



Incanthera plc

23 June 2020

Notice of Annual General Meeting 2020

(The “Company”)

Notice is hereby given that the first Annual General Meeting of Incanthera plc will be held at 11:00am on Wednesday, 15 July 2020 at Jubilee Hall, Wellow Road, Ollerton, Newark, NG22 9AP.

The AGM will focus on the formal business of the meeting only.

Covid-19 pandemic restrictions will affect the format of the AGM, and our priority is to ensure the health and wellbeing of all stakeholders.

Current government guidance prohibits all non-essential travel and the gathering of people from different households (the Stay at Home Measures). **We fully support the Stay at Home Measures, and therefore shareholders must not attend the AGM in person this year.**

Any shareholders attempting to gain access to the AGM will be excluded from the meeting on grounds of public safety.

We do recognise that the AGM is valued as an opportunity for shareholders to engage with and hear from the Board and we would like to invite Shareholders to actively participate by submitting questions to the Board through our Head of Communications, Suzanne Brocks via email to suzanne.brocks@incanthera.com or by post to the Company’s Registrar, as detailed below.

Within the confines of the current government restrictions, instead of attending in person, shareholders are strongly encouraged to exercise their votes by submitting their proxy votes electronically or by post. To ensure their vote counts, shareholders should appoint the Chairman of the AGM (and not another named person) as their proxy.

Should you wish to submit your proxy vote by post, please complete the paper proxy that accompanies this notice and return it to the Company’s Registrar, Neville Registrars, Neville House, Steelpark Road, Halesowen B62 8HD. All proxies by post must be received by no later than 48 hours prior to the AGM, being 11:00 a.m. on Monday 13 July 2020.

To submit a proxy electronically with Neville Registrars Limited, please visit www.sharegateway.co.uk and complete the authentication requirements including your personal proxy registration code as shown on the bottom-right of the proxy form. For an electronic proxy appointment to be valid, your appointment must be received by Neville Registrars Limited no later than 11:00am on 13 July 2020.

ORDINARY BUSINESS

To consider and if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the accounts of the Company for the year ended 31 March 2020 together with the reports thereon of the directors and auditors of the Company.
2. To re-appoint Mr Timothy McCarthy as a director of the Company.
3. To re-appoint Jeffrey's Henry LLP as Auditor of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which the accounts are laid before the Company at a remuneration to be determined by the directors.
4. The directors be and they are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £243,440 (consisting of 12,171,982 ordinary shares of 2 pence each) provided that this authority shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution except that the Company may before the expiry of such period make an offer or agreement which would, or might, require shares to be allotted after the expiry of such period and the directors may allot shares in pursuance of any such offer or agreement as if the authority conferred hereby had not expired. This authority is in substitution for any existing like authority which is hereby revoked with immediate effect.

SPECIAL RESOLUTION

5. That, subject to the passing of Resolution 4, the directors be and they are hereby empowered pursuant to section 571 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by Resolution 4 above as if section 561 of the Act did not apply to any such allotment provided that such power shall be limited to the allotment of equity securities:
 - a. in connection with an offer of such securities by way of rights to holders of the ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
 - b. otherwise than pursuant to sub-paragraph 5.a, equity securities up to an aggregate nominal amount of £243,440 (consisting of 12,171,982 ordinary shares of 2 pence each).

The power granted by this Resolution 5 will expire on the conclusion of the next Annual General Meeting of the Company unless renewed or extended prior to such time except that the Company may, before the expiry of any power contained in this Resolution 5, make an offer or agreement which would, or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby

had not expired. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(2)(b) of the Act as if in the first paragraph of this Resolution the words “pursuant to the authority conferred upon them by Resolution 4 above” were omitted.

Date: 23 June 2020

Registered Office:

76 King Street

Manchester

M2 4NH

BY ORDER OF THE BOARD

Laura Brogden

Company Secretary

Notes

1. If you wish to appoint some other person as your proxy please insert his/her name, initial and strike out the words 'the Chairman of the Meeting'.
2. You may appoint more than one proxy provided each proxy is appointed to exercise rights attaching to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please contact the Registrars of the Company.
3. A Form of Proxy must, in the case of an individual, be signed by the appointer or his/her attorney or, in the case of a corporation, be given under its common seal or signed on its behalf by an attorney or a duly authorised officer or, if it is subject to the Companies Act 2006 (as amended), in accordance with Section 44 thereof.
4. To be valid a Form of Proxy and any power of attorney or other authority under which it is executed must be lodged with the Registrar, Neville Registrars Limited, not later than 11:00am on 13 July 2020 or not less than 48 hours before the time appointed for the adjourned meeting at which it is to be used.
5. In the case of joint holders of a share the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the statutory register of members in respect of the share.
6. As permitted by regulation 41 of the Uncertificated Securities Regulations 2001 as amended, only those persons whose names are entered on the register of the Company at 6:00pm on 13 July 2020 shall be entitled to vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to vote at the Annual General Meeting.