

Registered office:  
Avon House  
19 Stanwell Road  
Penarth  
Cardiff  
United Kingdom  
CF64 2EZ

Company number 04347937

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS OF EKF DIAGNOSTICS HOLDINGS PLC (the "Company")**

**(Passed 18 May 2022)**

At the annual general meeting of the members of the Company duly convened and held at 6 Stratton Street Mayfair, London W1J 8LD at 11 a.m., the following resolutions were duly passed.

**ORDINARY RESOLUTION**

**Resolution 8 – Directors' authority to allot shares**

That in substitution for any existing such authority, the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "2006 Act") to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company (Relevant Securities):

- (i) up to a maximum nominal amount of £920,00 (in pursuance of the exercise of outstanding share options and other potential shares granted by the Company but for no other purpose); and
- (ii) up to an aggregate nominal amount of £463,930.56 (in addition to the authorities conferred in sub-paragraphs (i) above) representing approximately 10% of the Company's issued share capital,

such authorities (unless previously renewed, revoked or varied) to expire at the conclusion of the next Annual General Meeting of the Company to be held in 2023, save that the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the directors may allot Relevant Securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.



## **SPECIAL RESOLUTIONS**

### **Resolution 10 – Disapplication of pre-emption rights**

That, subject to the passing of Resolution 5 above, the Directors be given the general power to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by Resolution 5 above as if section 561(1) of the 2006 Act did not apply to any such allotments provided that this power shall be limited to:

- (i) the allotment of equity securities on the exercise of the share options granted by the Company;
- (ii) the allotment of equity securities (otherwise than pursuant to sub-paragraphs (i) above) for cash in connection with any rights issue or pre-emptive offer in favour of holders of equity securities generally; and
- (iii) the allotment (otherwise than pursuant to sub-paragraphs (i) and (ii) above) of equity securities for cash up to an aggregate nominal amount of £463,930.56 representing approximately 10% of the Company's issued share capital,

provided that such power (unless previously renewed, revoked or varied) shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2023, save that the Company may, before such power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such power expires and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

### **Resolution 11 – Authority to make market purchase of own shares**

That the Company be and is generally and unconditionally authorised for the purposes of section 701(1) of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of section 693(4) of the Act) on the London Stock Exchange of ordinary shares of £0.01 each in the capital of the Company ("Ordinary Shares") provided that:

- (i) the maximum aggregate number of Ordinary Shares authorised to be purchased is 69,589,584 (representing 15 per cent. of the Company's issued ordinary share capital);
- (ii) the minimum price (excluding expenses) which may be paid for such Ordinary Shares is £0.01 per share;
- (iii) the maximum price (excluding expenses) which may be paid for an Ordinary Share shall not be more than 5 per cent. above the average of

the middle market quotations for an Ordinary Share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased;

- (iv) unless previously renewed, varied or revoked, the authority conferred shall expire at the conclusion of the Company's next annual general meeting or 30 June 2023, if earlier; and
- (v) the Company may make a contract or contracts to purchase Ordinary Shares under the authority conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.



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Salim Hamir  
Company secretary  
18 May 2022