



TEKCAPITAL®

Company no. 08873361

**Notice of the 2020
Annual General Meeting**

to be held on

27 July 2020

This document is important and requires your immediate attention

If you are in any doubt about the contents of this document or the action you should take, you should immediately consult an independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the UK or another appropriately authorised independent financial adviser who specialises in advising in connection with dealing in shares and other securities if you are in a territory outside the UK.

If you have sold or transferred all of your shares in the company, please send this document together with the accompanying documents immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, this document should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of relevant laws. If you have sold or transferred part only of your holding of shares, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was effected.

Directors:

Dr. Clifford Mark Gross (*Executive Chairman*)
Maurice James Malcolm Groat (*Finance Director*)
Dr. Robert Clell Miller (*Non-Executive Director*)
Louis Castro (*Non-Executive Director*)
Lord David Lindsay Willetts (*Non-Executive Director*)

29 June 2020

Dear Shareholder,

Notice of Annual General Meeting

We are pleased to be writing to you with details of the Annual General Meeting (“**AGM**”) of Tekcapital Plc (the “**Company**”) which will be held at the offices of Bird & Bird LLP, 12 New Fetter Lane, London EC4A 1JP on 27 July 2020 at 10.00 a.m. (British Summer Time).

Covid-19 update

The Board considers the AGM an important opportunity to present to shareholders the Company’s performance and strategic priorities. In normal circumstances, the Board values greatly the opportunity to meet shareholders in person. However, the evolving COVID-19 situation and the related Government guidelines have clearly impacted the ability of shareholders to attend the AGM. The Board supports fully the recent Government guidance on limited public gatherings and observing social distancing. **It is the Company’s intention to proceed with holding the AGM on 27 July 2020 at 10.00 a.m. with the minimum quorum of shareholders present in order to conduct the business of the meeting (being two shareholders). Whilst the current guidance remains in place, no other shareholders will be permitted to physically attend the meeting in line with our Articles of Association. Any shareholder who attempts to attend the meeting in person will be refused entry.**

Instead of attending this year’s AGM, shareholders are asked to exercise their votes by submitting their proxy electronically or by post, by no later than 10.00 a.m. (British Summer Time) on 23 July 2020, being 48 hours (excluding non-working days) before the time fixed for holding the AGM. Shareholders can only appoint the “Chairman of the meeting” as proxy, as no other proxy will be permitted to attend the meeting. In addition, should a shareholder have a question that they would have raised at the meeting, we ask that they send it by e-mail to minglis@tekcapital.com (marked for the attention of the General Counsel). The Company will publish these questions (other than any questions which the Directors consider to be frivolous or vexatious, or which cannot be addressed for legal or regulatory reasons) and answers on its website as soon as practicable after the AGM.

The Board will keep these AGM arrangements under review and the Board will update shareholders via the Regulatory News Service (“**RNS**”) as appropriate, with any such announcements also uploaded to the Company’s website (<https://www.tekcapital.com>). The Company encourages shareholders to check its website regularly for the latest information on the arrangements for the AGM.

The formal notice of the AGM is set out on page 6 of this document. In addition to the usual items of business, your Board of directors is also seeking shareholder approval of the share incentive arrangements set out in Resolution 10 and summarised in Appendices 1 and 2.

Explanation of the Resolutions

In order to better reflect the views of all shareholders, a poll will be held in relation to each Resolution. Resolutions 1 to 8 (inclusive) will all be proposed as ordinary resolutions. This means that, for each of these ordinary resolutions to be passed on a poll, members representing a simple majority of the total voting rights of the members voting (by proxy) must vote in favour of the resolution.

Resolutions 9 and 10 will be proposed as Special Resolutions. This means that, for each of these resolutions to be passed on a poll, members representing not less than 75 per cent. of the total voting rights of the members voting (by proxy) must vote in favour of the resolution.

Resolution 1: Approval of Annual Report and Accounts

Resolution 1 proposes that the Company's annual accounts for the year ended 30 November 2019, together with the directors' report and auditor's report on these accounts be received, considered and adopted ("**Annual Report and Accounts**"). The Company's Annual Report and Accounts were sent to shareholders earlier this month and are available online at tekcapital.com for download and printing.

Resolutions 2 to 5: election and Re-election of directors

In accordance with the Articles of Association of the Company, directors appointed by the Board shall retire and be subject to election by shareholders at the first annual general meeting of the Company following their appointment. Louis Castro and Lord David Willetts, who were appointed to the Board on 2 December 2019 and 6 January 2020 respectively, are accordingly seeking appointments by the shareholders pursuant to resolutions 2 and 3.

Resolutions 4 and 5 deal with the re-election of directors, who shall each retire as directors in accordance with the Articles of Association and, being eligible, offer themselves for re-election as directors of the Company.

Malcolm Groat, who has served as a non-executive director on the Board since the time of our original Aim listing and who has also served as our Finance Director, will be stepping down from the Board at the AGM and he is therefore not being proposed for re-election this year. Malcolm has been a valued member of the Board and we thank him for his loyal support and his contribution to the growth of the Company since our IPO.

The Finance function will be managed by our existing Group Financial Controller, Konrad Dabrowski, CPA, who has been promoted to Chief Financial Officer and new nonexecutive board member, Louis Castro will have responsibility for the oversight of the Finance function, as chair of the Audit Committee.

Biographical details for each of the directors are available online at tekcapital.com.

Resolutions 6 and 7: Re-appointment and remuneration of auditor

Resolution 6 relates to the re-appointment of HW Fisher & Company as the Company's auditor to hold office until the next annual general meeting of the Company whilst resolution 7 will be proposed to authorise the directors to set the auditor's remuneration.

Resolution 8: Allotment of share capital

Resolution 8 grants the directors general authority to allot ordinary shares in the capital of the Company or to grant rights to subscribe for, or to convert any security into, such shares in the Company up to an aggregate nominal amount of £175,556.08, representing approximately 50 per cent of the Company's current issued ordinary share capital.

Shareholders should note that the general authorities to allot shares granted at the General Meeting on 19 May 2020 were granted until the earlier to occur of this AGM or 15 months after the date of the General Meeting. Accordingly, the shareholder authorities will need to be renewed at this AGM. The Directors are proposing to maintain the same percentage headroom for both the general authority and the disapplication authority (Resolution 9) as approved at the General Meeting and which is also consistent with the authorities approved at the 2019 AGM.

Resolution 9: Disapplication of statutory pre-emption rights

Section 561(1) of the Companies Act 2006 requires that on an allotment of new shares for cash, such shares must first be offered to existing shareholders in proportion to the number of shares that they each hold at that time. The directors believe that there may be circumstances when it is in the best interests of the Company to allot new ordinary shares either on an entirely non-pre-emptive basis or in a way that departs from the statutory requirements set out in the Companies Act 2006.

Accordingly, resolution 9 grants the directors general authority to allot equity securities and to sell treasury shares for cash (a) in connection with a rights issue (as defined in Article 5.5 of the Company's Articles of Association); and (b) otherwise than in connection with a rights issue, up to an aggregate nominal amount equal to £175,556.08, representing approximately 50 per cent of the Company's current issued ordinary share capital, as if section 561 of the Companies Act 2006 did not apply to any such allotment.

Resolution 10: Approval of the Share Option Arrangements

The Company's non-qualifying and Enterprise Management Incentive share option schemes dated 31 March 2014 (which were ratified on 27 May 2016) have now expired.

It is now proposed to introduce a plan to allow options to be granted to employees so as to qualify for as Enterprise Management Incentive options (the "**EMI Plan**") and to introduce arrangements to allow non-qualifying options to be granted to non-executive directors and consultants (the "**Non-qualifying Options**") as determined by the Board collectively referred to the "**Participants**" and "**Option Plans**".

The Board believes that the proposed Option Plans are critical to strengthen the Company's ability to attract and retain key staff by ensuring the Participants receive competitive incentives that align their interests with those of the Company's shareholders. The Option Plans entitle Participants to acquire ordinary shares in the capital of the Company.

The Option Plans are being proposed at an important time for the Company. The total number of ordinary shares which may be utilised under the Option Plans will be capped at 10 per cent. of the Company's issued share capital.

Participants in the EMI Plan will be executive directors and employees of the Company as determined by the Board who satisfy the relevant EMI conditions and Non-qualifying Options will be granted to non-executive directors and consultants as determined by the Board.

The principal terms of the proposed EMI Options are summarised in Appendix 1 to the AGM Notice and will be available at the AGM. The principal terms of the proposed Non-qualifying Options are summarised in Appendix 2 to the AGM Notice and will also be available at the AGM.

Form of Proxy

A Form of Proxy for the AGM is also enclosed. You are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon and forwarded to the Company's registrars, Computershare Investor Services Limited, submitted electronically through CREST, or scanned copies may be sent via email to the following address: externalproxyqueries@computershare.co.uk with 'TekCapital PLC Annual General Meeting Vote' in the subject line as soon as possible, and in any event so as to be received by no later than 10.00 a.m. (British Summer Time) on 23 July 2020, being 48 hours (excluding non-working days) before the time fixed for holding the AGM.

Recommendation

Your directors believe that the proposals set out in this letter are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of all the resolutions proposed, as they intend to do in respect of their own holdings.

Yours sincerely

A handwritten signature in blue ink, appearing to be 'C. Gross', written in a cursive style.

Dr. Clifford Mark Gross

Chairman

Tekcapital Plc

Notice of the 2020 Annual General Meeting

Notice is hereby given that the Annual General Meeting (“**AGM**”) of Tekcapital Plc (the “**Company**”) will be held at the offices of Bird & Bird LLP, 12 New Fetter Lane, London, United Kingdom EC4A 1JP on 27 July 2020 at 10.00 a.m. (British Summer Time) for the following purposes:

Ordinary Business

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

1. To receive and adopt the Annual Report and Accounts for the financial year ended 30 November 2019.
2. To elect Mr Louis Castro as a director of the Company.
3. To elect Lord David Lindsay Willetts as a director of the Company.
4. To re-elect Dr. Clifford Mark Gross as a director of the Company.
5. To re-elect Dr. Robert Clell Miller as a director of the Company.
6. To re-appoint HW Fisher & Company as auditor of the Company until the conclusion of the next annual general meeting at which the accounts are laid.
7. To authorise the directors of the Company to set the auditor’s remuneration.

Special Business

To consider and, if thought fit, to pass the following resolutions which, in the case of resolutions 8 will be proposed as an **ordinary resolution** and resolutions 9 and 10 will be proposed as **special resolutions**:

8. **THAT** the authority and power conferred upon the directors to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company in accordance with Article 5.2 of the Company’s Articles of Association shall apply until the earlier of the conclusion of the Company’s next AGM or the date falling 15 months from the date of the passing of this resolution and for that period the Section 551 Amount (as defined in Article 5.5) shall be £175,556.08 (approximately 50 per cent. of the Company’s current issued ordinary share capital). All previous authorities pursuant to Article 5.2 are revoked, subject to Article 5.4.
9. **THAT**, subject to the passing of resolution 8, the directors be and are conferred the authority and power to allot equity securities and to sell treasury shares in accordance with Article 5.3 of the Company’s Articles of Association:
 - (a) in connection with a rights issue (as defined in Article 5.5); and
 - (b) otherwise than in connection with a rights issue, up to an aggregate nominal amount equal to £175,556.08 (approximately 50 per cent. of the Company’s current issued ordinary share capital).

The authority granted by this resolution 9 shall apply until the earlier of the conclusion of the Company’s next AGM or the date falling 15 months from the date of the passing of this resolution. All previous authorities pursuant to Article 5.3 are revoked, subject to Article 5.4.

10. **THAT** the Option Plans the principal terms of which are summarised in Appendices 1 and 2 of this Notice of Meeting, the terms of which are produced in draft to this meeting and, for purposes of identification, initialled by the Chairman, be approved and the Directors be and are hereby be authorised to:
 - (a) make such modifications to the Option Plans as they may consider appropriate to take account of the requirements of best practice and to do all such other acts and things as they may consider appropriate to grant options under the Option Plans to Participants;
 - (b) generally and unconditionally for the purposes of Section 551 of the Companies Act 2006 and in connection with the Option Plans to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or convert any equity securities (as defined in Section 560 of the Companies Act 2006) into shares in the Company up to a maximum aggregate amount

of up to but not more than 10 per cent in aggregate of the issued ordinary share capital of the Company at the time of the grant of the options in connection with the Option Plans (based on the enlarged ordinary share capital following exercise of the Options), and that such power, unless previously revoked, renewed or varied by the Company at a General Meeting, shall expire on the date that is ten years after the passing of this resolution and that this authority is in addition to any existing authorities conferred upon the Directors pursuant to Section 551 of the Companies Act 2006; and

- (c) subject to the passing of resolution 10(b) above and in accordance with section 570 of the Companies Act 2006, generally and unconditionally to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) of the Company pursuant to the authority conferred by resolution 10(b) above wholly for cash as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities in connection with the Option Plans up to a maximum aggregate amount of up to but not more than 10 per cent in aggregate of the issued ordinary share capital of the Company at the time of the grant of options under the Option Plans (based on the ordinary enlarged share capital following exercise of the options) and that such power, unless previously revoked, renewed or varied by the Company at a General Meeting, shall expire upon the revocation or expiry of the authority conferred by resolution 10(b) above and that the power hereby conferred shall operate in addition to any previous power given to the Directors pursuant to Section 570 of the Companies Act 2006.

By order of the Board



Alexander Maxwell Hamilton Inglis

Company Secretary

29 June 2020

Tekcapital Plc

12 New Fetter Lane, London, United Kingdom EC4A 1JP

Reg No. 08873361

APPENDIX 1

SUMMARY OF THE PRINCIPAL TERMS OF THE TEKCAPITAL PLC EMI PLAN

1. PARTICIPATION

Options may be granted to any employees of the Company and its subsidiaries (“the **Group**”) at the discretion of the Board, who are eligible employees for the purposes of the EMI legislation (in Schedule 5 ITEPA 2003). In particular they must be required to work at least 25 hours per week on average (or 75 per cent. of their working time if less).

2. PERFORMANCE PERIOD

Options will generally be exercisable after a minimum performance period of 36 months, subject to the satisfaction of the vesting and performance conditions set by the Board when the options are granted. Once options have fully vested they will be available to be exercised. Options will be satisfied by the issue of new shares.

3. CESSATION OF EMPLOYMENT

If a Participant leaves as a result of being dismissed for gross misconduct or in circumstances which, in the Company’s opinion, justify summary termination due to the unsatisfactory performance of the Participant or where the Participant is given notice within nine months of grant for any reason other than death, options will lapse in their entirety on cessation.

If a Participant leaves by reason of death or permanent incapacity, options will be exercisable in full by the Participant or their personal representatives during the period of 12 months following the death or permanent incapacity of the Participant.

If a Participant ceases to be employed in the Group for any other reason, vested options lapse 90 days following cessation and if cessation occurs during the performance period options can be exercised on a pro-rated basis to the extent the Board determine the applicable performance condition has been met.

4. PERFORMANCE CONDITIONS

The Board will determine the applicable vesting performance conditions when options are granted. The performance and vesting condition that will apply to some of the first grants, are that options will vest as follows:

- 0 per cent. of the shares subject to option (the “**Option Shares**”) where the net asset value is equal to or less than USD \$17.60m;
- 33.3 per cent. of the Option Shares (rounded down to the nearest whole Share) where the net asset value exceeds USD \$17.60m;
- 66.6 per cent. of the Option Shares (rounded down to the nearest whole Share) where the net asset value exceeds USD \$19.01m;
- 100 per cent. of the Option Shares where the net asset value exceeds USD \$20.53m,

where net asset value shall be the net asset value as stated in the consolidated accounts of the Company for each financial year in the Participant’s performance period and for the avoidance of doubt shall be re-tested when each set of accounts published in the performance period are finalised.

Vesting of an award will be subject to the performance conditions as described above, or such other metric as the Board deems appropriate based on the specific individual’s unique role and contribution within the Company. Further, during these difficult economic times, options grants may be utilised to reduce the Company’s compensation and other operating costs. As such the Board will have the latitude to adjust the vesting terms and conditions of specific option grants to take account of exceptional circumstances, contributions and opportunities.

5. CHANGE OF CONTROL

In the event of a change in control of the Company (other than as a result of a reverse takeover as defined in the AIM rules) participants will normally be entitled to exercise their options within a limited period ending not more than six weeks after the change of control occurs. If the change of control occurs before options have vested, options can be exercised on a pro-rated basis to the extent the Board determine the applicable performance condition has been met.

6. LIMITS

In any ten-year period, not more than 10 per cent in aggregate of the issued ordinary shares (based on the enlarged share capital following exercise of options) of the Company for the time being may be issued to satisfy options granted under the EMI Plan or Non-qualifying Options.

7. TAXATION

The Company is not obliged to issue or procure the transfer of any Option shares unless the Participant has satisfied, or there are arrangements in place to satisfy, any tax liability, including any employers' social security to be passed on to Participants in jurisdictions where this is permitted.

8. VARIATION OF SHARE CAPITAL

In the event of a variation of share capital of the Company, the Board may make appropriate adjustments to Options granted under the EMI Plan.

9. PENSIONABILITY

Benefits under the EMI Plan will not be pensionable.

APPENDIX 2

SUMMARY OF THE PRINCIPAL TERMS OF THE TEKCAPITAL PLC NON-QUALIFYING OPTIONS

1. PARTICIPATION

Non-qualifying Options may be granted to any non-executive directors of the Company or consultants who provide services to any member of the Group at the discretion of the Board. In addition, options may be granted to directors and employees who are not eligible to be granted EMI options.

2. NON-QUALIFYING OPTIONS TERMS

The terms of the Non-qualifying Options mirror those of the EMI Plan, as set out in Appendix 1, except they exclude EMI specific requirements, references to “leavers” include consultants who cease to provide consultancy services to any Group member and the Company has the ability when it so determines to cash settle options.

Notes

The following notes remain subject to Government restrictions that may be in place at the time of the AGM arising from the COVID-19 situation. It is the Company's intention to proceed with holding the AGM on 27 July 2020 at 10.00 a.m. (British Summer Time) with the minimum quorum of shareholders present in order to conduct the business of the meeting (being two shareholders). Whilst the current guidance remains in place, no other shareholders will be permitted to physically attend the meeting. Any shareholder who attempts to attend the meeting in person will be refused entry.

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A proxy need not be a member of the Company. Your proxy could be the Chairman of the meeting or another person who has agreed to attend to represent you. However, given the limitations on physical participation (see COVID-19 update above) we recommend shareholders appoint the Chairman of the meeting as their proxy, as physical attendance at the meeting by others will be restricted in line with our Articles of Association and current guidance and legislation. Your proxy must vote as you instruct and must attend the meeting for your vote to be counted.
2. A Form of Proxy is enclosed for your use if desired. Please carefully read the instructions on how to complete the Form of Proxy. For a proxy to be effective, the instrument appointing a proxy together with the power of attorney or such other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority must reach the Company's Registrars, Computershare Investor Services Limited, of The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom or by scan and email to externalproxyqueries@computershare.co.uk not less than 48 hours before the time of holding of the AGM (excluding any part of a day that is not a Business Day). The Forms of Proxy should therefore be completed and deposited with the Company's Registrars by no later than 10.00 a.m. on 23 July 2020. Completion of a proxy does not preclude a member from subsequently attending and voting at the AGM in person if he or she so wishes, subject to current guidance and legislation (please see the COVID-19 update above). If a member has appointed a proxy and attends the AGM in person, such proxy appointment will automatically be terminated.
3. Pursuant to Regulation 41 of Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders on the register of members 48 hours before the time of the AGM or adjourned AGM (excluding any part of a day that is not a Business Day), shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the AGM.
4. Any member may insert the full name of a proxy or the full names of two alternative proxies of the member's choice in the space provided with or without deleting 'the Chairman of the meeting.' A proxy need not be a member of the Company, but must attend the meeting to represent the relevant member, subject to current guidance and legislation (please see the COVID-19 update above). The person whose name appears first on the Form of Proxy and has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow. If this proxy form is signed and returned with no name inserted in the space provided for that purpose, the Chairman of the meeting will be deemed to be the appointed proxy. Where a member appoints as his/her proxy someone other than the Chairman, the relevant member is responsible for ensuring that the proxy attends the meeting and is aware of the member's voting intentions. Any alteration, deletion or correction made in the Form of Proxy must be initialled by the signatory/ies.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. If you wish to appoint more than one proxy, please contact the Company's Registrars, Computershare Investor Services Limited on 0370 702 0000. Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, excluding public holidays. Alternatively you may write to Computershare Investor Services Limited, of The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom for additional proxy forms and for assistance.
6. Any corporation which is a member of the Company can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same share.
7. As at the date of this document, the Company's issued share capital comprised 87,778,042 ordinary shares of £0.004 each. Each share carries the right to vote at a AGM of the Company and, therefore, the total number of voting rights in the Company as at the date of this document is 87,778,042.
8. A member's instructions to the proxy must be indicated in the appropriate space provided. To abstain from voting on a resolution, select the relevant 'Vote withheld' box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her decision. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
9. The Form of Proxy must be signed by the appointor or his attorney duly authorised in writing. The power of attorney or other authority (if any) under which the Form of Proxy is signed, or a notarially certified copy of the power or authority, must be received by the Company's registrar with the Form of Proxy. If the appointor is a corporation, the Form of Proxy should be signed on its behalf by an attorney or duly authorised officer or executed as a deed or executed under common seal. In the case of joint holders, the signature of any one of them will suffice, but the names of all joint holders should be stated.
10. CREST members who wish to appoint a proxy or proxies through the CREST Electronic Proxy Appointment Service may do so for the AGM to be held on 27 July 2020 and any adjournment(s) thereof by following the procedures described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously-appointed proxy, which are to be transmitted through CREST, must be received by Computershare Investor Services Limited (ID 3RA50) no later than 10.00 a.m. on 23 July 2020, or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a Business Day).
11. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrars, in the case of a member which is a company, the revocation notice must be executed in accordance with note 12 below. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice must

be received by the Registrars not less than 48 hours (excluding any part of a day that is not a Business Day) before the time fixed for the holding of the meeting or any adjourned meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

12. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered. Please refer to the COVID-19 update above for information about questions at the meeting.
13. A corporation's form of proxy must be executed pursuant to the terms of section 44 of the Companies Act 2006 or under the hand of a duly authorised officer or attorney.
14. Any power of attorney or any other authority under which the proxy form is signed (or duly certified copy of such power of authority) must be included with the proxy form.
15. Subject to the COVID-19 restrictions, the following will be available for inspection at the place of the meeting prior to and during the AGM:
 - a. copies of service contracts of executive directors;
 - b. copies of letters of appointment of non-executive directors; and
 - c. principal terms of the proposed Options.