



Stockholder Circular and Notice of Special Meeting

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MaxCyte, Inc.

16 June 2021

Publication of Stockholder Circular and Notice of Special Meeting

Gaithersburg, Maryland - 16 June 2021: MaxCyte (LSE: MXCT, MXCN), a leading provider of platform technologies for cell engineering, today announced that it has published a stockholder circular (the "Circular") to convene a Special Meeting to be held on 6 July 2021 at 1 p.m. BST (8 a.m. EST) at the offices of MaxCyte, Inc., 21 Firstfield Road, Suite 202, Gaithersburg, Maryland 20878, US. The Special Meeting will consider certain resolutions in connection with the Company's proposed US-registered public offering of shares of Common Stock and dual-listing of the Common Stock on Nasdaq (the "Proposed Offering").

This Special Meeting follows the Company announcement on 14 May 2021, that it had confidentially submitted a draft registration statement on Form S-1 to the SEC relating to a proposed dual-listing and public offering of shares of Common Stock on Nasdaq. The exact timing of the Proposed Offering as well as the number of and the price of the shares of Common Stock to be offered and sold in the Proposed Offering have not yet been determined. The Proposed Offering is subject to the Securities and Exchange Commission satisfactorily completing its review of the Company's registration statement related thereto in addition to market and other conditions. There is no assurance that the Proposed Offering will be completed, nor is there certainty as to the timing of the Proposed Offering.

In particular, the Circular includes a resolution ("Resolution 1") which will, if passed, waive the pre-emptive rights of Stockholders in order for MaxCyte to be able to issue new Common Stock in the Proposed Offering. An affirmative vote of at least 75 percent of the voting power of the shares of Common Stock voted at the Special Meeting is required to approve Resolution 1. The proposed disapplication of pre-emptive rights in Resolution 1 is necessary to allow the Proposed Offering to proceed.

If Resolution 1 is passed and the Proposed Offering proceeds, the Directors intend to maintain the admission of the shares of Common Stock to trading on AIM alongside listing of the shares of Common Stock on Nasdaq. Accordingly, Stockholders will continue to be able to deal in shares of Common Stock on AIM and, in due course, may also deal in shares of Common Stock on Nasdaq. The Company will continue to be subject to the AIM Rules for Companies.

If Resolution 1 is not passed, the Proposed Offering will not proceed.

Further detail on Resolution 1 and all other proposed resolutions and the reasons for each are included in the Circular, which has today been sent to Shareholders and is available on the Company's website at <https://investors.maxcyte.com/news-events/documents-presentations>.

The Company intends to provide further details in due course in an announcement to be made via a Regulatory Information Service as to how, subject to completion of the Proposed Offering, Stockholders will be able to move shares of Common Stock between the UK and the US.

This press release is being made pursuant to, and in accordance with Rule 135 under the Securities Act of 1933, as amended (the "Securities Act"). This press release does not constitute an offer to sell or the solicitation of an offer to buy securities, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction. Any offers, solicitations or offers to buy, or any sales of securities will be made in accordance with the registration requirements of the Securities Act.

About MaxCyte

MaxCyte is a leading commercial cell-engineering company focused on providing enabling platform technologies to advance innovative cell-based research as well as next-generation cell therapeutic discovery, development and commercialisation. MaxCyte's existing customer base ranges from large biopharmaceutical companies, including all of the top 10, and 20 of the top 25, pharmaceutical companies based on 2020 global revenue, to hundreds of biotechnology companies and academic centres focused on translational research. MaxCyte has granted 13 strategic platform licences to commercial cell therapy developers. Including these strategic platform licences, MaxCyte has granted pre-clinical and clinical licences to academic and industry customers covering over an estimated 140 programmes, of which an estimated 100 programmes are for clinical use. MaxCyte was founded in 1998 and is headquartered in Gaithersburg, Maryland, US. For more information, visit www.maxcyte.com.

For further information, please contact:

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Forward-Looking Statements

This press release contains certain forward-looking statements relating to the business of MaxCyte, including with respect to the potential offering of shares and Nasdaq listing. In addition, even if the actual results or development of MaxCyte are consistent with the forward-looking statements contained in this press release,

those results or developments of MaxCyte may not be indicative of their in the future. In some cases, you can identify forward-looking statements by words such as "could," "should," "may," "expects," "anticipates," "believes," "intends," "estimates," "aims," "targets," or similar words. These forward-looking statements are based largely on the current expectations of MaxCyte as of the date of this press release and are subject to a number of known and unknown risks and uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievement expressed or implied by these forward-looking statements. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements made in this press release will in fact be realised. MaxCyte is providing the information in these materials as of this press release, and disclaim any intention or obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

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