

## **Concepta Plc**

(the "Company")

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the **ANNUAL GENERAL MEETING ("AGM")** of the Company will be held at:

**The Exchange, Colworth Science Park, Sharnbrook, Bedfordshire MK44 1LQ at 9.30am on Thursday 13<sup>th</sup> June 2019.**

The AGM will be held in order to consider and if thought fit, pass the following resolutions of which resolutions 1 to 7 (inclusive) below will be proposed as ordinary resolutions and resolution 8 below will be proposed as a special resolution.

#### Ordinary resolutions

1. To receive and adopt the company's annual accounts for the financial year ended 31<sup>st</sup> December 2018 together with the directors' report and independent auditor's report on those accounts.
2. To re-appoint Jeffrey's Henry LLP of Finsgate, 5-7 Cranwood Street, London, EC1V 9EE as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the company and to authorise the directors to agree the remuneration of the auditors.
3. To authorise the Directors to determine the remuneration of the Auditors.
4. THAT Matthew Walls, whose office terminates at the AGM and who becomes eligible for re-appointment pursuant to article 26 of the Company's articles of association, be re-elected as a director of the Company.
5. THAT Peter Dines, whose office terminates at the AGM and who becomes eligible for re-appointment pursuant to article 26 of the Company's articles of association, be re-elected as a director of the Company.
6. THAT David Darrock, whose office terminates at the AGM and who becomes eligible for re-appointment pursuant to article 26 of the Company's articles of association, be re-elected as a director of the Company.
7. THAT, in substitution for all previous authorities and in accordance with section 551 of the Companies Act 2006 (the "**Act**"), the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any securities into shares on such terms and in such manner as they shall think fit provided that this authority shall be limited up to an aggregate nominal amount of £3,311,833.44, being approximately half of the current issued share capital, for the period expiring 15 months from the date of passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company, unless renewed, varied or revoked by the Company beforehand (provided

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that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired), and so that all previous authorities given by the Company in a general meeting pursuant to section 551 of the Act are revoked (save to the extent relied on prior to the passing of this resolution).

Special resolution

8. THAT, subject to the passing of the resolution 7 above, in substitution for all previous authorities, the directors be and they are hereby empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 7 above as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

- a. the allotment of equity securities for cash in connection with a rights issue, open offer or other pre-emptive offer to holders of Ordinary Shares on the register of members on a date fixed by the Board where the equity securities respectively attributable to the interests of all such holders of Ordinary Shares are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on that date (subject to such exclusions or other arrangements in connection with the rights issue open offer or other pre-emptive offer as the Directors deem necessary or expedient to deal with shares held in treasury, fractional entitlements to equity securities and to deal with any legal or practical problems or issues arising in any overseas territory or under the requirements of any regulatory body or stock exchange); and
- b. the allotment (otherwise pursuant to sub-paragraph (a) of this resolution) of equity securities up to an aggregate nominal amount of £3,311,833.44, being approximately half of the current issued share capital;

for the period expiring 15 months from the date of passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company, unless previously renewed, varied or revoked provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be granted in pursuance of any such offer or agreement notwithstanding that the authority conferred hereby has expired.

BY ORDER OF THE BOARD

**Barbara Spurrier**, Company Secretary  
For and on behalf of Concepta Plc

Dated: 21<sup>st</sup> May 2019  
Registered Office: 1 Park Row, Leeds, LS1 5AB

## Company no. 013535067

### Notes:

1. Shareholders entitled to attend and vote at the AGM ("**Shareholders**") may appoint a proxy or proxies to attend and speak on their behalf and you should have received a Form of Proxy with this Notice. A proxy need not be a member of the Company.
2. A shareholder may appoint more than one proxy in relation to the AGM provided that 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 proxy form which accompanies this notice. Investors who hold their shares through a nominee may wish to attend the AGM as a proxy, or to arrange for someone else to do so for them, in which case they should discuss this with their nominee or stockbroker.
3. Completion of the proxy form will not prevent a Shareholder from attending and voting at the AGM if subsequently he/she finds they are able to do so.
4. To be valid, proxy forms must be completed, signed and received at the offices of the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD by not later than 9.30am on Tuesday 11th June 2019 (being 48 hours prior to the time fixed for the AGM, excluding weekends and public holidays).
5. Representatives of Shareholders which are corporations attending the AGM should produce evidence of their appointment by an instrument executed in accordance with section 44 of the Act or signed on behalf of the corporation by a duly authorised officer or agent and in accordance with article 36 of the Company's Articles of Association.
6. In order to facilitate voting by corporate representatives at the AGM, arrangements will be put in place at the AGM so that (i) if a corporate shareholder has appointed the chairman of the AGM as its corporate representative to vote on a poll in accordance with the directions of all the other corporate representatives for that shareholder at the AGM, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the AGM but the corporate shareholder has not appointed the chairman of the AGM as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure.
7. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those holders of ordinary shares in the capital of the Company registered in the register of members of the Company at close of business on Tuesday 11th June 2019 shall be entitled to attend and vote at the AGM in respect of such number of shares registered in their name at that time.
8. Changes to entries in the register of members after 9.30am on Tuesday 11th June 2019 shall be disregarded in determining the rights of any person to attend or vote at the AGM.
9. The Register of Directors' Interests, together with the Directors' service agreements, and a copy of the Articles, will be available for inspection at the Company's registered office during usual business hours on any weekday (weekends and public holidays excluded) until the date of the AGM and also at the AGM from 9.30am on the day of the AGM until the conclusion of the AGM.
10. As at 21<sup>st</sup> May 2019, the Company's issued share capital comprised 264,946,675 ordinary shares of £0.025p each. Each ordinary share carries the right to one vote at the general meeting of the Company and, therefore, the total number of voting rights in the Company as at xxth May 2019 is 264,946,675.