

Company number 10205396

ORDINARY AND SPECIAL RESOLUTIONS

OF

INTEGUMEN PLC

(the "Company")

Passed on Wednesday 31 July 2019

At an annual general meeting ("**AGM**") of the Company duly convened and held at the offices of Jeffreys Henry LLP at Finsgate, 5-7 Cranwood Street, London EC1V 9EE on Wednesday 31 July 2019 at 12.00 noon, the following resolutions were duly passed of which resolutions 1 to 7 below were passed as ordinary resolutions and resolution 8 below was passed as a special resolution.

Ordinary Business

Resolution 1

THAT the Company's annual accounts for the 12 months ended 31 December 2018, together with the directors' report and auditor's report thereon, be received and adopted.

Resolution 2

THAT Jeffreys Henry LLP be re-appointed as auditor of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting at which accounts are laid before the Company.

Resolution 3

THAT the directors of the Company be authorised to determine the auditor's remuneration.

Resolution 4

THAT Gerard Brandon, who retires in accordance with the Company's articles of association, be re-elected as a director.

Resolution 5

THAT Camillus Glover, who retires in accordance with the Company's articles of association, be re-elected as a director.

Resolution 6

THAT Fionan Murray, who retires in accordance with the Company's articles of association, be re-elected as a director.



Special Business

Resolution 7

THAT, in accordance with section 551 of the Companies Act 2006 ("**CA 2006**"), the board of directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**Relevant Securities**");

1. comprising equity securities (as defined by section 560 of the CA 2006) up to an aggregate nominal amount of £65,144 (such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant to the authority in paragraph 2 below) in connection with an offer by way of a rights issue:

(a) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

(b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

2. in any other case, up to an aggregate nominal amount of £32,572 (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph 1 above in excess of £32,572),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 18 months after the date of the passing of this resolution or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has 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.

Resolution 8

THAT, subject to the passing of Resolution 7, the Directors be authorised to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:

(a) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under paragraph 1 of Resolution 7, by way of a rights issue only):

- (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
- (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

(b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of this Resolution 8) to any person up to an aggregate nominal amount of £9,771.

The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on the date falling 18 months after the date of the passing of this resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities or sell treasury shares as if section 561 of the CA 2006 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.

Signed.....

Director

Company number 10205396

INTEGUMEN PLC
PUBLIC COMPANY LIMITED BY SHARES

MINUTES of an annual general meeting of Integumen plc (the "**Company**") held at the offices of Jeffreys Henry LLP at Finsgate, 5-7 Cranwood Street, London EC1V 9EE on Wednesday 31 July 2019 at 12.00 noon.

PRESENT: Ross Andrews (Chairman and proxy holder)
See attached attendance register

IN ATTENDANCE: See attached attendance register

1. CHAIRPERSON

Ross Andrews was appointed chairperson of the meeting.

2. QUORUM

2.1 **IT WAS NOTED** that a quorum was present.

2.2 **THERE WAS PRODUCED** to the meeting a notice (the "**Notice**") convening the meeting and, with the consent of all members present, the Notice was taken as read.

3. RESOLUTIONS

3.1 The resolutions set out in the Notice were duly proposed and voted upon.

3.2 The chairperson proposed that resolution 1 set out in the Notice be approved as an ordinary resolution. The resolution was put to the meeting on a show of hands and it was resolved that resolution 1 be approved as an ordinary resolution.

3.3 The chairperson proposed that resolution 2 set out in the Notice be approved as an ordinary resolution. The resolution was put to the meeting on a show of hands and it was resolved that resolution 2 be approved as an ordinary resolution.

3.4 The chairperson proposed that resolution 3 set out in the Notice be approved as an ordinary resolution. The resolution was put to the meeting on a show of hands and it was resolved that resolution 3 be approved as an ordinary resolution.

3.5 The chairperson proposed that resolution 4 set out in the Notice be approved as an ordinary resolution. The resolution was put to the meeting on a show of hands and it was resolved that resolution 4 be approved as an ordinary resolution.

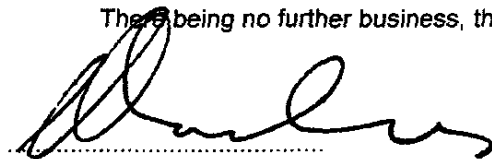


JEFFREYS HENRY
COMPANIES HOUSE

- 3.6 The chairperson proposed that resolution 5 set out in the Notice be approved as an ordinary resolution. The resolution was put to the meeting on a show of hands and it was resolved that resolution 5 be approved as an ordinary resolution.
- 3.7 The chairperson proposed that resolution 6 set out in the Notice be approved as an ordinary resolution. The resolution was put to the meeting on a show of hands and it was resolved that resolution 6 be approved as an ordinary resolution.
- 3.8 The chairperson proposed that resolution 7 set out in the Notice be approved as an ordinary resolution. The resolution was put to the meeting on a show of hands and it was resolved that resolution 7 be approved as an ordinary resolution.
- 3.9 The chairperson proposed that resolution 8 set out in the Notice be approved as a special resolution. The resolution was put to the meeting on a show of hands and it was resolved that resolution 8 be approved as a special resolution.

4. OTHER BUSINESS

There being no further business, the chairperson declared the meeting closed.



Chairperson

31 July 2019

(Date)