MAXCYTE INC. ("MAXCYTE" OR THE "COMPANY")

PROPOSED AIM DELISTING – FREQUENTLY ASKED QUESTIONS

1. WHAT IS HAPPENING?

On 15 April 2025, it was announced that the Company's board of directors (the "**Board**") had resolved to cancel the admission of the Company's common stock (the "**Common Stock**") to trading on AIM (the "**AIM Delisting**"). Following the AIM Delisting (assuming it is approved by stockholders), the Common Stock will remain listed on the Nasdaq Global Select Market ("**Nasdaq**") and all public trading of the Common Stock will take place on that exchange.

The Company will seek stockholder approval for the AIM Delisting at its annual meeting of stockholders, which will be held at 11.00 a.m. Eastern Time (4.00 p.m. UK time) on Wednesday 18 June 2025 at 9713 Key West Avenue, Suite 400, Rockville, Maryland, 20850 (the "**Annual Meeting**"). The Company has today filed a preliminary proxy statement with the U.S. Securities and Exchange Commission (the "**SEC**") in relation to seeking stockholder approval for the AIM Delisting and the other matters to be voted on at the Annual Meeting, and intends to mail a definitive proxy statement to holders of its Common Stock on the record date soliciting their proxy to vote at the Annual Meeting in due course.

A further announcement will be made upon the final proxy statement being published and made available on MaxCyte's website. Such announcement will confirm the final date for the AIM Delisting.

If stockholder approval is received at the Annual Meeting, the AIM Delisting is expected to take effect at 7.00 a.m. UK time on Thursday 26 June 2025.

2. WHY IS THE COMPANY PLANNING TO DELIST FROM AIM?

The Board is seeking to implement the proposed AIM Delisting for the following reasons:

- An increasingly smaller proportion of trading in the Common Stock is conducted on AIM (via CREST Depository Interests ("**CDIs**") compared to Nasdaq and a continuation of the decline in this proportion would likely lead to a decrease in the liquidity of the Common Stock trading on AIM.

- The AIM Delisting is expected to further enhance the liquidity of trading in the Common Stock by combining on Nasdaq the volume of transactions from both Nasdaq and AIM.

- The cost of maintaining its AIM listing and complying with the AIM Rules for Companies is duplicative of that for complying with the ongoing Nasdaq listing requirements, as well as other U.S. requirements.

- Time spent by internal financial and legal staff on compliance with the AIM Rules for Companies is duplicative of that required for compliance with the Nasdaq listing rules.

- The Common Stock will continue to be listed on Nasdaq with no interruption in trading activity.

- The Directors believe that the Company has successfully achieved its objectives of the AIM admission, having raised significant growth capital, expanded the Company's cell therapy business to Europe and enhanced the Company's profile and product awareness amongst current and prospective customers, partners and suppliers, as stated in the Company's AIM admission document published in March 2016.

- The AIM admission has proved to be an important and effective stepping stone in the Company's development and growth. However, given the volume of trading occurring on Nasdaq, the Board believes that the future benefits of AIM admission are limited. However, following the AIM Delisting, the Company will continue to engage with UK based Shareholders.

Accordingly, the Board believes that it is no longer in the best interests of the Company or its stockholders as a whole for the Company to retain admission of the Common Stock to trading on AIM.

3. IS THERE A STOCKHOLDER VOTE TO APPROVE THE AIM DELISTING?

We will be seeking the prior consent of holders of seventy-five per cent. (75%) of the voting power of all of the then outstanding shares of capital stock given at the Annual Meeting to effect the AIM Delisting.

The requirement to seek stockholder approval for the AIM Delisting was included in the Company's certificate of incorporation at the time of its admission to trading on AIM in 2016. The certificate of incorporation provides that the AIM Delisting requires the consent of 75 per cent. of the voting power of all of the outstanding shares of capital stock given at a meeting of the stockholders.

A shareholder vote is not required pursuant to Rule 41 of the AIM Rules for Companies.

Stockholder consent will be sought at the Annual Meeting. Details of the Annual Meeting, including how stockholders may attend remotely, will be set out in the definitive proxy statement.

4. WHAT WILL THE EFFECT OF THE AIM DELISTING BE?

If the AIM Delisting is approved at the Annual Meeting, stockholders will no longer be able to buy and sell the Common Stock on AIM. The last day of dealings of the Common Stock on AIM is expected to be Wednesday 25 June 2025. Thereafter, subject to the AIM Delisting proceeding, there will be no public market in the United Kingdom on which the Common Stock can be traded, and the Common Stock will only be tradeable on Nasdaq.

Following the AIM Delisting taking effect, the Company will no longer be subject to the AIM Rules for Companies or be required to retain the services of an independent nominated adviser. The Company will also no longer be subject to the QCA Corporate Governance Code or be required to comply with the continuing obligations set out in the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority or, provided the Company's securities remain outside of the scope of the regulation, the UK Market Abuse Regulation. In addition, the Company and its stockholders will no longer be subject to the provisions of the AIM Rules for Companies relating to the disclosure of changes in significant shareholdings in the Company and the related provisions in the Company's certificate of incorporation will cease to have effect.

The Company will, however, continue to comply with all regulatory requirements for its Nasdaq listing of the Common Stock, including all applicable rules and regulations of the SEC and other US requirements.

Stockholders will continue to be notified in writing of the availability of key documents on the Company's website, including publication of documents filed with the SEC, as well as annual meeting documentation.

Following the AIM Delisting, the Company will continue to engage with UK based Shareholders.

The Company will remain incorporated under the laws of the State of Delaware in the U.S. The rights of stockholders will remain governed by Delaware law and by the Company's certificate of incorporation and bylaws.

As a Delaware company, the Company has never been subject to the provisions of the City Code on Takeovers and Mergers.

Following the announcement, and prior to the effective date of the AIM Delisting, holders of the Common Stock may choose to sell or otherwise dispose of their Common Stock. Any such sales of the Common Stock, if significant, could have a negative effect on the value of the Common Stock as well as the trading price of the Common Stock on AIM and Nasdaq, which could inhibit other stockholders' ability to sell or dispose of their Common Stock at current trading prices.

5. I CURRENTLY HOLD MY COMMON STOCK IN CREST - HOW CAN I HOLD MY COMMON STOCK AFTER THE AIM DELISTING?

Since the Company's dual-listing on Nasdaq in 2021, holders in CREST in the UK have held via CDIs which represent the Common Stock held by CREST International Nominees Limited (the "**CREST Nominee**"), as custodian in the Depository Trust Company ("**DTC**") clearance system for CREST Depository Limited, a subsidiary of Euroclear UK & International Limited (the "**CREST Depository**"), which is the depositary and issuer of the CDIs.

A CDI is a security constituted under English law issued by the CREST Depository that represents an entitlement to international securities, in this case the Common Stock. A CDI is issued by the CREST Depository to CREST members and represents an entitlement to identifiable underlying securities. Each CDI represents a share of Common Stock held by the CREST Nominee as custodian in the DTC clearance system for the CREST Depository as the depositary and issuer of the CDIs. The CREST Depository's relationship with CDI-holding CREST members is governed by the CREST Deed Poll and CREST International Manual.

If you currently hold CDIs in CREST you will have the following options:

(a) You may choose to continue holding through CDIs in CREST

You may continue to hold CDIs in CREST following the AIM Delisting. However, there will be no UK trading venue for the Common Stock.

Holding by way of a CDI will entail international custody costs and certain differences in the nature, range and cost of corporate services, including with respect to the manner in which voting rights can be exercised in person or by proxy, relative to a direct holding of the Common Stock.

CREST members who anticipate continuing to hold their investment in the Common Stock in CREST via CDIs should familiarise themselves with the CDI service offering, details of which are included in the CREST International Manual and the terms of the CREST Deed Poll.

Your CDIs will remain outstanding until you elect to cancel them and move to holding via a broker in DTC (see (b) below) or in registered form via the DRS (see (c) below).

(b) You may choose to cancel the CDIs and hold via DTC

To hold via DTC, you will need to engage a US brokerage firm that is a DTC participant. You will need to request the cancellation of the CDIs and the release of the underlying Common Stock from the DTC participant account of the CREST Nominee to the DTC account of your US broker in accordance with Euroclear's standard protocols.

For further information, please contact your current brokerage firm/nominee, who will also be able to advise you of any charges and timings for completion.

(c) You may choose to cancel the CDIs and hold your Common Stock in registered form in the DRS

You may cancel the CDIs and hold your Common Stock in registered form directly on the Company's share register in the Direct Registration System ("**DRS**") maintained by the Company's transfer agent, Computershare Trust Company, N.A. in the United States.

The DRS allows registered securities to be held in electronic form without having a physical share certificate issued as evidence of ownership. DRS has been used in the US market for over 10 years and is supported by the SEC and Nasdaq (amongst others). With DRS, stockholders can own and transfer securities electronically, while enjoying the convenience and safety of a paperless transaction. Stockholders retain all rights and privileges of stock ownership, including voting and dividend rights. Proxy materials, annual reports and other stockholder communications will be mailed from the Company and/or its voting agent directly to those who hold their Common Stock through DRS.

DRS provides an attractive and convenient alternative to holding physical stock certificates. DRS statements can also be easily replaced if ever misplaced. DRS eliminates a stockholder's risk of loss, theft or destruction of certificates, plus the time and expense to replace a lost certificate. It eliminates the cost of maintaining a secure place to keep stock certificates, makes stock transactions faster and easier and saves the Company unnecessary printing and mailing expenses.

Alternatively, if you no longer wish to maintain an equity interest in the Company once the AIM Delisting has become effective, you can seek to sell your Common Stock via a broker prior to the effective date of the AIM Delisting (being Thursday 26 June 2025). Commissions and tax costs may apply to any transaction of this nature.

6. I CURRENTLY HOLD MY COMMON STOCK VIA A BROKER IN DTC OR IN REGISTERED FORM IN THE DRS – DOES THE AIM DELISTING AFFECT THAT?

Existing holders of the Common Stock held via a broker in DTC or in registered form in the DRS will not need to take any action in connection with the AIM Delisting.

The Common Stock will continue to trade on Nasdaq as normal.

7. HOW DOES THE PRICE OF NASDAQ-LISTED COMMON STOCK COMPARE TO THE PRICE OF COMMON STOCK ON AIM?

The Company currently maintains a listing of its Common Stock on the Global Select Market tier of the Nasdaq Stock Market. The price of each share of the Common Stock on Nasdaq is expressed in US dollars. Currently, the price of a share of the Common Stock on AIM can be compared to the price per share on Nasdaq by dividing by the US dollar to pounds sterling exchange rate to calculate the equivalent sterling denominated price per share.

8. HOW WILL THE AIM DELISTING AFFECT THE TAX TREATMENT OF MAXCYTE'S COMMON STOCK?

The Company cannot and does not provide any form of taxation advice to stockholders and therefore stockholders are strongly advised to seek their own taxation advice to confirm the consequences of (1) converting their CDIs to Common Stock (whether before or after the AIM Delisting, and whether via DTC or in registered form in the DRS), or (2) continuing to hold CDIs following the AIM Delisting.

The following summary does not constitute legal or tax advice and is not exhaustive. The Company's understanding of the current position for UK individuals who are subject to taxation in the UK for relevant tax purposes is as follows but it should be noted that the position on certain points is not free from uncertainty and that the Company has not taken steps to confirm the current position with His Majesty's Revenue & Customs. Therefore, the following should not be relied upon by stockholders without taking further advice (and the Company accepts no liability in respect of any such reliance on any information provided herein on taxation matters):

- It is expected that neither the AIM Delisting itself nor the conversion by stockholders of their CDIs to Common Stock (either before or after the AIM Delisting, and whether via DTC or in registered form in the DRS) should be treated as a disposal for UK capital gains tax purposes.

- No charge to UK stamp duty reserve tax ("**SDRT**") or UK stamp duty, should arise on the conversion of CDIs to Common Stock through the paperless transfer of such Common Stock between DTC participant accounts, or its registration in the DRS. This should be the case irrespective of whether such conversion occurs before or after the AIM Delisting.

- Paperless transfers of the Common Stock through DTC's facilities, and transfers of the Common Stock registered in the DRS, should continue not to be subject to UK stamp duty or SDRT. Paperless transfers of CDIs should continue not to be subject to UK stamp duty or SDRT provided (as is expected to be the case) certain relevant conditions continue to be met following the AIM Delisting. Following the AIM delisting, a document transferring title to the Common Stock (including the Common Stock registered in the DRS) or to CDIs may strictly be within the scope of UK stamp duty, but in practice no such stamp duty should normally need to be paid unless the document is executed in the UK or relates to any matter or thing to be done in the UK, and is required to be relied on as evidence in a UK court or to be used for other official purposes.

9. I CURRENTLY HOLD MY COMMON STOCK IN AN ISA – CAN I CONTINUE TO DO SO?

Please ask your ISA provider as soon as possible to confirm whether they will allow you to continue to hold your shares of common stock following the AIM Delisting. If they do not allow you to do so, you should consult an appropriate professional adviser without delay.

10. I CURRENTLY HOLD MY COMMON STOCK IN A SELF-INVESTED PERSONAL PENSION ("SIPP") – CAN I CONTINUE TO DO SO?

Please ask your SIPP provider as soon as possible to confirm whether they will allow you to continue to hold your shares of common stock following the AIM Delisting. If they do not allow you to do so, you should consult an appropriate professional adviser without delay.

11. I HAVE FURTHER QUESTIONS THAT ARE NOT DEALT WITH SUFFICIENTLY HERE – WHERE CAN I GET FURTHER INFORMATION?

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