

WEDNESDAY



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26/02/2020

#310

COMPANIES HOUSE

Company number: 11026926

PROJECT BRADFORD PLC
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS
(passed on 26 February 2020)

At a general meeting of the above named Company duly convened and held on 26 February 2020 the following resolutions were duly passed as ordinary or special resolutions of the Company (as indicated)

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to Incanthera plc
2. THAT the articles of association of the Company attached to this notice and initialled, for identification purposes only, by the chairman be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company including the relevant provisions of the company's memorandum of association which, by virtue of section 28 Companies Act 2006, are treated as provisions of the company's articles of association

ORDINARY RESOLUTIONS

3. THAT the sub-division of each of the two ordinary shares of £1 each in the capital of the Company into 50 ordinary shares of £0.02 pence each in the capital of the Company (Ordinary Shares), such shares having the rights and being subject to the obligations set out in the articles of association of the Company to be adopted pursuant to resolution 2 above, be authorised;
4. THAT, in substitution for all existing and unexercised authorities and powers, the directors of the Company be generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 (the Act) to exercise all or any of the 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 shares and rights being together referred to in this resolution as Relevant Securities);
 - 4.1 up to an aggregate nominal amount of £971,286 in connection with the acquisition of the share capital of Incanthera Limited (the Acquisition);
 - 4.2 up to an aggregate nominal amount of £130,001 in connection with the placing of Ordinary Shares and the associated application for admission of the share capital of the Company to NEX Exchange Growth Market, a market operated by NEX Exchange Limited (the Placing);
 - 4.3 up to an aggregate nominal amount of £265,375 in connection with the issue of warrants and rights to subscribe for Ordinary Shares (the Warrants); and
 - 4.4 up to an aggregate nominal amount of £265,911 in connection with the issue of Ordinary Shares in connection with a capitalisation of indebtedness of the Company (the Capitalisation);
- 4.5 otherwise than pursuant to the authorisations referred to at 4.1 to 4 above (inclusive) up to an aggregate nominal amount of £494,181 being approximately one third of the issued share capital of the Company following completion of the Acquisition, the Placing, the exercise of the Warrants and the Capitalisation;

provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the directors of the Company may allot

Relevant Securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired

SPECIAL RESOLUTION

5. **THAT**, subject to and conditional upon the passing of resolution 4, the directors of the Company be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution 4 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to
- 5.1 the allotment of up to 48,564,20 Ordinary Shares in connection with the Acquisition;
- 5.2 the allotment of up to 9,000,077 Ordinary Shares in connection with the Placing;
- 5.3 the allotment of up to 13,268,23 Ordinary Shares in connection with the Warrants;
- 5.4 the allotment of up to 3,295,511 Ordinary Shares in connection with the Capitalisation;
- 5.5 the allotment of equity securities or sale of treasury shares in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of 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
- 5.6 the allotment of equity securities or sale of treasury shares (otherwise than under 5.1 to 5.5 above) up to an aggregate nominal amount of £243,440 representing approximately 20% of the current issued share capital of the Company

such authority to expire at the end of the next annual general meeting of the Company (or the date which is 6 months after the next accounting date of the Company, if earlier, but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired

.....
Director

Date 26 February 2020



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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number **11026926**

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

PROJECT BRADFORD PLC

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

INCANTHERA PLC

Given at Companies House on **26th February 2020**



Companies House



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