

ORDINARY AND SPECIAL RESOLUTIONS

OF

INTEGUMEN PLC

(the "Company")

Passed on Tuesday 15 September 2020

At a general meeting ("GM") of the Company duly convened and held virtually and at the offices of Jeffreys Henry LLP at Finsgate, 5 – 7 Cranwood Street, London, EC1V 9EE on 15 September 2020 at 11.00 a.m., the following resolutions were duly passed of which resolutions 1 to 4 inclusive below were passed as ordinary resolutions and resolutions 5 to 7 inclusive below was passed as special resolutions.

**Ordinary resolutions**

That:

- 1 With effect from 6.00 p.m on 15 September 2020, every 10 existing ordinary shares of 0.01 pence each in the capital of the Company be consolidated into one new ordinary share of 0.1 pence in value having the same rights and ranking *pari passu* in all respects with the Existing Ordinary Shares, provided that where such consolidation results in any member being entitled to a fraction of a new Consolidated Ordinary Share, such fraction shall be aggregated and the directors of the Company be and are hereby authorised to sell (or appoint another person to sell) such fraction on behalf of the relevant member where the net proceeds of such sale will be retained for the benefit of the Company.
- 2 In accordance with the requirements of section 551 of the Companies Act, and in addition to the authorities granted pursuant to Resolutions 3 and 4 and any existing authority (and without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authority), the directors of the Company be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot new ordinary shares with a nominal value of up to £63,100.32 in connection with the Acquisition **PROVIDED** that such authority shall expire on 30 June 2021 provided that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after such expiry and the directors of the Company may allot shares in the Company or grant rights pursuant to any such offer or agreement as if the authority conferred by this Resolution had not expired.
- 3 In accordance with the requirements of section 551 of the Companies Act, and in addition to the authorities granted pursuant to Resolutions 2 and 4 and any existing authority (and without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authority), the directors of the Company be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot new ordinary shares with a nominal value of £6,919.24, being the number of New Ordinary Shares required to satisfy the exercise of the Conversion Rights in addition to the current estimate of the number of New Ordinary Shares required to be issued on the exercise in full of the Warrants, **PROVIDED** that such authority shall expire on the fifth anniversary of the passing of this Resolution.
- 4 In accordance with the requirements of section 551 of the Companies Act, and in addition to the authorities granted pursuant to Resolutions 2 and 3 and any existing authority (and without prejudice to any allotment of shares or grant of rights already



made, offered or agreed to be made pursuant to such authority), the directors of the Company be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company such authority to be limited to a maximum aggregate nominal amount of £36,730. PROVIDED that such authority shall expire on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2020; and (ii) the date falling 18 months from the date of the passing of this Resolution unless any such authorities are renewed, varied or revoked by the Company prior to or on that date and provided also that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after such expiry and the directors of the Company may allot shares in the Company or grant rights pursuant to any such offer or agreement as if the authority conferred by this Resolution had not expired.

### Special Resolutions

- 5 THAT, in accordance with section 571(1) of the Companies Act, and in addition to any existing authority, the directors of the Company be and they are hereby empowered to allot equity securities (within the meaning of section 560 of the Companies Act) for cash pursuant to the authorities conferred by Resolution 3 as if section 561 of the Companies Act did not apply to such allotment, **PROVIDED** that this power shall be limited to new ordinary shares with a nominal value of £6,919.24, being 1.5 times the number of New Ordinary Shares required to satisfy the exercise of the Conversion Rights in addition to the current estimate of the number of New Ordinary Shares required to be issued on the exercise in full of the Warrants.
- 6 THAT, in accordance with section 571(1) of the Companies Act, and in addition to any existing authority, the directors of the Company be and they are hereby empowered to allot equity securities (within the meaning of section 560 of the Companies Act) for cash pursuant to the authority conferred by Resolution 4 as if section 561 of the Companies Act did not apply to such allotment, **PROVIDED** that this power shall be limited to:
- 6.1 the allotment of equity securities in connection with a rights issue or similar offer in favour of Shareholders where the equity securities respectively attributable to the interest of all Shareholders are proportionate (as nearly as may be) to the respective numbers of New Ordinary Shares held by them subject only to such exclusions or other arrangements as the Directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory; and
- 6.2 the allotment and issue of New Ordinary Shares up to a maximum aggregate nominal amount of £ 26,160
- PROVIDED** that any such powers may be renewed, revoked or varied by special resolution and that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the directors of the Company may allot equity securities pursuant to any such offer or agreement as if such powers had not expired.

7. THAT the name of the Company be changed to Deepverge Plc.

Signed.....

Director



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company Number **10205396**

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**INTEGUMEN PLC**

a company incorporated as public limited by shares; having its registered  
office situated in England and Wales; has changed its name to:

**DEEPVERGE PLC**

Given at Companies House on **4th October 2020**



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**