

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in doubt about the contents of this document or about the action you should take you should immediately consult your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) (or, if you are outside the United Kingdom, a person otherwise duly qualified in your jurisdiction) who specialises in advising on the acquisition of shares and other securities.**

If you sell or have sold or otherwise transferred all of your Existing Ordinary Shares in the Company, please send this document to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you sell or have sold or otherwise transferred only part of your holding of Existing Ordinary Shares, you should retain these documents.

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# **CATENAE INNOVATION PLC**

*(Incorporated and registered in England and Wales with registered number 04689130)*

## **Proposed Capital Reorganisation Increase of authorisation to issue shares on a non pre-emptive basis and Notice of General Meeting**

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**This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of Catenae Innovation, set out on pages 6 to 10 of this document, which contains your Board's unanimous recommendation to vote in favour of the Resolutions set out in the notice of General Meeting referred to below.**

A notice of a General Meeting of Catenae Innovation plc to be held at the offices of Goodman Derrick LLP, Fifth Floor, 10 St Bride Street, London, EC4A 4AD at 11:00 a.m. on 23 December 2019 is set out at the end of this document. Shareholders are requested to vote as detailed in the Notice of General Meeting. The completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they subsequently wish to do so.

Copies of this document, which is dated 6 December 2019, will be available free of charge to the public during normal business hours on weekdays (excluding Saturday, Sunday and public holidays) from the registered office of the Company. Copies will also be available to download from the Company's website at [www.catenaeinnovation.com](http://www.catenaeinnovation.com).

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of the Forms of Proxy	11:00 a.m. on 19 December 2019
General Meeting	11:00 a.m. on 23 December 2019
Latest date for dealings in Existing Ordinary Shares	23 December 2019
Record Date	6:00 p.m. on 23 December 2019
Admission effective and commencement of dealings in the New Ordinary Shares	8.00 a.m. on 27 December 2019
CREST accounts credited with the New Ordinary Shares in uncertificated form	27 December 2019
Despatch of definitive certificates for New Ordinary Shares (in certificated form)	within 10 business days of Admission

### Notes:

- (1) References to times in this Document are to London time (unless otherwise stated).
- (2) The dates set out in the timetable above may be subject to change.
- (3) If any of the above times or dates should change, the revised times and/or dates will be notified by an announcement to a regulatory information service.

## STATISTICS\*\*

Conversion ratio of Existing Ordinary Shares to Consolidated Shares	100 Existing Ordinary Shares : one Consolidated Share
Number of Existing Ordinary Shares in issue at the date of this Document	3,223,601,652*
Total expected number of New Ordinary Shares in issue following the Capital Reorganisation	32,236,017
Total expected number of Deferred Shares in issue following the Capital Reorganisation	32,236,017

\*Based on the register of members of the Company as at close of business on 5 December 2019. To facilitate the Capital Reorganisation, immediately prior to the Record Date, a further 48 Existing Ordinary Shares will be allotted to the Company Secretary which will be held on trust for the Company.

\*\*In addition, there are 83,333,332 ordinary shares of 0.1p each held in the Company's share reserve as disclosed in the Company's annual accounts for the period ended 30 September 2018.

The Company will be applying for a new ISIN and SEDOL codes, which will be notified by way of a regulatory news announcement.

## DEFINITIONS

<b>“Admission”</b>	admission of the New Ordinary Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules;
<b>“AIM Rules”</b>	the AIM Rules for Companies and the AIM Rules for Nominated Advisers, as issued by the London Stock Exchange from time to time;
<b>“AIM”</b>	the AIM market operated by the London Stock Exchange;
<b>“Articles”</b>	the articles of association of the Company at the date of this Document;
<b>“Board”</b>	the board of directors of the Company;
<b>“Capital Reorganisation”</b>	the proposed Consolidation and the Sub-Division;
<b>“Certificated”</b> or in <b>“Certificated Form”</b>	the description of a share or other security which is not in uncertificated form (that is, not in CREST );
<b>“Company”</b> or <b>“Catenae Innovation”</b>	Catenae Innovation plc (registered under company number 04689130);
<b>“Consolidated Shares”</b>	ordinary shares of 10 pence each in the Company to be created following the Consolidation;
<b>“Consolidation”</b>	the proposed consolidation of every 100 Existing Ordinary Share of 0.1 pence each into one Consolidated Share of 10 pence each;
<b>“CREST”</b>	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in the CREST Regulations);
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended;
<b>“Deferred Shares”</b>	the deferred shares of 9.8 pence each in the capital of the Company to be created following the Sub-Division;
<b>“Directors”</b>	the directors of the Company or any authorised committee thereof;
<b>“Document”</b>	this document;
<b>“Euroclear”</b>	Euroclear UK & Ireland Limited, the operator of CREST;
<b>“Existing Ordinary Shares”</b>	the ordinary shares of 0.1 pence each in issue as at the date of this Document;
<b>“Form of Proxy”</b>	the form of proxy for use by Shareholders in connection with the General Meeting;
<b>“Fractional Shareholders”</b>	Shareholders entitled to fractions of shares as a result of the Capital Reorganisation;
<b>“General Meeting”</b>	the general meeting of the Company to be held at the offices of Goodman Derrick LLP, Fifth Floor, 10 St Bride Street, London, EC4A 4AD on 23 December 2019 at 11:00 a.m., notice of which is set out at the end of this Document;
<b>“London Stock Exchange”</b>	London Stock Exchange plc;
<b>“New Ordinary Shares”</b>	the ordinary shares of 0.2 pence each in the capital of the Company to be created following the Sub-Division;
<b>“Record Date”</b>	6:00 p.m. on 23 December 2019;
<b>“Registrar”</b>	Link Market Services Limited (trading as Link Asset Services);

<b>“Resolutions”</b>	the resolutions to be proposed at the General Meeting, details of which are set out in this Document;
<b>“Shareholder(s)”</b>	a holder of Existing Ordinary Shares;
<b>“Sub-Division”</b>	the sub-division of each Consolidated Share of 10 pence each into one New Ordinary Share of 0.2 pence each and one Deferred Share of 9.8 pence each; and
<b>“United Kingdom” or “UK”</b>	the United Kingdom of Great Britain and Northern Ireland.

All references in this Document to “**£**” or “**pence**” are to the lawful currency of the UK

**LETTER FROM THE CHAIRMAN**

**OF**

**CATENAE INNOVATION PLC**

*(Incorporated and registered in England and Wales with registered number 04689130)*

*Directors:*

Kevin Everett (Non-executive Chairman)  
Anthony Flynn (Non-executive Director)  
Edward Guy Meyer (Interim CEO)

*Registered Office:*

27 Old Gloucester Street  
London  
WC1N 2AX

6 December 2019

Dear Shareholder

**Proposed increase in Authorities to allot shares, Capital Reorganisation and Notice of General Meeting**

**1. INTRODUCTION**

The Company's share price is currently trading close to the nominal value of its Existing Ordinary Shares and, as a company is unable to issue new ordinary shares at a price below its nominal value, it is therefore proposed that at the forthcoming General Meeting, the Company undertakes a share capital reorganisation.

The Company currently has 3,223,601,652 ordinary shares in issue with voting rights (excluding 83,333,332 held in the share reserve as disclosed in the Company's annual accounts for the period ended 30 September 2018). The Directors consider that it is in the best interests of the Company's long-term development as a public quoted company to have a more manageable number of issued shares and to have a higher share price. The proposed Capital Reorganisation comprises a Consolidation and Sub-Division of shares. This is achieved by consolidating 100 Existing Ordinary Shares into one Consolidated Share, followed by the Sub-Division of each Consolidated Share into one New Ordinary Share and one Deferred Share.

Furthermore, the Company in the short term will need to raise further capital as its working capital position is currently very strained. If a placing with investors were to occur it would likely happen at a price below the current par value of the Existing Shares.

The Capital Reorganisation is subject to shareholder approval at the General Meeting, notice of which is set out at the end of this Document. The purpose of this Document is to provide Shareholders with details of the Capital Reorganisation and to explain why the Directors are recommending that Shareholders vote in favour of the Capital Reorganisation at the General Meeting.

**2. PURPOSE OF THE CAPITAL REORGANISATION**

The Company's issued share capital currently consists of 3,223,601,652 ordinary shares of 0.1p each (excluding 83,333,332 held in the share reserve as disclosed in the Company's annual accounts for the period ended 30 September 2018). This number of shares in issue has resulted from significant capital raisings in the past and the Board believes a more manageable number of issued shares going forward, is desirable.

Furthermore, the Company's share price is currently trading close to the nominal value of its Existing Ordinary Shares, a company is unable to issue new ordinary shares at a price below its nominal value, therefore, the Directors believe it is prudent to undertake the Capital Reorganisation in order to increase the headroom between its ordinary share's nominal value and traded price.

The structure of the Capital Reorganisation is such that the Company will continue to meet the statutory requirement of having £50,000 minimum nominal value of issued share capital.

### **3. PROPOSED CAPITAL REORGANISATION**

The proposed Capital Reorganisation will comprise two elements:

#### **(a) The Consolidation**

Every 100 Existing Ordinary Share of 0.1 pence each will be consolidated into one Consolidated Share of 10 pence each.

#### **(b) The Sub-Division**

Immediately following the Consolidation, each Consolidated Share will then be sub-divided into one New Ordinary Share of 0.2 pence each and one Deferred Share of 9.8 pence each.

The Capital Reorganisation requires the passing of the Resolutions at the General Meeting, which is to be held at 11:00 a.m. on 23 December 2019 at the offices of Goodman Derrick LLP, Fifth Floor, 10 St Bride Street, London, EC4A 4AD. In addition, the Articles will need to be amended to permit the creation of the Deferred Shares and to set out the rights attaching to the Deferred Shares.

If the Resolutions are passed, the Capital Reorganisation will become effective immediately following close of business on that date.

### **4. CONSOLIDATION**

At the General Meeting, the Directors are inviting Shareholders to approve the Resolutions, which will authorise the Consolidation, pursuant to which every 100 Existing Ordinary Share will be consolidated into one Consolidated Share, and the subsequent sub-division.

In anticipation of the Resolutions being passed by the Shareholders, the Company will, immediately prior to the General Meeting, issue such number of additional Existing Ordinary Shares as will result in the total number of Existing Ordinary Shares in issue being exactly divisible by 100. Assuming no Ordinary Shares are issued between the date of this Document and immediately before the General Meeting, this will result in 48 additional Ordinary Shares being issued and will create 32,236,017 Consolidated Shares (subject to any revision to the Company's issued share capital between the date of this document and the Record Date).

These 48 additional Ordinary Shares will be issued to the Company Secretary. Since these additional shares would only represent a fraction of a New Ordinary Share, this fraction would be sold pursuant to the arrangements for fractional entitlements described below.

As all of the Existing Ordinary Shares are proposed to be consolidated, the proportion of issued ordinary shareholdings in the Company held by each Shareholder immediately before and immediately after the Consolidation will, save for fractional entitlements, remain unchanged.

In the event the number of Existing Ordinary Shares attributed to a Shareholder is not exactly divisible by 100, the Consolidation will generate an entitlement to a fraction of a Consolidated Share. On the Sub-Division, such fractional entitlements will be carried over to the relevant New Ordinary Shares, but not the Deferred Shares and the New Ordinary Shares, which comprise fractional entitlements, will then be sold on the open market (see further explanation at paragraph 7).

Accordingly, following the implementation of the Capital Reorganisation, any Shareholder who as a result of the Consolidation, has a fractional entitlement to any New Ordinary Shares, will not have a proportionate shareholding of New Ordinary Shares exactly equal to their proportionate holding of Existing Ordinary Shares.

Furthermore, any Shareholders holding fewer than 100 Existing Ordinary Shares as at the Record Date will cease to be a shareholder of the Company. The minimum threshold to receive Consolidated Shares will be 100 Existing Ordinary Shares.

### **5. SUB-DIVISION**

Immediately following the Consolidation, each Consolidated Share will be sub-divided into one New Ordinary Share of 0.2 pence each and one Deferred Share of 9.8 pence each.

Where there are fractional entitlements to a Consolidated Share, the Board considers it fair that upon Sub-Division, the same fractional entitlements to a Consolidated Share will apply to each New Ordinary Share, but not a Deferred Share.

The Record Date for the Sub-Division will be the same as for the Consolidation, which is 6 p.m. on 23 December 2019.

## 6. EFFECTS OF THE CAPITAL REORGANISATION

For purely illustrative purposes, examples of the effects of the Capital Reorganisation are set out below:

Existing Ordinary Shares	New Ordinary Share	Deferred Share
1,000,000	10,000	10,000
25,000	250	250
500	5	5

The example below shows a fractional entitlement, the value of which will depend on the market value of the New Ordinary Shares at the time of sale.

Existing Ordinary Shares	New Ordinary	New Deferred	Fractional
17,250	172	172	0.50

Application will be made for the New Ordinary Shares to be admitted to trading on AIM and dealings in the New Ordinary Shares are expected to commence on or around 27 December 2019.

## 7. FRACTIONAL ENTITLEMENTS TO CONSOLIDATED SHARES

As set out above, the Consolidation will give rise to fractional entitlement to a Consolidated Share where any holding is not precisely divisible by 100. On Sub-Division of any such Consolidated Share, which occurs immediately thereafter, the same fractional entitlement will apply to each New Ordinary Share, but not a Deferred Share then arising. As regards to the New Ordinary Shares, no certificates regarding fractional entitlements will be issued. Instead, any New Ordinary Shares, in respect of which there are fractional entitlements, will be aggregated and sold in the market for the best price reasonably obtainable on behalf of Fractional Shareholders entitled to fractions.

The Company will distribute the proceeds of sale in due proportion to any such Fractional Shareholders in accordance with article 19 of the Articles. In the event that the net proceeds of sale amount to £3 or less, the Board is of the view that, as a result of the disproportionate costs, it would not be in the best interests of the Company to distribute such proceeds of sale, which instead shall be retained for the benefit of the Company in accordance with article 19 of the Articles.

For the avoidance of doubt, the Company is only responsible for dealing with fractions arising on registered holdings. For Shareholders whose shares are held in the nominee accounts of UK stockbrokers, the effect of the Capital Reorganisation on their individual shareholdings will be administered by the stockbroker or nominee in whose account the relevant shares are held. The effect is expected to be the same as for shareholdings registered in beneficial names, however it is the stockbroker's or nominee's responsibility to deal with fractions arising within their customer accounts and not the Company's.

## 8. RESULTING SHARE CAPITAL

The issued share capital of the Company immediately following the Capital Reorganisation, is expected to comprise 32,236,017 New Ordinary Shares and 32,236,017 Deferred Shares.

## 9. RIGHTS ATTACHING TO NEW ORDINARY SHARES AND THE DEFERRED SHARES

The New Ordinary Shares arising upon implementation of the Capital Reorganisation will have the same rights as the Existing Ordinary Shares, including voting, dividend and other rights.

The Deferred Shares will have the rights set out in the Articles as amended by Resolution 4. They will have no dividend or voting rights and, upon a return of capital, the right only to receive the amount paid up thereon after the holders of the Ordinary Shares in the capital of the Company have received the aggregate amount paid up thereon.

Accordingly, a Resolution will be proposed to amend the articles of association which include the rights attaching to the Deferred Shares.

## 10. EFFECTS ON OPTIONS AND OTHER INSTRUMENTS

The entitlements to Ordinary Shares of holders of securities or instruments convertible into Ordinary Shares (such as share options) are expected to be adjusted to reflect the Capital Reorganisation.



## 11. GENERAL MEETING

You will find set out at the end of this Document a notice convening the General Meeting to be held at the offices of Goodman Derrick LLP at 11 a.m. on 23 December 2019.

The Resolutions to be proposed at the General Meeting are as follows:

(a) **Resolution 1: Capital Reorganisation (Ordinary Resolution)**

An ordinary resolution is proposed to approve the Capital Reorganisation. The Board considers it desirable to effect the Capital Reorganisation as, in the Board's opinion, it should improve the liquidity and marketability of Ordinary Shares.

(b) **Resolution 2: Grant the directors the authority to allot the shares (Ordinary Resolution)**

An ordinary resolution is required to grant the Board the authority to allot shares in the capital of the Company in accordance with section 551 of the Companies Act 2006.

(c) **Resolution 3: Disapply the statutory pre-emption rights in relation to the allotment of the shares (Special Resolution).**

A special resolution is required to disapply the statutory pre-emption rights in relation to the allotment and issue of shares in the capital of the Company.

(d) **Resolution 4: Amendment of articles of association (Special Resolution)**

A special resolution to approve the adoption of new articles of association which will include the rights attaching to deferred shares.

## 12. UNITED KINGDOM TAXATION IN RELATION TO THE CAPITAL REORGANISATION

For the purposes of UK taxation of chargeable gains, a Shareholder should not be treated as making a disposal of all or part of his holding of Existing Ordinary Shares by reason of the Consolidation. The New Ordinary Shares should be treated as the same asset, and as having been acquired at the same time and at the same aggregate cost as, the holding of Existing Ordinary Shares from which they derive. On a subsequent disposal of the whole or part of the New Ordinary Shares comprised in the new holding, a shareholder may, depending on his or her circumstances, be subject to tax on the amount of any chargeable gain realised.

## 13. ACTION TO BE TAKEN

The Company is now operating a paperless voting process, which is a quicker and more secure method of voting online via our registrars' website. You are therefore able to register your votes by completing and submitting a form of proxy online through our registrar's internet Share Portal Service at [www.signalshares.com](http://www.signalshares.com) (search for "**Catena Innovation Plc**") as soon as possible even if you intend to attend the General Meeting, to be received by our registrars not less than 48 hours (excluding weekends and bank holidays) before the time fixed for the meeting (or any adjournment thereof). The completion and return of a Proxy will not prevent you from attending the General Meeting and voting in person if you subsequently wish to do so.

Shareholders are reminded that, if their Ordinary Shares are held in the name of a nominee, only that nominee or its duly appointed proxy can be counted in the quorum at the General Meeting.

If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice from your broker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser, immediately.

To vote online you will need to log into your Share Portal account or register for the Share Portal if you have not already done so. To register for the Share Portal you will need your investor code, which can be found on your share certificate. Once registered, you will immediately be able to vote.

Voting by proxy prior to the meeting does not affect your right to attend the meeting and vote in person, should you so wish.

If you need any help with voting online or require a paper form of proxy, please contact the Link Asset Services Shareholder Helpline on either 0871 664 0391 from the UK (Calls cost 12p per minute

plus your phone company's access charge), or from overseas on +44 (0) 371 664 0391, or by email at enquiries@linkgroup.co.uk. Telephone lines are open Monday to Friday (excluding Bank Holidays) from 9.00 am to 5.30 pm.

#### **14. RECOMMENDATION**

The Directors consider that the Capital Reorganisation is fair and reasonable and is in the best interests of the Company and its Shareholders as a whole. The Directors therefore recommend you vote in favour of all of the Resolutions.

The Directors intend to vote in favour of all of the Resolutions in respect of their own beneficial holdings of Existing Ordinary Shares. Such shareholdings comprise 141,537,953 Existing Ordinary Shares representing approximately 4.39 per cent. of the total Existing Ordinary Shares.

Yours faithfully

**Kevin Everett**

Non-Executive Chairman

# CATENAE INNOVATION PLC

(Incorporated and registered in England and Wales with registered number 04689130)

## NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Catenae Innovation plc (the “**Company**”) will be held at 11:00 a.m. on 23 December 2019 at the offices of Goodman Derrick LLP, Fifth Floor, 10 St Bride Street, London, EC4A 4AD for the purpose of considering and, if thought fit, passing the following resolutions (the “**Resolutions**”). Resolution 1 and Resolution 2 will be proposed as ordinary resolutions and Resolution 3 and Resolution 4 will be proposed as special resolutions.

### ORDINARY RESOLUTIONS

1. THAT, subject to and conditional on the admission of the New Ordinary Shares (as defined below) to trading on AIM becoming effective:
  - 1.1. every 100 ordinary shares of 0.1 pence each in the capital of the Company in issue at 6.00 p.m. on 23 December 2019 (the “**Existing Ordinary Shares**”) be consolidated into one ordinary share of 10 pence (“**Consolidated Share**”), provided that, where such consolidation results in any shareholder being entitled to a fraction of a Consolidated Share, such fraction shall be dealt with by the directors of the Company (the “**Directors**”) as they see fit, pursuant to their powers available to them under article 19 of the Company’s articles of association (the “**Articles**”); and
  - 1.2. each Consolidated Share (together with a fraction of a Consolidated Share) then in issue be sub-divided into one ordinary share of 0.2 pence in the capital of the Company (“**New Ordinary Share**”) (or fraction thereof) and one deferred share of 0.98 pence each in the capital of the Company (“**Deferred Share**”) and that the New Ordinary Shares shall have the same rights and be subject to the same restrictions as the Existing Ordinary Shares that are currently in issue and as set out in the Articles and that the Deferred Shares shall have the rights and be subject to the restrictions as set out in the Articles.
2. THAT, subject to and conditional on the passing of Resolution 1 above, the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”) to exercise all or any of the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company (“**Relevant Securities**”) up to an aggregate nominal amount of £150,000 provided that:
  - 2.1. this authority shall expire (unless previously renewed, varied or revoked) on the earlier of the date of the next annual general meeting of the Company or the date falling six months from the date of the general meeting; and
  - 2.2. the Company may make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the Directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.

This authority is in addition to all unexercised authorities in relation to the allotment of securities pursuant to section 551 of the Act conferred on the Directors at the annual general meeting of the Company held on 25 April 2019.

### SPECIAL RESOLUTIONS

3. THAT, subject to and conditional upon the passing of Resolutions 1 and 2 above, the Directors be and are hereby empowered pursuant to sections 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 1 above, as if section 561 of the Act did not apply to any such allotment, provided that:
  - 3.1. such power shall be limited to the allotment of up to an aggregate nominal amount of £150,000; and

- 3.2. this power shall expire (unless previously renewed, varied or revoked) on the earlier of the date of the next annual general meeting of the Company or the date falling six months from the date of the general meeting provided that the Company may make an offer or agreement which would or might require securities to be allotted after this power expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

This authority is in addition to all unexercised authorities in relation to the disapplication of section 561 of the Act conferred on the Directors at the annual general meeting of the Company held on 25 April 2019.

4. THAT, subject to and conditional on the passing of Resolution 1 above, the articles of association of the Company be amended by:

- 4.1. the insertion of the following new definitions:

“**Deferred Shares**” deferred shares of 9.8 pence each in the capital of the Company, having the rights set out in these Articles.

“**Ordinary Shares**” ordinary shares of 0.2 pence in the capital of the Company, having the rights set out in these Articles.”

- 4.2. the insertion of the following new clauses 7A, 7B and 7C immediately before the existing article 8 (Uncertificated Shares):

**7A SHARE CAPITAL**

The share capital of the Company is divided into Ordinary Shares and Deferred Shares, each having the rights set out in these Articles.

**7B ORDINARY SHARES**

The Ordinary Shares shall have attached to them the following rights and restrictions:

**7B.1 As regards income**

The Ordinary Shares shall confer on the holders thereof the right to receive (in proportion to the number of such Ordinary Shares held by each of them) any dividend which the Company resolves to distribute.

**7B.2 As regards voting**

*7B.2.1 On a show of hands at a general meeting every holder of Ordinary Shares who (being an individual) is present in person or by one or more proxies or (being a corporation) is present by one or more duly authorised representatives or proxies, shall have one vote; and*

*7B.2.2 On a vote on a resolution on a poll taken at a general meeting every holder of Ordinary Shares shall have one vote for each Ordinary Share held.*

**7B.3 As regards capital**

*Subject to any payment to be made to the holders of the Deferred Shares in accordance with Article 7C.3 on a return of capital whether on liquidation or reduction of capital or otherwise the assets of the Company remaining after the payment of its liabilities shall be paid to the holders of the Ordinary Shares (in proportion to the number of such Ordinary Shares held by each of them).*

**7C DEFERRED SHARES**

The Deferred Shares shall have attached to them the following rights and restrictions:

**7C.1 As regards income**

*The Deferred Shares shall not entitle the holders thereof to receive any dividend or other distribution;*

**7C.2 As regards voting**

*The Deferred Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any Annual General Meeting or General Meeting of the Company;*

**7C.3 As regards capital**

*On a return of capital on a winding up the holders of the Deferred Shares shall only be entitled to receive the amount paid up on such Deferred Shares after the holders of the Ordinary Shares have received the aggregate sum of £30,000,000 and the holders of the Deferred Shares shall have no other right to participate in the assets of the Company;*

**7C.4 As regards transfer**

The Company is authorised at any time:

7C.4.1 *to appoint a person to execute on behalf of the holders of the Deferred Shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holders thereof and persons so entitled, to such persons as the Company may determine as holder thereof beneficially entitled thereto; and*

7C.4.2 *pending any such transfer not to issue certificates for the Deferred Shares.*

**7C.5 As regards variation of rights**

*Neither:*

7C.5.1 *the passing by the Company of any resolution for a reduction of capital involving the cancellation of the Deferred Shares without any repayment of capital in respect thereof, or a reduction of share premium account, or the obtaining by the Company or the making by the court of an order confirming any such reduction of capital or share premium account of the making effective of such order; nor*

7C.5.2 *the purchase by the Company in accordance with the provisions of the Act of any of its own shares or other securities or the passing of a resolution to permit any such purchase, shall constitute a modification, variation or abrogation of the rights attaching to the Deferred Shares and accordingly the Deferred Shares may at any time be cancelled for no consideration by means of a reduction in capital or purchased by the Company, at its option at any time, in accordance with the provisions of the Act, without making any payment to the holder thereof and without recourse to the holder, and to cancel the same without making any payment to or obtaining the sanction of the holder or holders thereof The Company may, at its option at any time, purchase all or any of the Deferred Shares then in issue, at a price not exceeding £1 in aggregate.*

**7C.6 As regards further issues**

*The rights conferred by the Deferred Shares shall not be varied or abrogated by the creation or issue of further shares ranking pari passu with or in priority to the Deferred Shares."*

By Order of the Board

**John Farthing**  
Company Secretary

6 December 2019

*Registered office:*  
27 Old Gloucester Street  
London  
WC1N 2AX

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
2. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form or on the online portal. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
3. In order to be valid, a completed appointment of proxy must be returned to the Company by one of the following methods:
  - 3.1. in hard copy form by post, by courier or by hand to the Company's registrars, Link Asset Services, at the address shown on the form of proxy; or
  - 3.2. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below, and in each case must be received by the Company not less than 48 hours (excluding weekends and bank holidays) before the time fixed for the meeting.
  - 3.3. Please note that any electronic communication sent to us/our registrars in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted.
4. A shareholder can also appoint a proxy electronically via the Company's registrars' website at [www.signalshares.com](http://www.signalshares.com). For an electronic proxy appointment to be valid an appointment must be received not less than 48 hours (excluding weekends and bank holidays) before the time fixed for the meeting.
5. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
  - 5.1. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. 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.
  - 5.2. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's 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 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 the issuer's agent ID (RA10), Link Asset Services by the latest time(s) for receipt of proxy appointments specified in the notice of 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.
  - 5.3. 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.
  - 5.4. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. 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 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.
6. Only those shareholders registered in the Register of Members of the Company as at close of business on 19 December 2019 (or, if the meeting is adjourned, on the date which is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that 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 meeting or adjourned meeting.
7. Any corporation which is a member 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 shares.
8. Other than as set out herein, you may not use any electronic address provided either in this notice of general meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

9. As at 5 December (being the last business day before the publication of this Notice), the Company's issued share capital consisted of 3,223,601,652 Existing Ordinary Shares carrying one vote each (in addition to 83,333,332 Existing Ordinary Shares are held in the share reserve as disclosed in the Company's annual accounts for the period ended 30 September 2018).
10. 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:
  - 10.1. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - 10.2. the answer has already been given on a website in the form of an answer to a question; or
  - 10.3. it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

