
ANNUAL GENERAL MEETING

RESOLUTIONS

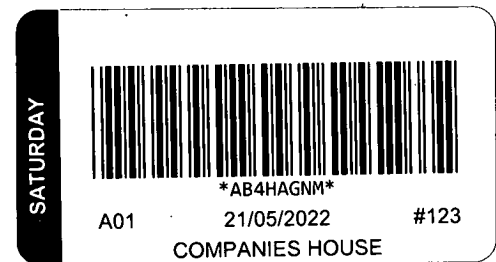
Of

DELTEX MEDICAL GROUP PLC
(the "Company")

At an annual general meeting of the Company duly convened and held on 27 May 2021 the following resolutions were duly passed:

ORDINARY RESOLUTIONS

1. To receive the Company's audited financial statements for the year ended 31 December 2020, together with the reports of the directors and of the auditors thereon.
2. To re-elect as a director Nigel Keen.
3. To re-elect as a director Andy Mears.
4. To re-elect as a director Mark Wippell.
5. To elect as a director Tim Irish.
6. To elect as a director Natalie Wettler.
7. To re-appoint Nexia Smith & Williamson as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be fixed by the directors.
8. THAT, in accordance with section 551 of the Companies Act 2006 (the "**Act**"), the directors be generally and unconditionally authorised to allot Relevant Securities (as defined below):
 - 8.1 comprising equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £3,848,602 in connection with an offer of such securities by way of a rights issue or open offer
 - (a) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (b) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and



- 8.2 in any other case, up to an aggregate nominal amount of £1,924,301, provided that this authority shall, unless renewed, varied or revoked by the Company, expire 15 months after the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company after the passing of this resolution, 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.

In this resolution, "**Relevant Securities**" means:

- (a) shares in the Company, other than shares allotted pursuant to:
 - (i) an employee share scheme (as defined in section 1166 of the Act);
 - (ii) a right to subscribe for shares in the Company where the grant of the right itself constitutes a Relevant Security; or
 - (iii) a right to convert securities into shares in the Company where the grant of the right itself constitutes a Relevant Security; and
- (b) any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined in section 1166 of the Act).

References to the allotment of Relevant Securities in this resolution include the grant of such rights.

Special resolution

9. THAT, subject to the passing of resolution 8, the directors be authorised to allot equity securities (as defined in section 560 of the Act) 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 Act did not apply to any such allotment or sale, provided that such authority shall be limited to:
- (a) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under 8.1, by way of a rights issue only)
 - (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to clause 8(a) of this resolution) to any person up to an aggregate nominal amount of £1,924,301.

The authority granted by this resolution will expire 15 months after the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company after 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 Act 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.

On behalf of the Board



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Nigel Keen
Chairman