



2 September 2022

Incanthera plc

(“Incanthera” or the “Company”)

Notice of Annual General Meeting 2022 and Posting of Annual Report and Accounts

Notice is hereby given that the Annual General Meeting (“AGM”) of Incanthera plc will be held at 11:00 a.m. on Tuesday 27 September 2022 at the offices of Gateley Plc, Ship Canal House, 98 King Street, Manchester, M2 4WU to consider and it thought fit pass the following resolutions, of which, 1 to 4 (inclusive) will be proposed as ordinary resolutions and resolution 5 will be proposed as a special resolution.

Ordinary resolutions

1. To receive the accounts of the Company for the year ended 31 March 2022 together with the reports thereon of the directors and auditors of the Company.
2. To re-elect Caroline Murray who was appointed during the year and retires under article 23 of the articles of association of the Company and who being eligible offers herself for re-election as a director.
3. To re-appoint Jeffrey 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. That in substitution for all existing and unexercised authorities and power 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 (those shares and rights being together referred to as “**Relevant Securities**”) up to an aggregate nominal amount of £296,331 (consisting of 14,816,574 ordinary shares of 2 pence each) to those persons at the times and generally on the terms and conditions as the directors may determine (subject always to the articles of association of the Company) provided that this authority shall unless previously renewed, varied or revoked by the Company in general meeting 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 Relevant Securities to be allotted after the expiry of such period and the directors may allot Relevant Securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

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:
 - a. the allotment of equity securities 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. the allotment of equity securities (otherwise than pursuant to sub-paragraph a above), up to an aggregate nominal amount of £296,331 (consisting of 14,816,574 ordinary shares of 2 pence each) representing 20% of the current share capital of the Company.

that authority to expire on the conclusion of the next Annual General Meeting of the Company unless previously renewed, varied or revoked by the Company in general meeting prior to such time except that the Company may, before the expiry of any power conferred by 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.

By order of the Board

Suzanne Brocks
Company Secretary

2 September 2022

Registered Office:
76 King Street
Manchester
M2 4NH

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 11:00 a.m. on 23 September 2022 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 23 September 2022 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.