

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or about what action to take, you are recommended to seek your own independent professional advice immediately from your stockbroker, bank manager, solicitor, accountant or other appropriate independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in the relevant jurisdiction.

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document, together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, please immediately contact the stockbroker, bank or other agent through whom the sale or transfer was effected.

This document does not constitute an offer of transferable securities to the public within the meaning of section 102B of FSMA. The issue of the New Ordinary Shares will not constitute an offer to the public requiring an approved prospectus under section 85 of FSMA. This document does not constitute a prospectus for the purpose of the Prospectus Regulation Rules published by the FCA or an admission document for the purpose of the AIM Rules. Accordingly, this document has not been, and will not be, reviewed or approved by the FCA pursuant to sections 85 and 87 of FSMA or by the London Stock Exchange or any other authority or regulatory body and has not been approved for the purposes of section 21 of FSMA.

The Existing Ordinary Shares are admitted to trading on AIM. Applications will be made for the New Ordinary Shares to be admitted to trading on AIM. Subject to certain conditions being satisfied, including the passing of the Resolutions at the General Meeting, it is expected that First Admission will become effective and that dealings will commence in the First Tranche Placing Shares by 8.00 a.m. on 11 June 2021 and that Second Admission will become effective and that dealings will commence in the Second Tranche Placing Shares and the Subscription Shares by 8.00 a.m. on 24 June 2021.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. AIM securities are not admitted to the Official List.

This document should be read in conjunction with the accompanying Form of Proxy and the definitions set out in this document. The whole of this document should be read and, in particular, your attention is drawn to the letter from the Chairman of the Company which contains the unanimous recommendation of the Directors that you vote in favour of the Resolutions to be proposed at the General Meeting.

DeepVerge plc

(Incorporated and registered in England and Wales with registered number 10205396)

Firm Placing of 21,086,888 new Ordinary Shares and conditional Subscription and conditional Placing of 12,246,446 new Ordinary Shares at 30 pence per share to raise £10 million

Notice of General Meeting

SPARK, which is authorised and regulated in the United Kingdom by the FCA, is acting as nominated adviser to the Company in connection with the matters disclosed herein and is not acting for any other person (including a recipient of this document) or otherwise responsible to any person for providing the protections afforded to clients of SPARK or for advising any other person in respect of the proposed Placing or any transaction, matter or arrangement referred to in this document. SPARK's responsibilities as the Company's nominated adviser under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of their decision to acquire shares in the Company in reliance on any part of this document. No representation or warranty, express or implied, is made by SPARK, for the accuracy of any information or opinions contained in this document or for the omission of any material information, for which it is not responsible. Apart from the responsibilities and liabilities, if any, which may be imposed on SPARK by the FSMA or the regulatory regime established thereunder, SPARK does not accept any responsibility whatsoever for the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Ordinary Shares or the Placing. SPARK accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) in respect of this document or any such statement.

Turner Pope, which is authorised and regulated in the United Kingdom by the FCA, is acting as broker to the Company in connection with the matters disclosed herein and is not acting for any other person (including a recipient of this document) or otherwise responsible to any person for providing the protections afforded to clients of Turner Pope or for advising any other person in respect of the proposed Placing or any transaction, matter or arrangement referred to in this document. No representation or warranty, express or implied, is made by Turner Pope, for the accuracy of any information or opinions contained in this document or for the omission of any material information, for which it is not responsible.

A General Meeting will be held at 12.00 noon on 23 June 2021 at the offices of Jeffrey's Henry LLP at Finsgate, 5 – 7 Cranwood Street, London, EC1V 9EE. The notice convening the General Meeting is set out at the end of this document and a Form of Proxy for use at the General Meeting is enclosed. The action to be taken in respect of the General Meeting is set out in the letter from the Chairman of the Company contained in this document.

Please note that arrangements for this General Meeting are different from previous general meetings given that we expect significant restrictions on personal movement to still be in place due to COVID-19. The Board requests that no Shareholders attend the meeting but that instead they appoint the Chairman of the General Meeting as their proxy. This will ensure that your vote will be counted.

Any Shareholders that do attend will be refused entry. Only those who are required to form the quorum will attend in person and those Shareholders will constitute the minimum quorum for the meeting to take place.

Given the constantly evolving nature of the situation, should circumstances change before the time of the General Meeting, we want to ensure that we are able to adapt arrangements and to welcome Shareholders to the General Meeting, within safety constraints and in accordance with government guidelines. Should we consider that it has become possible to do so, the General Meeting will be open for all Shareholders to attend. We will notify Shareholders of the change via Regulatory Information Service as early as is possible before the date of the General Meeting. Any updates to the position will be included on our website at www.deepverge.com.

Shareholders are asked to complete the Form of Proxy in accordance with the instructions printed on it. To be valid, the Form of Proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, Neville Registrars at Neville House, Steelpark Road, Halesowen B62 8HD by hand or sent by post so as to be received by not later than 12.00 noon on 21 June 2021.

Shareholders who hold their Existing Ordinary Shares in uncertificated form in CREST may use the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual as explained in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by the Company's agent, Neville Registrars Limited (CREST Participant ID 7RA11), by no later than 12.00 noon on 21 June 2021 (or if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a Business Day) before the time fixed for the adjourned meeting).

The New Ordinary Shares will rank *pari passu* in all respects with the Existing Ordinary Shares when issued and fully paid.

Important information

None of the New Ordinary Shares, the Form of Proxy or this document nor any other document connected with the New Ordinary Shares have been or will be approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Placing or the accuracy or adequacy of this document, the Form of Proxy or any other document connected with the Placing. Any representation to the contrary is a criminal offence in the United States.

The New Ordinary Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or under any securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. Any offering of the New Ordinary Shares to be made in the United States will be made only to a limited number of "qualified institutional buyers" as defined in Rule 144A under the Securities Act pursuant to an exemption from the registration requirements of the Securities Act in a transaction not involving any public offering and outside the United States in offshore transactions in accordance with Regulation S under the Securities Act. There will be no public offer of the New Ordinary Shares in any jurisdiction, including in the United States, Canada, the Republic of Ireland, Japan or South Africa.

This document does not constitute, or form part of, a prospectus relating to the Company, nor does it constitute or contain any invitation, offer or recommendation to any person, or any public offer, to subscribe for, purchase or otherwise acquire any shares in the Company or advise persons to do so in any jurisdiction, nor shall it, or any part of it form the basis of or be relied on in connection with any contract or as an inducement to enter into any contract or commitment with the Company. References to the “**Company**” will also be deemed to include its subsidiaries, both directly and indirectly held (including through nominees), all wholly owned. Investing in the Company may expose an individual to a significant risk of losing all of the property or other assets invested. The information in this document is being supplied for information purposes only.

No reliance may be placed for any purpose whatsoever on the information or opinions contained in this document or on its completeness. No representation or warranty, express or implied, is given by the Company as to the accuracy or completeness of the information or opinions contained in this document, and the information in this document is subject to updating, completion, revision, amendment and verification, which may result in material changes. The information contained in this document has not been independently verified. Any recipient of this document who is in any doubt about the Placing or other matters to which this document relates (including whether such recipient qualifies as a US accredited investor) should consult an authorised person specialising in advising on investments of this kind. This document does not constitute a recommendation regarding the shares of the Company, and should not be construed as legal, business, tax or investment advice.

This document is not for release, publication or distribution, directly or indirectly, in or into Canada, the Republic of South Africa, Japan or any jurisdiction where to do so might constitute a violation of local securities laws or regulations. The distribution of this document and the Form of Proxy in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document and/or accompanying documents come should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws or regulations of such jurisdictions.

This document contains forward-looking statements. These statements relate to the future prospects, developments and business strategies of the Company. Forward-looking statements are identified by the use of such terms as “believe”, “could”, “envisage”, “estimate”, “potential”, “intend”, “may”, “plan”, “will” or variations or similar expressions, or the negative thereof. The forward-looking statements contained in this document are based on current expectations and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. If one or more of these risks or uncertainties materialise, or if underlying assumptions prove incorrect, the Company’s actual results may vary materially from those expected, estimated or projected. Given these risks and uncertainties, certain of which are beyond the Company’s control, potential investors should not place any reliance on forward-looking statements. These forward-looking statements speak only as at the date of this document. Except as required by law, the Company undertakes no obligation to publicly release any update or revisions to the forward-looking statements contained in this document to reflect any change in events, conditions or circumstances on which any such statements are based after the time they are made.

Certain figures and percentages contained in this document, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this document may not conform exactly with the total figure given. In accordance with the AIM Rules, this document will be made available on the Company’s website: www.deepverge.com.

This document is dated 7 June 2021.

INDICATIVE TIMETABLE

	2021
Posting of this document and Form of Proxy	7 June
Admission and commencement of dealings in the First Tranche Placing Shares	8.00 a.m. on 11 June
First Tranche Placing Shares credited to CREST stock accounts	8.00 a.m. on 11 June
Latest time and date for receipt of Forms of Proxy and receipt of electronic proxy appointments via the CREST system	12.00 noon on 21 June
General Meeting	12.00 noon on 23 June
Results of General Meeting announced through Regulatory Information Service	23 June
Admission and commencement of dealings in the Second Tranche Placing Shares and Subscription Shares	8.00 a.m. on 24 June
Second Tranche Placing Shares and Subscription Shares credited to CREST stock accounts	8.00 a.m. on 24 June
Share certificates for New Ordinary Shares sent to Shareholders	by 9 July

KEY STATISTICS

Issue Price	30 pence
Number of Existing Ordinary Shares	181,804,942
Number of New Ordinary Shares to be issued	33,333,334
Number of Ordinary Shares the subject of the Broker Warrants	2,520,000
Number of Ordinary Shares in issue immediately following Second Admission	215,138,276
Percentage of Enlarged Issued Share Capital represented by the New Ordinary Shares	15.5 per cent.
Market capitalisation of the Company following Second Admission (at the Issue Price)	£64.6 million
Estimated net proceeds of the Subscription and Placing receivable by the Company	£9.4 million

DEFINITIONS

The following words and expressions shall have the following meanings in this document unless the context otherwise requires:

“Admission”	First Admission, in the case of the First Tranche Placing Shares, and/or Second Admission, in the case of the Second Tranche Placing Shares and Subscription Shares, as the context requires;
“AIM”	the AIM market operated by the London Stock Exchange;
“AIM Rules”	the rules for AIM companies as published by the London Stock Exchange from time to time;
“Articles”	the Company’s articles of association;
“Board” or “Directors”	the directors of the Company at the date of this document;
“Broker Warrant Instrument”	the warrant instrument dated 7 June 2021 and executed by the Company under which the Broker Warrants will be issued to Turner Pope, a summary of the key terms of which can be found in Section 5 of Part 1 of this document;
“Broker Warrants”	transferable (but unlisted) warrants to be issued to JIM Nominees Limited (as nominee on behalf of Turner Pope) to subscribe for up to 2,520,000 new Ordinary Shares, equivalent to 8 per cent. of the Placing Shares, exercisable at the Issue Price for three years from Second Admission;
“certificated”/“in certificated form”	a share or other security which is not in uncertificated form (that is, not in CREST);
“Company” or “DeepVerge”	DeepVerge plc, a company registered in England and Wales with registered number 10205396;
“CREST”	the computerised settlement system to facilitate transfer of title to or interests in securities in uncertificated form operated by Euroclear UK & Ireland Limited;
“EIS relief”	relief under the Enterprise Investment Scheme, as set out in Part V of the Income Tax Act 2007, as amended;
“Enlarged Issued Share Capital”	the entire issued ordinary share capital of the Company immediately following Second Admission;
“Existing Issued Share Capital”	the entire existing issued ordinary share capital of the Company comprising the Existing Ordinary Shares;
“Existing Ordinary Shares”	the 181,804,942 Ordinary Shares in issue at the date of this document;
“First Admission”	the admission to trading on AIM of the First Tranche Placing Shares in accordance with Rule 6 of the AIM Rules;
“First Tranche Placing”	the firm placing of the First Tranche Placing Shares;
“First Tranche Placing Shares”	the 21,086,888 new Ordinary Shares to be allotted under the First Tranche Placing;

“Form of Proxy”	the form of proxy for use at the General Meeting which accompanies this document;
“General Meeting” or “GM”	the general meeting of the Company, notice of which is set out at the end of this document, and any adjournment thereof;
“Group”	the Company, its subsidiaries and subsidiary undertakings;
“Issue Price”	30 pence, being the issue price of the Placing Shares and the Subscription Shares;
“London Stock Exchange”	London Stock Exchange plc;
“Modern Water”	Modern Water plc, a subsidiary of the Company;
“New Ordinary Shares”	together the 33,333,334 new Ordinary Shares to be issued by the Company pursuant to the Placing and the Subscription;
“Notice of General Meeting”	the notice of the General Meeting, which is set out at the end of this document;
“Ordinary Share(s)”	ordinary share(s) of 0.1 pence each in the capital of the Company;
“Placing”	the placing of the Placing Shares under the terms of the Placing Agreement (comprising the First Tranche Placing and the Second Tranche Placing);
“Placing Agreement”	the agreement dated 7 June 2021 between (1) the Company, (2) Turner Pope and (3) SPARK;
“Placing Shares”	together the 31,500,003 new Ordinary Shares to be issued by the Company pursuant to the First Tranche Placing and the Second Tranche Placing;
“Registrars”	Neville Registrars Limited;
“Regulatory Information Service”	a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA’s website;
“Resolutions”	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting;
“Second Admission”	the admission to trading on AIM of the Second Tranche Placing Shares and the Subscription Shares in accordance with Rule 6 of the AIM Rules;
“Second Tranche Placing”	the conditional placing of the Second Tranche Placing Shares;
“Second Tranche Placing Shares”	the 10,413,115 new Ordinary Shares to be issued pursuant to the Second Tranche Placing;
“Shareholder(s)”	holder(s) of Ordinary Shares;
“SPARK”	SPARK Advisory Partners Limited, the Company’s nominated adviser;
“Subscription”	the subscription for the Subscription Shares pursuant to Subscription Letters;

“Subscription Shares”	the 1,833,331 New Ordinary Shares subscribed pursuant to the Subscription;
“Turner Pope”	Turner Pope Investments (TPI) Ltd, the Company’s broker;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland; and
“uncertificated” / “in uncertificated form”	a share or security recorded in the Company’s register of members as being in uncertificated form, title to which may be transferred by means of CREST.

PART I

Letter from the Chairman of DeepVerge plc

(Incorporated and registered in England and Wales with company number 10205396)

Directors

Ross Andrews* (Chairman)
Gerard Brandon (Chief Executive)
Camillus Glover (Chief Finance Officer)
Fionan Murray
Nigel Burton*
*non-executive

Registered office:

York Biotech Campus
Sand Hutton
York
YO41 1LZ

7 June 2021

To Shareholders

Firm Placing of 21,086,888 new Ordinary Shares and conditional Subscription and conditional Placing of 12,246,446 new Ordinary Shares at 30 pence per share to raise £10 million

Notice of General Meeting

1. INTRODUCTION

The Company announced on 7 June 2021 that it has conditionally raised £10 million, before expenses, by way of a placing of 31,500,003 new Ordinary Shares and subscription for 1,833,331 new Ordinary Shares all at a price of 30 pence per New Ordinary Share. This comprises a firm placing of 21,086,888 new ordinary shares to raise £6.32 million (before expenses), together with a conditional placing of 10,413,115 new Ordinary Shares, to raise £3.13 million (before expenses) and a conditional subscription for 1,833,331 new Ordinary Shares, to raise £0.55 million, which are subject to Shareholders' approval at a General Meeting.

The Issue Price represents a discount of approximately 11.8 per cent. to the closing price per Ordinary Share of 34 pence at close of business on 4 June 2021, being the last practicable date prior to the announcement of the Placing. The New Ordinary Shares will represent approximately 15.5 per cent. of the Company's Enlarged Issued Share Capital on Second Admission.

The First Tranche Placing is conditional, *inter alia*, upon First Admission (which is expected to become effective with dealings in the First Tranche Placing Shares to commence on 11 June 2021). The Second Tranche Placing and the Subscription are conditional, *inter alia*, upon Second Admission (which is expected to become effective with dealings in the Second Tranche Placing Shares and Subscription Shares to commence on 24 June 2021). **The Placing has not been underwritten.**

For the Second Tranche Placing and Subscription to proceed, the Company requires Shareholders' approval to authorise the Directors to allot the Second Tranche Placing Shares and Subscription Shares and to disapply statutory pre-emption rights in relation to the issue of the New Ordinary Shares.

I am therefore writing to provide you with details of the Placing and to give you notice of the General Meeting at which the resolutions to approve the Placing will be put to Shareholders. The General Meeting is to be held at the offices of Jeffreys Henry LLP at Finsgate, 5 – 7 Cranwood Street, London, EC1V 9EE at 12.00 noon on 23 June 2021. The formal Notice of General Meeting is set out at the end of this document.

2. BACKGROUND TO, AND REASONS FOR, THE SUBSCRIPTION AND PLACING

The Company has transformed its business model to apply artificial intelligence to life science and environmental test services for bacteria, viruses and toxins. Key activities of the business are as follows:

Labskin

Labskin is a 3D human skin equivalent test platform that scientifically proves the impact of skincare product claims in healthcare, life sciences, skin microbiome clinical trials, pharmaceutical and cosmetics industries. The Labskin division's laboratory space has increased from 924 sq ft in 2018 to 9,000 sq ft in 2021 and the team works with leading skincare companies such as Stryker, L'Oréal and Kimberly-Clark. Labskin's virtual clinical trials with remote collection of human volunteers' skin microbiome provides a solution for the collection of volunteer microbiomes to allow for lab-controlled trials of advanced skin models and human microbiomes. As the data bank of remote volunteers grow, the higher the accuracy and increased reliability of virtual product testing that can be provided to clients, eliminating early human trial and error testing and resulting in a faster time to market.

Skin Trust Club

The Company recently launched the Skin Trust Club Artificial Intelligence Skincare App and Home Test Kit that provide simple, at-home skin microbiome testing for personalised skincare and skin health tracking. The self-administered skin swab is a remote trial and allows the participant to conduct each stage of the trial without interaction. Skin Trust Club's DNA Test generates a report that consumers can use to manage their custom skincare regime. Analysis of skin attributes provides information to create hundreds of different product combinations to suit a person's unique skin microbiome.

Drinking and Wastewater Analysis

The Company's acquisition of Modern Water plc completed in November 2020 and expanded DeepVerge's offering to include environmental data management, monitoring and analysis of water contamination using AI. The Group has over 3,000 units installed in over 60 countries serving clients in water utilities, public health authorities and industrial manufacturers. The Group is introducing new equipment to meet demand across its Microtox and MicroTrace ranges with a new range of real-time surveillance services in water quality monitoring. It is also developing, in partnership with Microsaic Systems and the Aptamer Group, a range of binders to detect contaminants of concern and forever chemicals. The Company has two new containment level 3 (virus) labs at its York facility and is also introducing new services targeting dangerous pathogens including contagious infections as well as community detection of opioids.

SARS-CoV-2 and COVID-19 Testing

With access to the SARS CoV-2 virus at a category 3 laboratory with the University of Aberdeen and Liverpool University, the Company's Microtox unit is able to identify the virus S-Protein in quantities at 40 femtogram per millilitre ("Fg/mL"). The results were close to 100% sensitivity and specificity on DeepVerge's Microtox nano-optofluidic chip and Microtox, using AI was able to detect super-spreaders (with a high viral load), average spreaders and the lower limit sufficient to pick up the low emitters (asymptomatic). The effectiveness of Microtox was demonstrated in a 40 subject clinical trial conducted with the cooperation of the Royal college of Surgeons, Ireland, where 16 subjects were independently confirmed as COVID-19 positive with PCR tests. Breath samples were tested on the Microtox BT nano-optofluidic chip surface with Affimer reagents and Optimers. Detection of the live virus was confirmed indicating 9 times increase in digital spectrum signal on the Microtox compared to control. Microtox delivered results in under 60 seconds from breath samples. Subject to completion of additional human trials, the Microtox BT would be expected to meet the criteria for UK, MHRA's Target Production Profile Rapid Breath Test.

3. USE OF PROCEEDS

The gross proceeds receivable by the Company pursuant to the Placing and Subscription are expected to be £10 million. The Company intends to use the net proceeds of approximately £9.4 million for the following purposes:

- Acceleration of Labskin Services
- Expand Skin Trust Club
- Expansion of Modern Water Sales
- Working Capital

4. CURRENT TRADING AND PROSPECTS

The Company's most recent published results are the interim results for the six months ended 30 June 2020 and were released on 18 September 2020. A copy of these results can be found at www.deepverge.com.

In a post year end trading update notified on 11 January 2021, the Company confirmed:

- Unaudited revenues for the Company for year ended 31 December 2020 were £4.4 million (2019: £1.017 million - audited).
 - Aggregate unaudited revenues increased to £6.1 million, (includes £1.7 million relating to Modern Water in the pre-acquisition period to 9 November 2020).
 - Strong sales in Q4 2020 delivered the Company's first EBITDA profitable quarter (excluding exceptional costs associated with the acquisition of Modern Water).
- Revenue guidance of £10 million for 2021.

The Company's final audited results for the financial year ended 31 December 2020 are expected to be notified on or around 28 June 2021, but in any event no later than 30 June 2021.

In an update RNS, dated 31 March 2021, the Company also confirmed:

- FY 2021 guidance remains at £10m with £3.6m already received in Modern Water orders in Q1
- The Labskin Division has sealed its reputation as a leading diagnostics partner with global partners and new service offerings
 - We work with 18 of the top 20 global pharma companies.
 - Virtual clinical trials with remote collection of human volunteer's skin microbiome
 - New solution for the collection of volunteer microbiomes to allow for lab controlled clinical trials of advanced skin models (pigmented, acne, atopic dermatitis, psoriasis) and human microbiomes;
 - As the data bank of remote volunteers grow the higher the accuracy and increased reliability of virtual product testing can be provided to clients eliminating early human trial and error testing and faster time to market
 - Building of a data repository to allow AI modelling of skin conditions and ingredient effects;
 - Launch of Skin Trust Club Artificial Intelligent (A.I.) Skincare App and Home Test Kit
 - 2,000 members in the Alpha test with more than 5,000 before we stopped accepting for the Beta of which we will throttle back to complete.
 - Self-administered skin swab from home-test-kit allows the clinical trial or Skin Trust Club participant to conduct a simple test without interaction;

- DNA test that generates a report consumers can use to manage their custom skincare regimen. Analysis of skin attributes provides information to create hundreds of different product combinations to suit a person's unique skin microbiome;
 - As the data bank of remote volunteers grow the higher the accuracy and increased reliability of virtual product testing can be provided to clients eliminating early human trial and error testing and faster time to market
- Environmental Health division also continues to grow apace with new equipment, solutions, labs and services creating a strong \$5m (£3.7m) sales pipe for Microtox and MicroTrace in Q1 alone
 - New equipment rolling off production lines on three continents to meet demand across the Microtox and MicroTrace range with new range of real-time surveillance services in Water Quality Monitoring
 - New solutions to detect contaminants of concern and forever chemicals through Microsaic systems, mass spectroscopy-based identification systems and our work with the Aptamer Group
 - Two New Containment Level 3 (Virus) level labs at our York UK facility
 - New services to detect dangerous pathogens, including contagious infections as well as community detection of opioids.
- Initial data from ongoing Phase III COVID-19 detection studies demonstrates ability to identify and detect the virus
 - Public Health England access to the SARS-CoV-2 virus at Category 3 lab with University of Aberdeen, Genoa, Italy and Liverpool University
 - Identified the virus S-Protein in quantities at 40 femtogram per millilitre ("Fg/mL")
 - Close to 100% sensitivity and specificity on DeepVerge's Microtox® BT nano-optofluidic chip
 - 40 subject breath test clinical trial concluded at Royal College of Surgeons, Ireland
 - 16 independently confirmed as COVID-19 positive with PCR tests
 - Breath samples were tested on the Microtox® BT nano-optofluidic chip surface with Affimer® reagents ("Avacta Group") and Optimers ("Aptamer Group")
 - Detection of the live virus confirmed indicating 9 times increase in digital spectrum signal on the Microtox® BT compared to control
 - Microtox® BT delivered results in under 60 seconds from breath samples
 - Subject to completion of additional human trials, the Microtox® BT would be expected to meet the criteria for UK, MHRA's Target Product Profile Rapid Breath Test which would enable us to roll out the COVID19 and other pathogen breath tests later this year
- On 26 April, Skin Trust Club iOS App went live after successful completion of 2,000 Alpha skin tests
- On 28 April the Company announced it had entered into a Memorandum of Understanding for a Joint Venture with China Resources Environmental Protection Development Limited to cover the manufacture, assembly and sale of environmental monitoring equipment
- On the 6 May the Company announced the establishment of a new AI centre of excellence in Cork, Ireland to play key role in real-time detection of SARS-CoV-2 in Ireland and across Europe. In addition, the Irish headcount, based on growing demand, is expected to triple in 2021 adding up to 60 new hires for roles in data science, physics and epidemiology
- 2021 looks to be a promising year for DeepVerge with progress ramping up and particularly strong interest from China for our Microtox products, as well as our new Labskin offerings.

5. DETAILS OF THE PLACING

The firm placing of the First Tranche Placing Shares has raised approximately £6.32 million (before expenses) for the Company, and the conditional placing of the Second Tranche Placing Shares raised £3.13 million (before expenses), in each case at the Issue Price.

The Company has not received any advance assurance from HM Revenue & Customs as regards whether the Placing Shares will be capable of being a “qualifying holding” for the purposes of investment by venture capital trusts (“VCTs”) or whether placees will be able to obtain Enterprise Investment Scheme (“EIS”) reliefs in respect of the Placing Shares.

The Placing of the New Ordinary Shares has been conducted in separate tranches to assist investors in the Placing to claim certain reliefs available to EIS investors and VCTs. The First Tranche Placing Shares has been offered to those investors seeking to claim EIS relief in relation to their subscription and to VCTs and the Second Tranche Placing Shares has been offered to those investors who are neither seeking EIS relief nor are VCTs.

Neither the Company, the Directors nor any of the Company’s advisers give any warranty, undertaking or other assurance that any tax reliefs will continue to be available and not withdrawn at a later date. The actual availability of qualifying status for VCT and EIS relief would be contingent upon certain conditions being met by both the Company and the relevant investors.

Shareholders and proposed investors must take their own professional advice in order that they may fully understand how the relief legislation may apply in their individual circumstances and rely on it.

The First Tranche Placing Shares have been allotted and it is expected that they will be admitted to trading on 11 June 2021.

The Second Tranche Placing Shares and the Subscription Shares have been placed conditional upon, *inter alia*, the passing of the Resolutions at the General Meeting. It is expected that the Second Tranche Placing Shares and Subscription Shares will be admitted to trading on AIM at 8.00 a.m. on 24 June 2021.

The Issue Price represents a discount of approximately 11.8 per cent. to the closing price per Ordinary Share of 34 pence at close of business on 4 June 2021, being the last practicable date prior to the announcement of the Placing.

The Company, SPARK and Turner Pope have entered into the Placing Agreement, pursuant to which Turner Pope has agreed, subject to certain conditions, to use its reasonable endeavours to procure placees pursuant to the Placing. The Company has agreed to pay all costs and expenses relating to the Placing and the applications for Admission including commission payable to Turner Pope.

The Placing Agreement contains certain warranties given by the Company in favour of SPARK and Turner Pope in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify SPARK and Turner Pope in respect of certain liabilities they may incur in respect of the Placing or Admission. It also contains provisions entitling SPARK and Turner Pope to terminate the Placing Agreement if, *inter alia*, a breach of any of the warranties occurs, a force majeure event occurs or an event occurs which is material in the context of the Placing.

In addition, under the terms of the Placing Agreement, the Broker Warrants will be issued to JIM Nominees Limited (as nominee on behalf of Turner Pope) as part of the consideration payable to Turner Pope for its services as placing agent to the Transaction. The Broker Warrants will be exercisable at an exercise price equal to the Issue Price per Ordinary Share at any time up to the date three years following Second Admission. No application is being made for the Broker Warrants to be admitted to trading on AIM.

The First Tranche Placing is conditional, *inter alia*, upon:

- (a) admission of the First Tranche Placing Shares to trading on AIM becoming effective by no later than 8.00 a.m. on 11 June 2021 (or such later time and/or date as the Company, SPARK and Turner Pope may agree (being not later than 8.00 a.m. on 22 July 2021)).

The Second Tranche Placing is conditional, *inter alia*, upon:

- (a) the passing of the Resolutions at the General Meeting;
- (b) the Placing Agreement becoming unconditional in all respects (save for Second Admission occurring) and not having been terminated in accordance with its terms; and
- (c) admission of the Second Tranche Placing Shares to trading on AIM becoming effective by no later than 8.00 a.m. on 24 June 2021 (or such later time and/or date as the Company, SPARK and Turner Pope may agree (being not later than 8.00 a.m. on 22 July 2021)).

If such conditions are not satisfied or, if applicable, waived, by the date(s) and time(s) referred to above the Placing will not proceed.

The Placing is not underwritten by Turner Pope or any other person.

The Placing will result in the issue of 31,500,003 new Ordinary Shares representing approximately 14.64 per cent. of the Enlarged Issued Share Capital. The New Ordinary Shares, when issued and fully paid, will rank *pari passu* in all respects with the Existing Ordinary Shares on Admission.

6. DETAILS OF THE SUBSCRIPTION

Certain parties have agreed to subscribe for 1,833,331 New Ordinary Shares pursuant to the Subscription.

The Subscription Shares will be issued at the Issue Price, raising £550,000 for the Company. The parties who have subscribed pursuant to the Subscription have subscribed directly with the Company for the Subscription Shares, which are issued on the same terms and conditions as the Placing Shares.

The Subscription is conditional upon Admission of the Subscription Shares to trading on AIM becoming effective. If this condition is not satisfied, the Subscription Shares will not be issued.

The Subscription is not being underwritten.

7. SETTLEMENT AND DEALINGS

The New Ordinary Shares will be issued credited as fully paid and will rank *pari passu* with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid in respect of Ordinary Shares after Admission.

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that the First Tranche Placing Shares will be admitted to trading on AIM at 8.00 a.m. on 11 June 2021, and that the Second Tranche Placing Shares and Subscription Shares will be admitted to trading on AIM at 8.00 a.m. on 24 June 2021. Second Admission will be subject, *inter alia*, to the passing of the Resolutions at the General Meeting.

Placees who elect to receive their Placing Shares in CREST will have their CREST account credited with their Placing Shares following Admission. For placees who elect to receive the Placing Shares

in certificated form, definitive certificates in respect of the First Tranche Placing Shares and Second Tranche Placing Shares are expected to be sent to Shareholders by 24 June 2021 and 9 July 2021 respectively.

8. GENERAL MEETING

Set out at the end of this document is a notice convening the General Meeting to be held at the offices of Jeffreys Henry LLP at Finsgate, 5 – 7 Cranwood Street, London, EC1V 9EE at 12.00 noon on 23 June 2021, at which the Resolutions will be proposed.

A summary and brief explanation of the Resolutions to be proposed at the General Meeting is set out below. Please note that this is not the full text of the Resolutions and you should read this section in conjunction with the Resolutions contained in the Notice of General Meeting at the end of this document.

- **Resolution 1** – an ordinary resolution to grant the Directors authority to: (a) allot the New Ordinary Shares pursuant to the Second Tranche Placing and Subscription; (b) grant the Broker Warrants; and (c) allot or grant rights to subscribe for a further 71,007,511 new Ordinary Shares up to an aggregate nominal value of £71,007.51.
- **Resolution 2** – a special resolution to disapply statutory pre-emption rights in respect of: (a) the allotment of the New Ordinary Shares pursuant to the Second Tranche Placing and Subscription; (b) the grant of the Broker Warrants; and (c) the allotment or grant of rights to subscribe for a further 21,517,428 new Ordinary Shares up to an aggregate nominal value of £21,517.43 (such Resolution being conditional upon the passing of Resolution 1).

Resolution 1 is being proposed as an ordinary resolution and requires approval by a simple majority of those votes cast (by persons present in person or by proxy) at the General Meeting for the resolution to be passed. Resolution 2 is being proposed as a special resolution and requires approval by not less than three-quarters of the votes cast (by persons present in person or by proxy) at the General Meeting for the resolution to be passed.

9. ACTION TO BE TAKEN

A Form of Proxy for use at the General Meeting accompanies this document. You are asked to complete the Form of Proxy and return it to the Company's registrars, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD so as to be received not less than 48 hours (excluding any part of a day that is not a Business Day) before the time and date fixed for the holding of the meeting or any adjournment thereof (as the case may be). For the avoidance of doubt, the last possible date for the submission of Forms of Proxy will be 12.00 noon on 21 June 2021 (or in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).

If you hold your Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by the Company's agent, Neville Registrars Limited (CREST Participant ID 7RA11), by no later than 12.00 noon on 21 June 2021 (or if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a Business Day) before the time fixed for the adjourned meeting).

Please note that arrangements for this General Meeting are different from previous general meetings given that we expect significant restrictions on personal movement to still be in place due to COVID-19. The Board requests that no Shareholders attend the meeting but that instead they appoint the Chairman of the General Meeting as their proxy. This will ensure that your vote is counted. Any Shareholders that do attend will be refused entry. Only those who are required to form the quorum will attend in person and those Shareholders will constitute the minimum quorum for the meeting to take place.

Given the constantly evolving nature of the situation, should circumstances change before the time of the General Meeting, we want to ensure that we are able to adapt arrangements and to welcome Shareholders to the General Meeting, within safety constraints and in accordance with government guidelines. Should we consider that it has become possible to do so, the General Meeting will be open for all Shareholders to attend. We will notify Shareholders of the change via Regulatory Information Service as early as is possible before the date of the General Meeting. Any updates to the position will be included on our website at www.deepverge.com.

Shareholders are asked to complete the Form of Proxy in accordance with the instructions printed on it so as to be received by the Company's registrars, Neville Registrars Limited, as soon as possible but in any event not later than 12.00 noon on 21 June 2021.

Should a Shareholder have a question that they would have raised at the General Meeting, the Company asks that it be sent to fiona.joyce@deepverge.com by no later than 12.00 noon on 18 June 2021. The Company will publish relevant questions received, together with answers, on the Company's website as soon as practicable after the deadline for receipt. The questions may be grouped into generic classes as the Board deems appropriate and answers will not include any price-sensitive information that has not previously been made public via a Regulatory Information Service.

10. RECOMMENDATION

The Directors unanimously consider that the Placing is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions, as the Directors intend to do in relation to their own and associated holdings of 23,614,341 Ordinary Shares in total, representing approximately 12.99 per cent. of the Existing Ordinary Shares (as at the date of this document).

Yours faithfully

Ross Andrews
Non-Executive Chairman

DEEPVERGE PLC

(Incorporated and registered in England and Wales with company number 10205396)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of DeepVerge plc will be held at the offices of Jeffreys Henry LLP at Finsgate, 5 – 7 Cranwood Street, London, EC1V 9EE on 23 June 2021 at 12.00 noon for the purpose of considering and, if thought fit, passing the resolutions set out below, which will be proposed in the case of resolution 1 as an ordinary resolution and in the case of resolution 2 as a special resolution.

Words and expressions used or defined in the circular to shareholders dated 7 June 2021 (of which this Notice forms part) shall have the same meaning in this Notice.

Resolution 1

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"), such authority to be limited to:-

- (a) the allotment of Relevant Securities comprising equity securities (as defined by section 560 of the CA 2006) up to an aggregate nominal amount of £71,007.51 (being approximately 33 per cent. of the Enlarged Issued Share Capital) in connection with an offer by way of a rights issue:
 - (i) to 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;
- (b) the allotment of up to 12,246,446 new Ordinary Shares with a maximum aggregate nominal amount of £12,246.45 (being the Second Tranche Placing Shares and Subscription Shares); and
- (c) the grant of warrants to subscribe for up to 2,520,000 new Ordinary Shares with a maximum aggregate nominal amount of £2,520 (being the Broker Warrants),

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 2

THAT, subject to the passing of Resolution 1, 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 for equity securities:
 - (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 difficulties in or under the laws of any territory or the requirements of any regulatory body or stock exchange;
- (b) the allotment of up to 12,246,446 new Ordinary Shares with a maximum aggregate nominal amount of £12,246.45 (being the Second Tranche Placing Shares and Subscription Shares);
- (c) the grant of warrants to subscribe for up to 2,520,000 new Ordinary Shares with a maximum aggregate nominal amount of £2,520 (being the Broker Warrants); and
- (d) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraphs (a), (b) or (c) of this Resolution 2) to any person up to an aggregate nominal amount of £21,517.43 (being approximately 10 per cent. of the Enlarged Issued Share Capital).

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.

By order of the Board

Fiona Joyce
Company Secretary

Registered office:
York Biotech Campus,
Sand Hutton, York
YO41 1LZ

7 June 2021

Registered number: - 10205396

EXPLANATORY NOTES:

1. As a member of the Company, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a Form of Proxy with this Notice of General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person, should this be permitted under applicable COVID-19 restrictions. If you have appointed a proxy and attend the General Meeting in person (if this is permitted under applicable COVID-19 restrictions), your proxy appointment will automatically be terminated.
2. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you should this be permitted under applicable COVID-19 restrictions. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. If you wish your proxy to speak on your behalf at the General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. We encourage Shareholders to appoint the Chairman of the Meeting as proxy. This will ensure that your vote will be counted even if attendance at the meeting is restricted or you are unable to attend.
3. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that member. To appoint more than one proxy, you may photocopy the Form of Proxy or request additional copies of the Form of Proxy from Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, tel: +44 121 585 1131. You will need to state clearly on each Form of Proxy the number of shares in relation to which the proxy is appointed (which, in aggregate, should not exceed the number of shares held by you).
4. To appoint a proxy using the Form of Proxy, the form must be: (i) completed and signed; (ii) sent or delivered to the Company's Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD; and (iii) received by the Company's Registrars by no later than 12.00 noon on 21 June 2021.
5. In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). 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.

For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent, Neville Registrars Limited (CREST Participant ID 7RA11), by no later than 12.00 noon on 21 June 2021, or, in the event of an adjournment of the meeting, 48 hours (excluding any part of a day that is not a Business Day) before the adjourned 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular message. 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/her 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.

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.

6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
7. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
9. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
10. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, to be received by the Company's Registrars no later than 12.00 noon on 21 June 2021. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
12. Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755), the Company has specified that only those members registered on the Register of Members of the Company at 6.00 p.m. on 21 June 2021 (or, if the General Meeting is adjourned, at 6.00 p.m. on the day two working days prior to the adjourned meeting) shall be entitled to attend and vote at the General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to the Register of Members after the

relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.

13. You may not use any electronic address provided in either (a) this Notice of General Meeting or (b) any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.