

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

If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000, as amended. If you have sold or otherwise transferred all your shares in Catenae Innovation plc (the “Company”), please forward this document and the accompanying form of proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

## **CATENAE INNOVATION PLC**

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

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that an annual general meeting (the “AGM” or “Annual General Meeting”) of Catenae Innovation plc (the “Company”) will be held at noon on Friday 25 September 2020 at the offices of Goodman Derrick LLP at 10 St Bride Street, London EC4A 4AD for the purpose of considering and, if thought fit, passing the following resolutions (the “Resolutions”). Resolutions 1 to 6 will be proposed as ordinary resolutions and Resolutions 7 to 9 will be proposed as special resolutions.

In accordance with article 93 of the Company’s articles of association, resolution 8, relating to the proposed changes to the articles, and resolution 7.2 relating to the approval of the option scheme are non-routine business.

#### **IMPORTANT INFORMATION: IMPACT OF THE COVID-19 PANDEMIC ON THE MEETING.**

Given the current circumstances in relation to Covid-19, the board of directors of the Company (the “Board”) has made the decision that the AGM will be held as a closed meeting as permitted by the provisions of the Corporate Insolvency and Governance Act 2020. This means that the AGM will be convened with the minimum quorum of shareholders (facilitated by the Company) to conduct the formal business of the AGM. As such, for the safety and security of all involved, shareholders and their proxies are unable to attend the AGM in person this year. Any Shareholder who attempts to attend the meeting in person will have to be refused entry. In light of this, you are strongly advised to appoint the Chairman of the meeting as your proxy to ensure that your vote is counted.

#### **Shareholder Q&A session by Zoom after the Annual General Meeting at 12.30 pm**

In order to register for the Q&A session following the Annual General Meeting using the Zoom Conferencing Platform please email [shareholders@catenaeinnovation.com](mailto:shareholders@catenaeinnovation.com) with your name and address by noon on 23 September. If your shares are held in a broker’s nominee you will need to send confirmation of your holding from the broker to the same email. Invitations to the Zoom Q&A session will be emailed out shortly before 12.30 pm. Please note that no new information will be released that is not already in the public domain and that the Q&A session is subject to Zoom availability and internet connectivity on the day.

## ORDINARY RESOLUTIONS

1. To receive and adopt the financial statements of the Company and the directors' and auditors' reports thereon for the year ended 30 September 2019.
2. To elect Brian Thompson, who was appointed since the last annual general meeting, as a director of the Company.
3. To elect John Farthing, who was appointed since the last annual general meeting, as a director of the Company.
4. To reappoint Guy Meyer (who retires by rotation and, being eligible, offers himself for re-election) as a director of the Company.
5. To reappoint MAH, Chartered Accountants, as auditors of the Company from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before shareholders and to authorise the directors to fix the auditors' remuneration.
6. THAT the directors of the Company (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**"):
  - 6.1. up to an aggregate nominal amount of £200,000; and
  - 6.2. up to a further aggregate nominal amount of £31,263.158 provided such Relevant Securities are in relation to any employee share scheme (within the meaning of section 1166 of the Act) adopted by the Company.

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 31 March 2021 save that 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 Resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

## SPECIAL RESOLUTIONS

7. THAT, subject to and conditional upon the passing of Resolution 6 above, the Directors be and are hereby empowered pursuant to section 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 [6] above, as if section 561 of the Act did not apply to any such allotment, provided that such power shall be limited to the allotment of:
  - 7.1. up to an aggregate nominal amount of £200,000; and
  - 7.2. up to a further aggregate nominal amount of £31,263.158 provided such Relevant Securities are in relation to any employee share scheme (within the meaning of section 1166 of the Act) adopted by the Company.

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 31 March 2021 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 Resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561 of the Act did not apply but without prejudice to any

allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such authorities.

8. THAT, with effect from the conclusion of the meeting, the articles of association of the Company be amended by the insertion of the following new article 102A immediately before the existing article 103 (Voting):

*“102A Without prejudice to Article 98, the Directors may resolve to enable persons entitled to attend and participate in a general meeting to do so partly (but not wholly) by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Directors) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:*

- (a) participate in the business for which the meeting has been convened;*
- (b) hear all persons who speak at the meeting; and*
- (c) be heard by all other persons attending and participating in the meeting.”*

9. THAT the Company’s allotment and issue of 3,475,000 Ordinary Shares of £0.002 on the exercise of certain warrants as announced on 6 July 2020 (the “**Relevant Allotment**”) be and is hereby authorised and ratified and any and all claims that may have arisen against the Company and/or its directors out of or in connection with the Relevant Allotments be and are hereby waived and released.

By Order of the Board  
John Farthing  
Company Secretary

3 September 2020

*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 23 September 2020 (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 2 September 2020 (being the last business day before the publication of this Notice), the Company's issued share capital consisted of 220,749,043 ordinary shares of £0.002 each ("**Ordinary Shares**") carrying one vote each.