

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from, if you are in the United Kingdom, your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000 or, if you are not in the United Kingdom, an appropriately authorised independent financial adviser. If you have sold or transferred all your ordinary shares in Integumen plc, please pass this document and the accompanying form of proxy to the purchaser or transferee or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

1 September 2020

Dear Shareholder,

2020 ANNUAL GENERAL MEETING

This year's annual general meeting ("**AGM**") of Integumen plc (in the course of changing its name to Deepverge plc) (the "**Company**") will be held at the offices of Jeffrey's Henry LLP at Finsgate, 5-7 Cranwood Street, London EC1V 9EE on Thursday 24 September 2020 at midday.

The notice convening the AGM is set out on pages 3 and 4. An explanation of the business to be considered at the meeting is contained in the Explanatory Notes on page 5.

The Company has noted the provisions of the newly enacted Corporate Insolvency and Governance Act 2020 ("CIGA") as well as the Government's advice that non-essential travel and gatherings should be avoided. Under the provisions of CIGA the requirements for a physical quorum to be present at the AGM and for the AGM to be held in a particular place have been suspended.

In the light of the above, and in order to ensure the safety of its shareholders, officers and employees, the Board requests that no Shareholders physically attend the AGM. Shareholders should note that only the business set out in the notice of AGM will be considered at the AGM. The Company will ensure that the legal requirements to hold the AGM can be satisfied through the attendance of a minimum number of Directors or employee shareholders, either in person or by electronic means. Any Board members in attendance will not meet with any Shareholders who attempt to attend the physical location of the AGM. Any shareholders that do attempt to attend at the AGM's location will be refused entry.

The Company does value shareholder participation and values the votes of shareholders, so it encourages all Shareholders to exercise their voting rights by completing and submitting a proxy form. Please note that due to restricted attendance, the chairman of the meeting will be appointed as each Shareholder's proxy. The appointment of anyone other than the chairman of the AGM as a Shareholder's proxy will not be valid and will be deemed to be an appointment of the chairman of the AGM as that Shareholder's proxy.

The only votes that will be counted at the AGM are those in respect of which valid proxies have been received by the Company's registrars by the relevant date for their receipt.

Integumen is pleased to announce that the Board of Integumen will provide a live investor presentation via the Investor Meet Company platform on 24 September at midday to enable shareholders to ask questions in the same way as they would at a normally held annual general meeting.

Shareholders can register on the attached weblink :

<https://www.investormeetcompany.com/integumen-plc/register-investor>

The Company is committed to ensuring that there are appropriate communication structures for all elements of its shareholder base so that its strategy, business model and performance are clearly understood.

Integumen plc (in the course of changing its name to Deepverge plc)
Sand Hutton Applied Innovation Campus, Sand Hutton, York, North Yorkshire, YO41 1LZ
Registered number:- 10205396

Notice of Annual General Meeting

The online presentation is open to all existing and potential shareholders.

Questions can be submitted pre-event via your Investor Meet Company dashboard or any time during the live presentation via the "Ask a Question" function. Although the Company may not be in a position to answer every question it receives, it will address the most prominent within the confines of information already disclosed to the market. Responses to the Q&A from the live presentation will be published at the earliest opportunity on the Investor Meet Company platform.

Investor feedback can also be submitted directly to management post-event to ensure the Company can understand the views of all elements of its shareholder base.

Investors can sign up to Investor Meet Company for free and add to Integumen plc via <https://www.investormeetcompany.com/integumen-plc/register-investor>

Investors who have already registered and added to meet the Company will be automatically invited to the meeting.

Shareholders should note that even if they attend the AGM virtually in this manner, they will NOT be permitted to vote at the AGM.

If there are any changes to the current arrangements for the AGM, the information will be made available on our website and, where appropriate, by an announcement via a Regulatory Information Service.

The Board recommends that shareholders vote in favour of all of the resolutions being proposed at the AGM, each of which they consider to be in the best interests of shareholders as a whole.

Please complete and return the accompanying form of proxy, in accordance with the relevant instructions, so as to be received as soon as possible and by no later than midday on Tuesday 22 September 2020. Further information on the various ways you can appoint a proxy is given in the notes to the notice of AGM on pages 6 and 7.

Yours sincerely,

Ross Andrews
Chairman

Integumen Plc*

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("**AGM**") of Integumen Plc* ("**Company**") will be held at the offices of Jeffreys Henry LLP at Finsgate, 5-7 Cranwood Street, London EC1V 9EE on Thursday 24 September 2020 at midday.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 5 will be proposed as ordinary resolutions and Resolution 6 will be proposed as a special resolution.

Questions can be submitted pre-event via the Investor Meet Company dashboard or any time during the live presentation via the "Ask a Question" function as set out on pages 1 and 2 of the Chairman's letter accompanying this Notice.

The paragraphs dealing with the conduct of the AGM and the appointment of proxies set out in the Chairman's letter shall be deemed to be incorporated into this Notice and govern the conduct of the AGM.

RESOLUTIONS

Ordinary Business

Resolution 1

THAT the Company's annual accounts for the 12 months ended 31 December 2019, 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 Ross Andrews, who retires in accordance with the Company's articles of association, be re-elected as a director.

Special Business

Resolution 5

THAT, in accordance with the requirements of section 551 of the Companies Act 2006, and in addition to the authorities granted at the general meeting of the Company held on 15 September 2020 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 2021; 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

Integumen Plc*

Notice of Annual General Meeting

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.

Resolution 6

THAT, in accordance with section 571(1) of the Companies Act 2006, 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 2006) for cash pursuant to the authority conferred by Resolution 5 as if section 561 of the Companies Act 2006 did not apply to such allotment, **PROVIDED** that this power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue or similar offer in favour of the Company's shareholders where the equity securities respectively attributable to the interest of all shareholders of the Company 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
- (b) the allotment and issue of 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.

By order of the Board

Camillus Glover
Company Secretary
1 September 2020
Registered number:- 10205396

Registered office:-
Sand Hutton Applied Innovation Campus,
Sand Hutton, York
North Yorkshire, YO41 1LZ

* In the course of changing its name to Deepverge plc

Explanatory Notes

Resolution 1 – Receiving the accounts and reports

All companies are required by law to lay their annual accounts before a general meeting of the Company, together with the directors' reports and auditor's report on the accounts. At the AGM, the directors will present these documents to the shareholders for the financial year ended 31 December 2019.

Resolution 2 – Re-appointment of auditor

The auditor is required to be re-appointed at each annual general meeting at which accounts are laid. The directors, on the recommendation of the Audit Committee (which has evaluated the effectiveness and independence of the external auditor), are proposing the re-appointment of Jeffrey's Henry LLP as auditor until the conclusion of the next general meeting at which accounts are laid, that is, the next annual general meeting.

Resolution 3 – Auditor's remuneration

This resolution authorises the directors to fix the auditor's remuneration.

Resolution 4 – Re-election of directors

Under the terms of the Company's articles of association, any director who was not elected or re-elected at either of the two preceding annual general meetings will retire from office and be eligible for re-election. In addition, one third of the Directors (including those directors who have not been reappointed at the last two annual general meetings) will retire from office and be eligible for re-election.

Currently, the Board has four directors, each of whom has been appointed at either of the last two annual general meetings. Ross Andrews, being the longest in office therefore retires by rotation in accordance with the Company's articles of association and offers himself for re-election at the AGM.

Biographies of each of the directors are maintained on the Company's website at www.integumen.com.

Resolution 5 – Directors' power to allot shares

This resolution grants the directors authority to allot shares or rights over shares up to a maximum nominal amount of £36,730 which represents approximately one third of the nominal value of the Company's fully diluted issued and to be issued ordinary share capital (excluding treasury shares). Unless revoked, varied or extended, this authority will expire at the conclusion of the next annual general meeting of the Company or the date falling 18 months from the passing of the resolution, whichever is the earlier.

Resolution 6 – Directors' power to issue shares for cash

This resolution authorises the directors in certain circumstances to allot equity securities for cash other than in accordance with the statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). The relevant circumstances are either where the allotment takes place in connection with a rights issue or other pre-emptive offer or the allotment is limited to a maximum nominal amount of £26,160, representing approximately 15% of the nominal value of the fully diluted issued and to be issued ordinary share capital of the Company. Unless revoked, varied or extended, this authority will expire at the conclusion of the next annual general meeting of the Company or 18 months after the passing of the resolution, whichever is the earlier.

NOTES:

PLEASE NOTE THAT THE NOTES BELOW SET OUT THE NORMAL MEETING ATTENDANCE AND PROXY APPOINTMENT RIGHTS OF MEMBERS AS SET OUT IN THE COMPANIES ACT 2006 OR THE COMPANY'S ARTICLES OF ASSOCIATION AND THE COMPANY IS NOT PROPOSING THAT THESE BE ALTERED. HOWEVER, GIVEN THE PROVISIONS OF CIGA, DIFFERENT MEETING ATTENDANCE AND PROXY APPOINTMENT RIGHTS OF MEMBERS ("REVISED RIGHTS") WILL APPLY IN RESPECT OF THIS AGM AS SET OUT ABOVE AND IN THE CHAIRMAN'S LETTER ACCOMPANYING THIS NOTICE. TO THE EXTENT THAT THERE IS ANY CONFLICT BETWEEN THE REVISED RIGHTS AND THE WORDING IN THE NOTES BELOW, THE REVISED RIGHTS WILL PREVAIL. WE ADVISE THAT YOU NOTE THAT ONLY THE CHAIRMAN CAN BE APPOINTED AS YOUR PROXY FOR THIS PARTICULAR MEETING AND IN ADDITION SHAREHOLDERS CANNOT ATTEND THIS MEETING IN PERSON.

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 AGM and you should have received a Form of Proxy with this notice of AGM. 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 AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
2. A proxy does not need to be a member of the Company but must attend the AGM to represent you. 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 AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
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 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 B62 8HD; and (iii) received by the Company's Registrars no later than midday on Tuesday 22 September 2020.
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.
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. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it 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. The message, regardless of whether it constitutes the appointment of a proxy or is 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 Neville Registrars Limited (ID 7RA11) no later than midday on Tuesday 22 September 2020, or, in the event of an adjournment of the meeting, 48 hours 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.

9. 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.
10. 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.
11. 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 B62 8HD, to be received by the Company's Registrars no later than midday on Tuesday 22 September 2020. 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.
12. 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.
13. 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 Tuesday 22 September 2020 (or, if the AGM is adjourned, at 6.00 p.m. on the day two working days prior to the adjourned meeting) shall be entitled to vote at the AGM 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 AGM.
14. You may not use any electronic address provided in either (a) this notice of AGM; or (b) any related documents (including the Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.