

LETTER FROM THE CHAIRMAN

MaxCyte, Inc.
(Incorporated in the State of Delaware, USA,
under the Delaware General Corporation Law with registered number 2927945-81)

Directors:

J. Stark Thompson (*Non-Executive Chairman*)
Doug Doerfler (*President and Chief Executive Officer*)
Ron Holtz (*Chief Financial Officer*)
Will Brooke (*Non-Executive Director*)
Stan Erck (*Non-Executive Director*)
Art Mandell (*Non-Executive Director*)
John Johnston (*Non-Executive Director*)

Registered Office:

22 Firstfield Road,
Suite 110,
Gaithersburg,
MD 20878,
USA

28 September 2017

Dear Stockholder,

Accompanying this letter is the Notice of Annual General Meeting of MaxCyte, Inc. (the "Company"), to be held at InterContinental London Park Lane, One Hamilton Place, Park Lane, London W1J 7QY, United Kingdom at 11:00 a.m. GMT on 31 October 2017.

The Board of Directors of the Company (the "Board") has provisionally approved an amendment to the Thirteenth Certificate of Incorporation of the Company (the "Current Certificate") in order to facilitate future fund raising by the Company. The Board's approval is subject to the approval of the amendment by the stockholders of the Company.

The Current Certificate requires that the Company obtain the affirmative vote of holders of seventy-five percent (75%) of the voting power of all of the then-outstanding shares of capital stock of the Company at a meeting of the stockholders in order to obtain a waiver by the stockholders of their pre-emptive rights contained in Article IV, Section 3 of the Current Certificate. The Board and its advisers believe that this is an unduly restrictive requirement and that it could impede the ability of the Company to raise funds in the future.

The Board has approved an amendment to the Current Certificate, subject to the approval of the stockholders, that would delete from Article IV, Section 3(b) of the Current Certificate the words "holders of seventy-five percent (75%) of the voting power of all of the then-outstanding shares of capital stock at a meeting of the stockholders" and would insert in lieu thereof the words "holders of seventy-five percent (75%) of the voting power of the shares of capital stock voted at a meeting of the stockholders."

The Board is advised that the proposed amendment is in accordance with customary practice in the United Kingdom, where the Company has its Common Stock admitted to trading on AIM.

The Board has also approved, if the proposed amendment of the Current Certificate is approved by the stockholders of the Company, the filing with the Secretary of State of the State of Delaware of a Fourteenth Amended and Restated Certificate solely to reflect the foregoing amendment.

The affirmative vote of holders of seventy-five percent (75%) of the voting power of all of the outstanding shares of capital stock of the Company as of 13 September 2017 are required for the stockholders to approve the proposed amendment.

Recommendation

The Directors believe that the proposed amendment will promote the success of the Company for the benefit of its stockholders as a whole. Accordingly, they unanimously recommend that you vote in favour of the Resolution approving the amendment proposed for consideration by the stockholders at the Annual General Meeting, as they intend to do in respect of their own beneficial shareholdings, amounting to (in aggregate) 1,441,903 shares of Common Stock, representing approximately 2.8 percent of the existing common stock of the Company at the date of this letter.

Yours sincerely,

J. Stark Thompson
Chairman
MaxCyte, Inc.

28 September 2017

NOTICE OF ANNUAL GENERAL MEETING

MaxCyte, Inc.
(Incorporated in the State of Delaware, USA)
NOTICE OF ANNUAL GENERAL MEETING OF STOCKHOLDERS

To be held on 31 October 2017 at InterContinental London Park Lane, One Hamilton Place,
Park Lane, London W1J 7QY, United Kingdom

Dear MaxCyte, Inc. Stockholder:

NOTICE IS HEREBY GIVEN that the Annual General Meeting of MaxCyte, Inc. (the "Company") will be held at InterContinental London Park Lane, One Hamilton Place, Park Lane, London W1J 7QY, United Kingdom at 11:00 a.m. on 31 October 2017, to consider and act upon the following matters.

RESOLVED, that Art Mandell be and is hereby elected as a Class II Director of the Company.

RESOLVED, that Stan Erck be and is hereby elected as a Class II Director of the Company.

RESOLVED, that Article IV, Section 3(b) of the Thirteenth Amended and Restated Certificate of Incorporation of the Company be and is hereby amended to delete the requirement of the approval of "holders of seventy-five percent (75%) of the voting power of all of the then-outstanding shares of capital stock at a meeting of the stockholders" and to insert in lieu thereof the requirement of the approval of "holders of seventy-five percent (75%) of the voting power of the shares of capital stock voted at a meeting of the stockholders" and each of the President, any Vice President and the Chief Financial Officer of the Corporation be, and each of them hereby is, authorised and empowered to take any and all action and do any and all things as may be deemed by any of them to be necessary or advisable to file a Fourteenth Amended and Restated Certificate of Incorporation of the Company, solely to reflect the foregoing amendment, with the Secretary of State of Delaware, and that the performance by any one of them of any act in connection with the foregoing shall conclusively establish their authority therefor from the Company for the action so taken.

RESOLVED, that Aronson LLC be, and hereby is, reappointed as auditor of the Company, and that the Audit Committee be, and hereby is, authorised to fix Aronson LLC's remuneration.

The Company is a United States corporation incorporated in the State of Delaware with registered number 2927945-81. Unrestricted shares held as depository receipts trade under the symbol MXCT; restricted shares held as depository receipts trade under the symbol MXCR. The record date for determination of stockholders entitled to notice of, and to vote at, the meeting or any postponement or adjournment thereof is 13 September 2017.

All stockholders are cordially invited to attend the meeting in person. Stockholders who do not intend to attend the meeting are encouraged to act in accordance with instructions on the Annual Meeting Proxy Card or Form of Direction included herewith to ensure the representation of their interests.

By Order of the Board,

Ron Holtz
Company Secretary and Chief Financial Officer
MaxCyte, Inc.

Date: 28 September 2017

Registered Office: 22 Firstfield Road, Suite 110, Gaithersburg, MD 20878, USA

Notes

- (i) Only holders of Common Stock on the register at and as of close of business on 13 September 2017 shall be entitled to attend and/or vote at the Annual General Meeting. Such Stockholders can vote in respect of the number of Common Stock registered in their names at that time, but any subsequent changes to the register shall be disregarded in determining rights to attend and vote.
- (ii) A Stockholder entitled to vote at the Annual General Meeting holding a physical certificate is entitled to appoint one or more proxies to vote instead of him or her, or such Stockholder can vote online at www.signalshares.com. A proxy need not be a Stockholder of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint a proxy are set out in the accompanying attendance card, and a Form of Proxy for use by Stockholders is enclosed. Completion and return of a Form of Proxy will not prevent a Stockholder from attending and voting in person if he or she so wishes. To be effective, the Form of Proxy must be completed, signed and deposited, together with any power of attorney under which it is executed (if applicable), with the Company at the offices of the Company's registrars, Capita Asset Services at: PXS, 34 Beckenham Road, Beckenham BR3 4TU, UK, or you can vote online. In both instances, your vote has to be received during normal business hours no later than 11:00 a.m. GMT on 29 October 2017.
- (iii) If your holding of Common Stock is by way of Depository Interest, you can use the enclosed Form of Direction to direct the Depository to vote on your behalf. The completed Form of Direction must be received, together with any power of attorney or other written authority under which it is executed (if applicable), by the Company by depositing it with the Company's registrars, Capita Asset Services at: PXS, 34 Beckenham Road, Beckenham BR3 4TU, UK so as to be received not later than 11:00 a.m. BST on 26 October 2017. Alternatively, instructions can be submitted via the CREST system to be received by the issuer's agent RA10 by 11:00 a.m. BST on 26 October 2017. Please refer to the enclosed Form of Direction for further information.
- (iv) Copies of this notice and related information can be found on the Company's website at <http://www.maxcyte.com/>.
- (v) Copies of the letters of appointment of each of the Directors, the register of Directors' interests in shares of the Company and the severance agreements of the Executive Directors will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice until the date of the Annual General Meeting and at the place of the Annual Meeting from at least 15 minutes prior to and until the conclusion of the Annual General Meeting.
- (vi) As at close of business on 13 September 2017, the total number of the Company's issued Common Stock was 50,814,527. Each share in Common Stock carries the right to one vote at the Annual General Meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 13 September 2017 is 50,814,527.

Notes

1. Every Stockholder holding a physical certificate has the right to appoint some other person(s) of their choice, who need not be a Stockholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a Stockholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of Common Stock in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Common Stock held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. Every Stockholder holding a physical certificate also has the right to vote online at www.signalshares.com by following the instructions there.
4. The right to appoint a proxy does not apply to persons whose Common Stock are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered stockholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the Common Stock as to the exercise of voting rights.
5. The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
6. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on 13 September 2017. 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 meeting.
7. Common Stock held in uncertificated form (i.e. in CREST) may be voted pursuant to the Form of Direction enclosed, which instructs the depository, IRG Trustees Limited, to vote, or abstain from voting, as per instructions given to the Depository on the Form of Direction. Alternatively, holders of Common Stock held in CREST can submit or amend an instruction to a previously submitted instruction via the CREST system as per the instructions in Note 9 to the Form of Direction.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
9. The Form of Proxy must be deposited with the Company's registrars at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, UK during usual business hours accompanied by any power of attorney under which it is executed (if applicable), and all online votes cast, no later than 11:00 a.m. GMT on 29 October 2017. Please note mailing times for proxies mailed from outside the UK.

FORM OF DIRECTION MAXCYTE, INC. – ANNUAL GENERAL MEETING

Form of Direction for completion by holders of Depository Interests representing shares of Common Stock in the Company in respect of the Annual General Meeting of the Company to be held on 31 October 2017, at 11:00 a.m. GMT at InterContinental London Park Lane, One Hamilton Place, Park Lane, London W1J 7QY, United Kingdom.

Signature of
person attending

Barcode:

Investor Code:

FORM OF DIRECTION MAXCYTE, INC. – ANNUAL GENERAL MEETING

Barcode:

Investor Code:

Event Code:

I/We, being a holder of Depository Interests representing shares of Common Stock in the Company, hereby instructs Capita IRG Trustees Limited (the "Depository") to vote for me/us and on my/our behalf all of the shares of Common Stock represented by the Depository Interests held by me/us by proxy at the Annual General Meeting of the Company to be held on 31 October 2017, 11:00 a.m. GMT, at InterContinental London Park Lane, One Hamilton Place, Park Lane, London W1J 7QY, United Kingdom and at any adjournment thereof, as directed by an X in the spaces below and I/we hereby direct the Depository to appoint the Chairman of the Meeting as its proxy to cast such votes.

Please indicate with an 'X' how you wish your vote to be cast. If no indication is given, you will be deemed as instructing the Depository to abstain from voting on the specified resolution.

RESOLUTIONS Please mark "X" to indicate how you wish to vote

- RESOLVED, that Art Mandell be and is hereby elected as a Class II Director of the Company.
- RESOLVED, that Stan Erck be and is hereby elected as a Class II Director of the Company.
- RESOLVED, that Article IV, Section 3(b) of the Thirteenth Amended and Restated Certificate of Incorporation of the Company be and is hereby amended to delete the requirement of the approval of "holders of seventy-five percent (75%) of the voting power of all of the then-outstanding shares of capital stock at a meeting of the stockholders" and to insert in lieu thereof the requirement of the approval of "holders of seventy-five percent (75%) of the voting power of the shares of capital stock voted at a meeting of the stockholders" and each of the President, any Vice President and the Chief Financial Officer of the Corporation be, and each of them hereby is, authorised and empowered to take any and all action and do any and all things as may be deemed by any of them to be necessary or advisable to file a Fourteenth Amended and Restated Certificate of Incorporation of the Company, solely to reflect the foregoing amendment, with the Secretary of State of Delaware, and that the performance by any one of them of any act in connection with the foregoing shall conclusively establish their authority therefor from the Company for the action so taken.
- RESOLVED, that Aronson LLC be, and hereby is, reappointed as auditor of the Company, and that the Audit Committee be, and hereby is, authorised to fix Aronson LLC's remuneration.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Signature

(Note 4)

Date

Notes

1. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote, or abstain from voting, as per your instructions, with respect to all of the shares of Common Stock represented by the Depository Interests held by you.
2. The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
3. A Corporation's Form of Direction must be executed under its common seal, or under the hand of its officer or agent duly authorised in writing. In the case of an individual, the form must be signed by the appointer or his agent duly authorised in writing.
4. This Form of Direction, to be valid, must be returned to the Company at its registrars Capita Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU, in the pre-paid envelope enclosed (for mailing within the UK, please note mailing times for overseas mail), to arrive no later than by 11:00 a.m. BST on 26 October 2017, together, if appropriate, with the power of attorney or other written authority, if any, under which it is signed (or a duly certified copy of such power) or, where the form has been signed by an officer on behalf of a corporation, a duly certified copy of an authority under which it is signed.
5. Depository Interest holders wishing to attend the meeting should contact Capita IRG Trustees Limited to request a Letter of Representation at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or by emailing custodymgt@capita.co.uk by no later than 11:00 a.m. BST on 26 October 2017.
6. Any alterations made to this form must be initialled by the person who signs it.
7. A "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against such resolutions.
8. Please indicate how you wish your votes to be cast by placing "x" in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote, or abstain from voting, as per your instructions. If no voting instruction is indicated, you will be deemed to have instructed the Depository to abstain from voting on the specified resolution.
9. Holders of Depository Interests representing shares of the Company's Common Stock can instruct Capita IRG Trustees Limited, the Depository, by using this Form of Direction. Alternatively, holders of such interests can submit or amend an instruction to a previously submitted instruction via the CREST system. The CREST message must be received by the issuer's agent RA10 by 11:00 a.m. BST on 26 October 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. CREST Personal Members or other CREST Sponsored Members, and those CREST Members who have appointed voting service provider(s) should contact their CREST Sponsor or voting service provider(s) for assistance with instructing Capita IRG Trustees Limited via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual. We may treat as invalid a direction appointment sent by CREST in the circumstances set out in Regulation 35 (5) (a) of the Uncertified Securities Regulations 2001.
10. Any alterations made to this Form of Direction should be initialed.