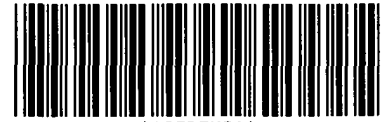


Companies Act 2006 Special Resolution

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COMPANIES HOUSE

Company Number: 02298163

Company Name: Surgical Innovations Group plc

On the 18th Day of September 2020, the following special resolution was agreed and passed by the members

THAT the directors be and are empowered, in accordance with sections 570 and 573 of the Companies Act, to allot equity securities (as defined in section 560(1) of the Companies Act) pursuant to the authority conferred by resolution 8 and/or sell treasury shares as if section 561(1) of the Companies Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- (a) the allotment of equity securities and sale of treasury shares for cash in connection with a rights issue or other pro rata offer in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all those persons at such record date as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject in each case to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with treasury shares, fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and
- (b) the allotment (otherwise than pursuant to resolution 9(a) above) of equity securities or sale of treasury shares for cash up to an aggregate nominal amount of one million, five hundred and ninety thousand, six hundred and thirty two pounds and thirty five pence (£1,590,632.35),

such power to expire upon the expiry of the general authority conferred by resolution 8 above, except that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted and treasury shares to be sold after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

Signed

Charmaine Day
Company Secretary

Surgical Innovations Group Plc

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Surgical

Group