RNS, alleging improprieties with the shareholder authorities pursuant to which the Subscription shares were issued. PBX refuted these allegations in an announcement issued on 6 September 2024.

On 6 September 2024, I received a letter from OPTI, again demanding the dismissal of Steen Andersen, and threatening to requisition a General Meeting of ProBiotix if we failed to comply with that request by a given date. That letter said that OPTI had consulted with another "major shareholder" about its threatened requisition. Based on the information given in the OPTI letter, that "major shareholder" can only have been Seneca.

Any direct requisition request from OPTI would be in breach of the terms of the Agreement and no such request has ever been received from OPTI.

On 24 September 2024, the Company received the Requisition on behalf of Seneca.

## 3. The Seneca Requisition

The Statement from Seneca is set out in the Appendix at the end of this document. The Company's response to Seneca's representations is set out below.

### ***The September 2024 Share Subscription***

Earlier this year, ProBiotix sounded out potential investors about raising further funds ("**Fundraise**") for the Company. At the time, there was limited market appetite to inject fresh capital and, when approached about participating in the Fundraise, Seneca declined the offer to participate in the Fundraise. OPTI were also made aware of the Fundraise and the chance to invest, but were also not forthcoming with funds.

Subsequently, the Company announced its results (on 28 June 2024) for the year ended 31 December 2023, which included an emphasis of matter with regard to the Company's cash position and its future working capital requirements.

In April 2024, in the context of the Fundraise, ProBiotix held initial discussions with successful Danish investor and entrepreneur, Frederik Bruhn-Petersen, who had expressed an interest in making a significant investment in the Company. In August 2024, following further discussions between Mr Bruhn-Petersen and the Company, it was agreed that a company associated with Mr Bruhn-Petersen would subscribe £1.23 million for Ordinary Shares representing approximately 23 per cent. of the Company's enlarged issued share capital.

The proceeds of the Subscription allowed the Company to state that it now expected to be “fully funded, enabling it to fulfil all its working capital requirements with no recourse for further funding.” Given its recent unsuccessful attempts to raise money, the Board felt that this significant contribution from a supportive shareholder was an unquestionably successful outcome for all Shareholders.

Moreover, the Subscription represented the most efficient route to secure funds quickly and cost effectively, with minimal associated costs.

The August 2024 negotiations about the Subscription took place when the Company’s share price was trading at a mid-price of 4p. In his negotiations with the Company, Mr Bruhn-Petersen referenced market transactions in Ordinary Shares on 20 August 2024, 21 August 2024 and 23 August 2024, which all took place at 3.35p per share. As a result, 3.35p was therefore agreed to be the reference market price for the Subscription and Mr Bruhn-Petersen agreed to pay a small premium to this market price – 3.36p per share. This agreement as to the Subscription price was reached on 30 August 2024.

After the necessary formalities of the Subscription were completed, the Subscription was announced on 4 September 2024, two business days after the Company’s interim results were published on 30 August 2024.

The share price rise between the announcement of the interim results and the announcement of the Subscription reflected the strength of the Company’s interim results and subsequent positive comment on those results.

Prior to the Company’s receipt of the Requisition, when the Company became aware that Seneca had expressed concerns about the Subscription, Seneca was approached about subscribing itself at 3.36p per share but declined that opportunity.

#### **“Migration” to Denmark**

At no time prior to the Requisition had Seneca communicated this ‘concern’ to the Company. However, the Company is aware that such a ‘concern’ had previously been expressed by SOH, on behalf of OPTI, to the Regulatory Department at the Aquis Stock Exchange.

In any event, the suggestion that our operations would move to Denmark now, or indeed at any point in the future, is fundamentally untrue.

When Steen Andersen was recruited to his post of Chief Executive of the Company, by SOH, his employment contract clearly stated that Steen would be working from Copenhagen. As a Danish national, and with increasing plans to grow the Company’s sales footprint in Europe, it would be logical that Steen Andersen would look to expand his team in this location. However, the Company continues to retain its marketing function in the UK and, as evidenced in recent announcements, the Company’s geographic expansion beyond Europe is clearly focused on the US, Latin America and Asia.

Regardless of the inaccuracy of Seneca’s assertions about migration to Denmark, it is nevertheless a depressingly xenophobic claim for anyone to make in the context of ProBiotix’s global aspirations.

#### **4. The ‘Real’ Requisition**

Given the background to the Requisition discussed above, the Company was surprised that, in OPTI’s response to the announcement of the Requisition on 26 September 2024, Chairman Neil Davidson felt able to comment in a way that implied OPTI was wholly detached from Seneca’s actions:

*“I am sure that Seneca Partners have only taken this action as an institutional shareholder after much careful consideration and for good reason.*

*Shareholder activism led by institutional shareholders is an important aspect of corporate governance and should generally be seen as an indication that serious failings have been identified which need to be addressed in the best interests of all shareholders.”*

The Company was equally surprised by the reference to “serious failings” in OPTI’s announcement, given the complete lack of evidence for this in the Statement and in reality. We totally refute these unfounded and unsubstantiated allegations, which are entirely without merit.

As Shareholders will have seen from some of our recent announcements, the growth trajectory of ProBiotix is robust and the Independent Directors believe that the Company will continue to prosper.

**OPTI's statement further underscores our belief that the Requisition is actually driven by OPTI's agenda and its desire to regain control of ProBiotix for its own benefit only.**

### ***Relative Trading Performance***

#### *ProBiotix*

ProBiotix continues to develop probiotics to tackle cardiovascular metabolic health and other lifestyle conditions which continue to affect increasing numbers of people across the world.

Although the Company is still at a relatively early stage of its journey, it is starting to make significant progress, as demonstrated by our recent strong trading momentum. This is in no small part thanks to the tireless efforts of your Chief Executive, Steen Andersen.

The Company's interim results for the six months to 30 June 2024 demonstrated the ongoing momentum in the business, with turnover increasing 84 per cent. to £1.01m and gross profit margins rising significantly. It was also stated that current trading was showing strong momentum, as recently confirmed in our Q3 trading update (for the 9 months to 30 September 2024). This revealed sales increasing by 39 per cent. to £1.525m (2023: £1.099m) and gross profit up 40 per cent. to £0.87 million, with gross profit margins edging up to 58 per cent. (2023: 57 per cent. ).

Following the success of one of our key commercial US partners on Amazon and with the launch in 2,000 Target stores, a further sales push in the US is planned for Q4 2024. Moreover, two leading US supplement brands have successfully developed line extension products based on LPLDL<sup>®</sup>. Both companies are looking at 2025 product launches in both physical stores as well as online.

The short and medium-term focus of the Company remains to build its customer acquisition in Europe and to establish a commercial platform in North America. ProBiotix has previously set out its strategy, which details the belief of the Independent Directors that over the next five years the Company is on track to reach planned sales of at least £10m, while moving the balance of the business from bulk sales of LPLDL<sup>®</sup> to capture a larger part of the value creation and build up additional barriers around the business.

Driven by the successful stewardship of Steen Andersen, the Company has onboarded more than 10 new customers over the past two years and has established a strong sales pipeline with more than 30 active sales projects. Recent new strategic deals include commercial partnership agreements in China, with DanCare Health, in Greece, with Eifron SA, in the Ukraine with Deutsch-Pharm and in Mexico with Raff. Further distributor agreements are currently in negotiation which would open up yet more channels to the Company.

Since our demerger we have continued to win new distributor partnerships, gain more customers, reduce losses and, crucially, drive our sales higher.

#### *OPTI*

In marked contrast, the recent interim results for OPTI show a business (now smaller than ProBiotix in terms of sales) very clearly going in reverse.

In the six months to 30 June 2024, OPTI's sales fell 21 per cent. to £276,000. (The Independent Directors believe that at least 20 per cent. of OPTI's sales relate to online sales of the CholBiome<sup>®</sup> brand containing ProBiotix's LPLDL<sup>®</sup>, which is sold by OPTI under a licensing agreement with the Company. This agreement is currently terminable by ProBiotix on giving 6 months' notice.) During the same reporting period, OPTI's operating losses increased 40 per cent. to £1.066m and the pre-tax loss jumped 51 per cent. to £2.8m (H1 2023: £1.85m).

As at 30 June 2024 OPTI had a cash balance of £1.26m. Based on these most recent numbers, the Independent Directors estimate OPTI to be burning c.£140,000 of cash every month due to a bloated overhead and its struggle to gain commercial traction for its products. The Independent Directors believe

that if these monthly losses continue, OPTI will be forced to launch a rescue financing before the end of Q1 2025.

**The Independent Directors believe that this is where the real reason for the Requisition lies – a dire and pressing need for OPTI to re-integrate ProBiotix and utilise ProBiotix’s cash to provide the funding OPTI will soon require.**

## **5. Relationship Agreement and OPTI’s recent conduct**

Under the terms of the Relationship Agreement dated 31 March 2022 between (1) OPTI, (2) Peterhouse Capital Limited (“**Peterhouse**”), (3) SOH and (4) the Company, OPTI undertook to act in the manner set out below as regards its shareholding in the Company:

- (a) *clause 3.1.1 of the Agreement requires OPTI to exercise its powers to ensure that the Company can carry on its business independently of OPTI.*

Notwithstanding the provisions of clause 3.1.1, OPTI has spent the last four months actively pressing for the dismissal of Steen Andersen.

- (b) *clause 3.1.4 of the Agreement requires OPTI to exercise its powers to ensure that the Company is managed for the benefit of all members as a whole.*

The removal of Steen Andersen as the Company’s CEO would cause immense disruption to the business of the Company, to the detriment of all Shareholders.

Incredibly, neither OPTI (nor Seneca) have ever suggested a replacement for Steen Andersen, merely requiring that he be dismissed. Leaving the Company leaderless at such a crucial juncture is not for the benefit of Shareholders.

The Company would be without a CEO for the period it took to find a replacement and would have to bear the cost of Steen’s lengthy notice period. Moreover, the Company’s employees in Denmark would very likely resign in protest, as they were recruited by, and are loyal to, Steen Andersen.

The Independent Directors believe that the dismissal of Steen Andersen would likely cripple the Company’s business. Such an action cannot be said to be for the benefit of Shareholders as a whole and so clearly breaches clause 3.1.4.

- (c) *clause 3.2.7 of the Agreement requires OPTI not to influence the day-to-day running of the Company or any member of the Company’s group.*

Requiring Mr Andersen to be removed as a Director is a direct breach of this obligation;

- (d) *clause 3.3 of the Agreement requires OPTI not to requisition a shareholder meeting to consider (or exercise its voting control in favour of) a resolution to appoint or remove any director of the Company except with the prior written approval of Peterhouse.*

In its announcement of 26 September 2024 reacting to the Requisition, OPTI said that it intended to vote its holding in support of the Resolutions proposed by Seneca. This would be a clear breach of clause 3.3 of the Agreement.

Under the terms of clause 5 of the Agreement, SOH undertook to the Company and Peterhouse that he would neither personally, nor in concert with OPTI, cause OPTI to breach clauses 3.1, 3.2 or 3.3 of the Agreement. Given his position as Chief Executive of OPTI and in light of assertions made to the Company by OPTI that all of its directors support the dismissal of Steen Andersen, the Independent Directors believe that SOH is also in breach of the Agreement.

**The Agreement was specifically designed to protect all Shareholders from unnecessary and unwarranted influence by the Company’s major Shareholder, OPTI. The Independent Directors believe that the continual breaches of the Agreement by OPTI and its Chief Executive, SOH, demonstrate that neither OPTI nor SOH have any regard for their legal obligations under the Agreement or for Shareholders’ interests.**



## 6. Steen Andersen

It is worth providing Shareholders with some further background as to the credentials of Steen Andersen and the rationale for his Board appointment. Mr Andersen was previously Chief Executive of probiotic specialist Bifodan, which developed and manufactured probiotics for the global dietary supplementary industry. He worked there for 10 years with the initial phase involving a turnaround of the business as the Company was in need of significant remedial work. Mr Andersen developed a clear strategy and shaped, as well as professionalised, the company which led to wider global sales and increased profitability; he took Bifodan through two exits within two years.

Bifodan was first sold to a US private equity house for 19x EBITDA (in 2019) and secondly (in 2021) to ADM (for 24x EBITDA) following its continued successful growth. When Mr Andersen joined the business, it was loss making and had sales of approximately £5m; when he left, sales had increased significantly to approximately £17m and it was highly profitable. During his tenure, new major customers he secured included Amway, Chr. Hansen, Takeda and Bayer. Moreover, the customer base grew from three customers which accounted for 80 per cent. of the business to a portfolio of 50 strong diversified customers with no single customer accounting for more than 10 per cent. of sales.

As further evidence of his ability to deliver, Non-Executive Director Marco Caspani has made the following comment:

*"I have had the pleasure of working with Steen for over a decade, and during this time, I have come to deeply appreciate his extensive experience and profound knowledge in the industry. His expertise spans a wide array of areas, and he consistently brings strategic insights and pragmatic solutions to every challenge he encounters. This combination of strategic vision and a hands-on approach has been instrumental in driving the success of every business he has been involved with.*

*One of Steen's greatest strengths is his exceptional ability to build and nurture strong, lasting relationships with key stakeholders, both internally and externally. Whether collaborating with colleagues or liaising with clients, Steen has cultivated a network of trust and cooperation that has greatly benefited our organisation. These relationships are invaluable, and his ability to manage and strengthen them is a testament to his outstanding interpersonal skills.*

*In my opinion the loss of Steen would pose a significant risk to the strategic development of our company. His departure could destabilise the crucial internal and client-facing relationships he has cultivated over the years, which would jeopardise our ability to maintain the momentum we have built under his leadership."*

When Mr Andersen's appointment as Chief Executive was announced on 14 June 2022 (though there was a notice period for him to honour thereafter), SOH commented: "Steen's industry reputation, network of contacts, experience and track record of growing sales and profitability will help accelerate the growth and recognition of ProBiotix Health in its next phase of evolution."

Mr Andersen joined the Company officially on 2 January 2023 with the following comment made by SOH in the 2022 Annual Report (which was issued on 28 June 2023):

*"This appointment was part of a long-planned strategy to appoint an experienced industry business leader to the Company to drive sales and profitability."*

**The Independent Directors believe that all these comments remain accurate, particularly in light of the substantial growth ProBiotix has achieved and the positive opportunities ahead for the Company.**

## 7. The Independent Directors' opinion on the Requisition

The Independent Directors' opinion on each of the Resolutions is set out below.

### 1. To remove Steen Andersen as Chief Executive

The Independent Directors (excluding Steen Andersen) confirm their undivided confidence in Steen Andersen and remain fully supportive of retaining him as Chief Executive.

Seneca and OPTI have given little grounds as to their reasons to remove Steen Andersen from his post of Chief Executive. **Crucially, neither Seneca nor OPTI have ever suggested a replacement for Steen Andersen, merely requiring that he be dismissed. This is clearly not in the best interests of Shareholders and cannot be supported.**

***The Independent Directors (excluding Steen Andersen) therefore recommend that all Shareholders vote AGAINST Resolution 1.***

The Independent Directors resolutely believe that, as a small company, Steen is a 'Key Man' risk and to lose him at this stage of our development would be a huge blow for the Company. As has been outlined, not only would his removal prove a costly exercise (not least due to no historic failings or need for any disciplinary procedure) it would put at risk a number of key customer relationships.

Recent news confirms that the Company is gaining distributors, winning new clients and growing its sales; this is due to a stable management structure under the leadership of Steen Andersen. Contrast this with OPTI, which, under SOH, has been through a number of executive Directors. The stability of quality management at ProBiotix is the driver to the success of our Company.

The Company has secured sizeable contracts and a number of new distribution agreements under Steen's leadership, the full benefit of which will be felt in FY25 and beyond.

*2. To remove Frederik Bruhn-Petersen as a Non-Executive Director*

The Independent Directors (excluding Frederick Bruhn-Petersen) confirm they are fully supportive of retaining Frederik Bruhn-Petersen as a Non-executive Director.

***The Independent Directors (excluding Frederik Bruhn-Petersen) therefore recommend that all Shareholders vote AGAINST Resolution 2.***

The Independent Directors (excluding Frederik Bruhn-Petersen) believe that, following the Subscription and the commitment shown by the family business of Frederik Bruhn-Petersen (the father of Frederik Bruhn-Petersen, who shares the same name) it is entirely appropriate for Frederik Bruhn-Petersen to be a Non-executive Director of the Company. He provides a useful and complementary range of skills to the Board, as proven by his historic corporate track record.

*3. To remove any person appointed by the Board, after the date of this notice\*, as a Director of the Company.*

\* being 24 September 2024, the date of the Requisition.

ProBiotix has not appointed anyone else to the Board apart from Frederick Bruhn-Petersen and has no intention to appoint anyone else currently to the Board. This resolution would appear to be little more than an attempted 'spoiling tactic'.

***The Independent Directors therefore recommend that all Shareholders vote AGAINST Resolution 3.***

## **8. General Meeting**

As mentioned above, the General Meeting has been requisitioned by Platform pursuant to section 303 and 314 of the Act. Pursuant to section 314 of the Act, Platform have requested the Company to circulate to Shareholders the Statement at the same time as the Notice of General Meeting is circulated to them. The Statement is set out in the Appendix to this document.

A summary and brief explanation of the resolutions to be proposed at the General Meeting is set out below. Please note that this is not the full text of the Resolutions, and you should read this section in conjunction with the Resolutions contained in the Notice at the end of this document. The following resolutions will be proposed at the General Meeting:

**Resolution 1**, which will be proposed as an ordinary resolution, is to remove Steen Andersen as a Director of the Company.



**Resolution 2**, which will be proposed as an ordinary resolution, is to remove Frederik Bruhn-Petersen as a Director of the Company; and

**Resolution 3**, which will be proposed as an ordinary resolution, is to remove any person appointed by the Board, after the date of this notice\*, as a Director of the Company.

\*being 24 September 2024, the date of the Requisition.

The General Meeting will be held the offices of BPE Solicitors LLP, St James House, St James Square, Cheltenham GL50 3PR at 10.00 a.m. on 1 November 2024.

## **9. Action to be taken by Shareholders**

A form of proxy for use at the General Meeting is enclosed. Whether or not you intend to attend the General Meeting in person, you are requested to complete and sign the form of proxy and return it to the Company's Registrars at 3 The Millennium Centre, Crosby Way, Farnham, GU9 7XX, so as to arrive no later than 10.00 a.m. on 30 October 2024. The return of a form of proxy will not prevent you from attending the General Meeting and voting in person should you wish to do so.

## **10. Importance of the vote**

The Independent Directors believe that Shareholders are faced with a stark choice. If the Resolution to dismiss Steen Andersen is approved, the Company will be in an extremely vulnerable position, which could also lead to the exit of other key personnel. Steen's dismissal would trigger a high risk that the Company would lose its strategic direction, through the loss of significant sales and partnership agreements and thus disrupt the clear strategy towards profitability.

**Neither Seneca nor OPTI have ever suggested a replacement for Steen Andersen; they simply insist that he be dismissed. The Independent Directors believe that to act as requested by Seneca and OPTI would be reckless and irresponsible and demonstrably not in the best interests of Shareholders. The proposal to dismiss Steen Andersen cannot be justified or supported.**

Not only would the dismissal of Steen Andersen be costly, due to the sums which would be owed to him under his employment contract, but it would also leave the Company without the leadership it needs and the ability to continue to negotiate new customer agreements at a highly critical stage in its development.

For the many reasons set out in this document, the Independent Directors strongly urge shareholders to **vote against the Resolutions** and allow the Board to continue to drive value by furthering the expansion of your Company.

Now that the Company is finally fully funded, we can push decisively toward our medium term objective of delivering a business capable of achieving annual sales of at least £10m.

The continued leadership of Steen Andersen is absolutely fundamental to the successful execution of this strategy.

**The dismissal of Steen Andersen is not in the best interests of Shareholders.**

## **11. Recommendation of the Independent Directors**

**As Steen Andersen and Frederik Bruhn-Petersen are, respectively, the subjects of Resolution 1 and Resolution 2, they have not participated in the recommendation in respect of Resolution 1 and Resolution 2 respectively.**

**The Independent Directors (other than Steen Andersen in respect of Resolution 1 and Frederik Bruhn-Petersen in respect of Resolution 2) firmly believe that the Resolutions are NOT in the best interests of the Company and its Shareholders as a whole.**

**Accordingly, the Independent Directors (other than Steen Andersen in respect of Resolution 1 and Frederik Bruhn-Petersen in respect of Resolution 2) recommend that Shareholders vote AGAINST all the Resolutions as the Independent Directors, and parties associated with them, intend to do in respect of their aggregate shareholdings of 36,302,857 Ordinary Shares, representing 22.95 per cent. of the issued share capital of the Company.**

Yours sincerely,

**Adam Reynolds**  
*Chairman*

## APPENDIX

### Statement from Seneca

The Company is required to circulate the Statement in accordance with section 314 of the Act. The Company has not taken steps to verify the accuracy of the Statement and does not in any way support the statements contained in the Statement. The full text of the Statement is set out below.

“To the shareholders of ProBiotix Health plc

Dear Shareholders,

We are writing to you today on behalf of our investors, who combine as the largest institutional shareholders in ProBiotix Health plc (“**PBX**”), representing a holding in excess of 5 per cent. (recently diluted from 7.1 per cent.), in order to highlight to you our concerns about the Company and to set out a possible way forward.

We are concerned that the directors of PBX chose to announce the recent subscription at a price of 3.36 pence without any prior consultation with ourselves or the other significant shareholders. The price of 3.36 pence appears to have been offered to investors who are well known to members of the Board, causing in our view excessive dilution to existing shareholders.

The discount to the share price at the close of business the prior trading day was an alarming 36 per cent. and the discount to the average closing price over the prior 14 days was 16 per cent. – we consider this to be of particular note when reviewed alongside commentary included within its interim results announcement on 30 August, which stated:

*“The performance of the first six months of the years and the increasing market opportunity allows the Board to remain confident and filled with enthusiasm when it comes to the short as well as the long-term potential for creating value and return for the Company and its investors.”*

It is our view that this subscription was clearly not in keeping with creating value for investors and has left us questioning the motivation and rationale for this share issue. The discount appears excessive and the level of funds raised appears in our view to be driven by the preferred investment size of the investor, as well as the pre-authorised limit, rather than the actual cash requirements of the business.

We are also concerned that PBX’s Aquis adviser did not require, or at least strongly recommend to the Board, that they consult with the significant shareholders formally, or at least informally, before proceeding with the subscription. All of this comes despite Seneca having open dialogue with the Board within the last month, where the cash position was described as being “ahead of plan” and noting that commercial developments were progressing well.

The interims also gave no indication of a potential fundraise nor did the notice of annual general meeting at which the authority was sought – the annual general meeting was held on 8 August 2024 and this highly dilutive fundraise has come less than a month later. We therefore have to assume that in all likelihood members of the board knew about and/or had planned this subscription at the time interim results were released and the notice of annual general meeting despatched, but chose to give no warning to shareholders of the planned dilutive issue. We believe that this was disingenuous if not misleading and we (and other major shareholders) would not have voted in favour of the authority to allot shares on a non-pre-emptive basis if we had known or had cause to suspect how the authority would be used.

Our concern here is that the share issue has resulted in an erosion of trust and undermines all the principles of good investor relations. The lack of a retail offer alongside this fundraise, something which is actively encouraged by advisers and regulators as good practise, was of particular note.

As a responsible institutional shareholder, we feel obliged to step in and are not prepared to accept conduct of this nature. We share the concerns of many other shareholders, some of whom have voiced these views in public and on bulletin boards. We have an overriding concern that this is the first step in a very unwelcome strategy which has been formulated by Mr Andersen. We are also not prepared to see a person who is clearly well known to Mr Andersen join the Board in such circumstances. As such, we are taking this action to allow all shareholders to express their views as to the actions of Mr Andersen.

We are also concerned that PBX appears to be taking steps to gradually migrate its main business and operations to Denmark, and this pattern of behaviour, lack of communication with shareholders generally and lack of transparency, has now gone too far in our opinion. This is the reason for our initiating this action before any more actions are taken that could further impact shareholder value. We are seeking to give all shareholders the right to vote in accordance with their views and without having to wait until the next annual general meeting.

We have spoken with the other significant shareholders prior to taking this action and whilst they are unable to sign the document initiating this requisition themselves, they have told us they intend to vote with us in favour of the resolutions that we have required to be sent out to you. Nevertheless, due to the heavy dilution that we have all suffered, due to the actions of the Board, we will need your support to ensure that the resolutions are passed.

We are confident that PBX has the potential to succeed and continue to capitalise on increasing momentum in its core markets, however, we believe that there is an urgent need to remove certain members of the board to protect shareholders' investment.

In summary, we therefore strongly urge shareholders to vote in favour of the resolutions that will be proposed at the forthcoming general meeting of the Company as we believe that this is the only way that shareholders can be assured that the value of their investment will not be further eroded and/or diluted.

Yours sincerely,

**Matt Currie**  
*Seneca Partners Limited*

## NOTICE OF GENERAL MEETING

# ProBiotix Health plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 13723211)

Notice is hereby given that a general meeting (“General Meeting”) of ProBiotix Health plc (“Company”) will be held on Friday, 1 November 2024 at 10.00 a.m. at the offices of BPE Solicitors LLP, St James House, St James Square, Cheltenham GL50 3PR to consider and, if thought fit, pass the resolutions below as ordinary resolutions. Words and expressions used or defined in the circular to Shareholders of even date herewith and of which this notice forms part shall have the same meaning in this notice.

### ORDINARY RESOLUTIONS

1. To remove Steen Andersen as a Director of the Company.
2. To remove Frederik Bruhn-Petersen as a Director of the Company
3. To remove any person appointed by the Board, after the date of this notice\*, as a Director of the Company.

\* being 24 September 2024, the date of the Requisition.

By order of the Board

**Mark Collingbourne**  
Company Secretary

15 October 2024

*Registered office:*  
First Floor  
Zucchi Suite  
Nostell Business Estate  
Wakefield  
WF4 1AB

Notes:

1. Only those shareholders registered in the Company’s register of members at:
  - 10.00 a.m. on 30 October 2024; or,
  - if the General Meeting is adjourned, at the time of the adjourned meeting two working days prior to the adjourned meeting,shall be entitled to attend, speak and vote at the General Meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
2. If you are a shareholder who is entitled to attend and vote at the General Meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a form of proxy with this Notice of General Meeting. A proxy does not need to be a shareholder of the Company but must attend the General Meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
3. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, you may photocopy the form of proxy or request additional copies of the form of proxy from Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, GU9 7XX, tel: 01252 821390. You will need to state clearly on each form of proxy the number of shares in relation to which the proxy is appointed. If you wish your proxy to speak on your behalf at the General Meeting, you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
4. Shareholders can:
  - Appoint a proxy or proxies and give proxy instructions by returning the enclosed form of proxy by post (see note 6).
  - If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 7).
5. 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.
6. You can register your vote(s) for the General Meeting either:
  - by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the “Proxy Vote” button and then following the on-screen instructions;

- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this Notice;
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 7 below. In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 10.00 a.m. on 30 October 2024.

The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the form of proxy, the form must be:

- completed and signed;
- sent or delivered to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, GU9 7XX; and
- received by Share Registrars Limited no later than 10.00 a.m. on 30 October 2024.

In the case of a shareholder which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.

If you have not received a form of proxy and believe that you should have one, or if you require additional forms of proxy, please contact Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, GU9 7XX, tel: 01252 821390.

7. 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) 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 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.

For a proxy appointment or instructions 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 & International Limited's ("EUI") 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 10.00 a.m. on 30 October 2024, or, in the event of an adjournment of the General Meeting, 48 hours (excluding non-business days) before the adjourned meeting. 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.

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 message. 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/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 as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

8. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
9. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy form of proxy and would like to change the instructions using another hard-copy form of proxy, please contact Share Registrars Limited, The Courtyard, 3 The Millennium Centre, Crosby Way, Farnham, GU9 7XX, tel: 01252 821390.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

10. A shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, GU9 7XX. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. 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.

The revocation notice must be received by Share Registrars Limited no later than 10.00 a.m. on 30 October 2024.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the General Meeting and vote in person.



Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.

11. 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 share.
12. You may not use any electronic address provided either:
  - in this Notice of General Meeting; or
  - any related documents (including the chairman's letter and form of proxy),to communicate with the Company for any purposes other than those expressly stated.

