



24 September 2024

Incanthera plc

Notice of Annual General Meeting 2024

NOTICE IS GIVEN that the Annual General Meeting (the '**AGM**') of Incanthera plc will be held at the offices of Gateley Plc at 1 Paternoster Square, London EC4M 7DX, on 17 October 2024 at 11am to consider, and if thought fit pass, the following resolutions, of which 1 to 5 (inclusive) will be proposed as ordinary resolutions and resolution 6 will be proposed as a special resolution.

Ordinary resolutions

1. To receive the Company's annual report and accounts for the financial year ended 31 March 2024, together with the reports of the Directors and auditors of the Company.
2. To re-elect John Howes, who was appointed during the year and retires under article 23.4.2 of the Company's articles of association and who, being eligible, offers himself for re-election as a Director.
3. To re-elect Simon Ward, who retires by rotation under article 23.4.2 of the Company's articles of association and who, being eligible, offers himself for re-election as a Director.
4. To appoint Crowe UK LLP as auditors of the Company until the next AGM of the Company and to authorise the Directors to determine their remuneration.
5. That in substitution for all existing and unexercised authorities and powers, the Directors of the Company be generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 (the '**Act**'):
 - 5.1 to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (those shares and rights being together referred to as '**Relevant Securities**') up to a total nominal value of £779,307 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); and further
 - 5.2 to allot equity securities (as defined in section 560 of the Act) up to a total nominal value of £1,558,614 (that amount to be reduced by the nominal value of any Relevant Securities allotted under the authority in paragraph 5.1 above) in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to those exclusions or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory,

PROVIDED THAT this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next AGM or on the date which is six months after the next accounting reference date of the Company (if earlier) save that the Directors of the Company may, before the expiry of that period, make an offer or agreement which would or might require relevant securities or equity securities (as the case may be) to be allotted after the expiry of that period, and the Directors of the Company may allot Relevant Securities or equity securities (as the case may be) under that offer or agreement as if the authority conferred by this resolution had not expired.

Special resolution

6. That if resolution 5 above is passed, the Directors of the Company be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution 5 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to that allotment or sale, the authority to be limited to:
 - 6.1 the allotment of equity securities or sale of treasury shares in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to those exclusions or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory; and

6.2 the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 6.1 above) up to a total nominal amount of £467,584, representing approximately 20% of the current share capital of the Company,

PROVIDED THAT this authority shall, unless previously renewed, varied or revoked by the Company in general meeting expire at the end of the next AGM of the Company or on the date which is six months after the next accounting reference date of the Company (if earlier) but, in each case, before its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

By order of the Board

Suzanne Brocks
Company Secretary

24 September 2024

Registered Office:
76 King Street
Manchester
M2 4NH

Notes

1. A member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to exercise any of his or her rights to attend, speak and vote at that meeting on his or her behalf. If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares. A proxy need not be a member of the Company.
2. A proxy may only be appointed using the procedures in these notes and the notes to the proxy form. To appoint a proxy, a member may complete, sign and date the enclosed proxy form and deposit it at the office of the Company's Registrars, Neville Registrars Limited, at Neville House, Steelpark Road, Halesowen B62 8HD by 11am on 15 October 2024. Any power of attorney or any other authority under which the proxy form is signed (or a certified copy of that power or authority) must be enclosed with the proxy form.
3. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by **www.sharegateway.co.uk**. Shareholders should use their personal proxy registration code (Activity Code) as shown on their Form of Proxy. For an electronic proxy appointment to be valid, your appointment must be received by the Company's Registrars, Neville Registrars Limited by 11am on 15 October 2024.
4. In order to revoke a proxy appointment, a member must sign and date a notice clearly stating his or her intention to revoke his or her proxy appointment and deposit it at the office of the Company's Registrars, Neville Registrars Limited, at Neville House, Steelpark Road, Halesowen B62 8HD by 11am on 15 October 2024.
5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so in relation to the meeting, and any adjournment(s) of that meeting, by utilising the procedures described in the CREST Manual. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's registrars, Neville Registrars Limited (whose CREST ID is 7RA11) by the latest time for receipt of proxy appointments specified in note 2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed. The Company may treat as invalid a CREST Proxy Instruction in the circumstances in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
6. Any corporation which is a member of the Company may authorise one or more persons (who need not be a member of the Company) to attend, speak and vote at the meeting as the representative of that corporation. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the meeting must be deposited at the office of the Company's Registrars before the commencement of the meeting.
7. The right to vote at the meeting shall be determined by reference to the register of members of the Company. Only those persons whose names are entered on the register of members of the Company at 6pm on 15 October 2024 shall be entitled to attend and vote for 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 attend and/or vote at the meeting.