

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:

52 Ninian Rd, Cardiff CF23 5EJ at 11.00am on Thursday 2nd July 2020.

IMPORTANT NOTICE RE COVID-19 MEASURES

In the light of the Government's Stay at Home measures ("Measures") and its advice that non-essential travel and gatherings should be avoided, and in order to ensure the safety of its shareholders, officers and employees, the Board requests that no shareholders should attend the meeting. Any shareholders (other than the two shareholders referred to below) that do attend will be refused entry. Only two shareholders will attend in person. These shareholders will constitute the minimum quorum for the AGM to take place under the Company's articles of association ("Articles") and company law requirements.

Shareholders should note that only the usual and formal business set out in the notice of AGM will be considered at the AGM. The meeting will be conducted swiftly, with a short presentation by the directors but no question and answer session.

The Company will provide a facility for shareholders to join the AGM online or telephonically. In order to facilitate the process, the Board would request that shareholders register for the meeting before 5.00pm (BST) on Wednesday 1 July 2020. To register for dial-in details please email Walbrook PR at concepta@walbrookpr.com or call +44 (0)20 7933 8787.

Accordingly shareholders wishing to vote on any of the matters of business are urged to do so through completion of a proxy form, which can be submitted to the Company's Registrar. Proxy forms should be completed and returned in accordance with the instructions thereon.

Although the Notes to the Notice of the AGM refer to shareholders being able to appoint a proxy or proxies, the Company would remind shareholders that, in light of the Measures, they will not be allowed entry to the AGM. However, the Company does value shareholder participation and values the votes of shareholders, so it would encourage all shareholders to exercise their voting rights BUT ONLY by appointing the chairman of the AGM to be their proxy. Any proxy received appointing a person other than the chairman of the AGM as the shareholder's proxy will be deemed to have appointed the chairman of the AGM as that shareholder's proxy.

Any shareholder who has a question is invited to contact the Company (by email to the Chairman of the Company, via Walbrook PR at concepta@walbrookpr.com by 30 June 2020 and the Company will post any answers on its website at www.conceptapl.com after 5.00pm (BST) on Wednesday 1 July 2020.

The AGM will be held in order to consider and if thought fit, pass the following resolutions of which resolutions 1 to 8 (inclusive) below will be proposed as ordinary resolutions and resolution 9 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 31st December 2019 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.
3. To authorise the Directors to determine the remuneration of the Auditors.
4. 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.
5. THAT Penny McCormick, 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 Maddy Kennedy, 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 Lyn Rees, 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.
8. 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 £163,274, being approximately one third 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 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

Company no. 06573154

pursuant to section 551 of the Act are revoked (save to the extent relied on prior to the passing of this resolution).

Special resolution

9. THAT, subject to the passing of resolution 8 above, in substitution for all previous authorities (save to the extent relied on prior to the passing of this resolution), 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 87 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 £48,982, being approximately 10% 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

Madeleine Kennedy, Company Secretary
For and on behalf of Concepta Plc

Dated: 9th June 2020
Registered Office: The Maltings, East Tyndall Street, Cardiff CF24 5EA

Notes:

PLEASE NOTE THAT THE NOTES BELOW SET OUT THE NORMAL MEETING ATTENDANCE AND PROXY APPOINTMENT RIGHTS OF MEMBERS AS SET OUT IN THE ACT OR THE ARTICLES AND THE COMPANY IS NOT PROPOSING THAT THESE BE ALTERED. HOWEVER, GIVEN THE MEASURES, DIFFERENT MEETING ATTENDANCE AND PROXY APPOINTMENT RIGHTS OF MEMBERS WILL APPLY IN RESPECT OF THIS AGM AS SET OUT ABOVE. WE ADVISE THAT YOU NOTE THAT ONLY THE CHAIRMAN CAN BE APPOINTED AS YOUR PROXY FOR THIS PARTICULAR MEETING AND IN ADDITION SHAREHOLDERS CANNOT ATTEND THIS MEETING IN PERSON.

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. A Shareholder who is a CREST member may register his proxy appointment by utilising the CREST electronic proxy appointment service (see note 9).
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 11.00am on Tuesday 30th June 2020 (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) 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 30th June 2020 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. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) of it by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

Company no. 06573154

For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Neville Registrars Limited (ID 7RA11) no later than 11.00 a.m. on 30 June 2020, or, in the event of an adjournment of the AGM 48 hours before the adjourned meeting. 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member, or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

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 11.00am on the day of the AGM until the conclusion of the AGM.
10. As at 8th June 2020, the Company's issued share capital comprised 489,821,675 ordinary shares of £0.001 each. Each ordinary share carries the right to one vote at the AGM and, therefore, the total number of voting rights in the Company as at 8th June 2020 is 489,821,675.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Resolution 1

The Directors are required by law to present to the meeting the Audited Accounts for the year ended 31 December 2019, together with the Directors' Report and Auditors' Report thereon.

Resolution 2

The Company is required by law to appoint an Auditor at each AGM at which the Company's Audited Accounts are presented. The Directors are proposing the appointment of Jeffrey's Henry LLP as Auditor for the coming year.

Resolution 3

This resolution authorises the Directors to fix the auditors' remuneration.

Resolutions 4 to 7

Under the Company's articles of association, no Director may serve in office for more than three years but must retire from office at the annual general meeting falling at the end of that period. Any Director who has been appointed to the Board after the date of the last annual general meeting of the Company must retire and offer himself for re-election at the next annual general meeting following his appointment.

Resolution 4

Neil Mesher, who has held office for three years, will retire and stand for re-election.

Resolution 5

Penny McCormick, who was appointed as a director after the last annual general meeting, will retire and stand for re-election.

Resolution 6

Maddy Kennedy, who was appointed as a director after the last annual general meeting, will retire and stand for re-election.

Resolution 7

Lyn Rees, who was appointed as a director after the last annual general meeting, will retire and stand for re-election.

Resolution 8

Under the Act, the Directors may only allot shares if authorised to do so. Whilst the current authority has not yet expired, it is customary to grant a new authority at each annual general meeting. Accordingly, this resolution will be proposed as an ordinary resolution to grant a new authority to allot the unissued share capital. This resolution will give the Directors power to issue new Ordinary Shares with a nominal value of up to £163,274. This represents approximately one third of the Company's issued share capital. If given, this authority will expire at the Company's next annual general meeting following the date of the resolution. Although the Directors currently have no present intention of exercising this authority, passing this resolution will allow the Directors flexibility to act in the best interests of the Company's shareholders when opportunities arise.

Resolution 9

The Directors require additional authority from the Company's shareholders to allot shares where they propose to do so for cash and otherwise than to the Company's shareholders pro rata to their holdings. This resolution will give the Directors power to issue for cash new Ordinary Shares with a nominal value of up to £48,982 representing approximately 10 per cent of the Company's issued share capital, other than to the Company's shareholders on a pro rata basis. If given, this authority will expire at the Company's next annual general meeting following the date of the resolution. Although the Directors currently have no present intention of exercising this authority, passing this resolution will allow the Directors flexibility to act in the best interests of the Company's shareholders when opportunities arise. This resolution is proposed as a special resolution.