

## ***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 Wednesday 14<sup>th</sup> June 2017.**

The AGM will be held in order to consider and if thought fit, pass resolutions 1 to 6 (inclusive) below as ordinary resolutions and resolution 7 below as a special resolution.

#### Ordinary resolutions

1. To 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.
2. To receive the company's annual accounts for the financial year ended 31<sup>st</sup> December 2016 together with the directors' report and auditor's report on those accounts.
3. THAT Erik Henau, 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.
4. THAT Mark Wyatt, 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 Neil Mesher, 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, 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 allot shares in the Company or grant rights to subscribe for or convert any securities into shares provided that this authority shall be limited up to an aggregate nominal amount of £900,000, being one third of the current issued share capital, for the period expiring at the conclusion of the next annual general meeting of the Company, unless renewed, varied or revoked by the Company beforehand (provided 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

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revoked (save to the extent relied on prior to the passing of this resolution).

Special resolution

7. THAT, subject to the passing of the resolution 6 above, in substitution for all previous authorities, the directors be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 (the "**Act**") to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 6 above as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £900,000, being one third of the current issued share capital, for the period expiring at the conclusion of the next annual general meeting of the Company, unless previously renewed, varied or revoked and 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

Signed: .....

**Adam Reynolds**, Chairman  
For and on behalf of Concepta Plc

Dated: 16<sup>th</sup> May 2017

Registered Office: 1 Park Row, Leeds, LS1 5AB

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### 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. 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. A proxy need not be a member of the Company. 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. Shareholders are invited to complete and return the enclosed proxy form. 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. To be valid, completed proxy forms must be received at the offices of the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA by not later than 9.30am on Monday 12th June 2017 (being 48 hours prior to the time fixed for the AGM, excluding weekends and public holidays).
2. 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 Companies Act 2006 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.
3. 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.
4. 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 9.30am on Monday 12th June 2017 (being 48 hours prior to the time fixed for the AGM, excluding weekends and public holidays) shall be entitled to attend and vote at the AGM in respect of such number of shares registered in their name at that time. Changes to entries in the register of members after

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- 9.30am on Monday 12th June 2017 shall be disregarded in determining the rights of any person to attend or vote at the AGM.
5. 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.
  6. As at 15<sup>th</sup> May 2017, the Company's issued share capital comprised 109,625,247 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 15th May 2017 is 109,625,247.