

COMPANIES ACT 2006
ORDINARY AND SPECIAL RESOLUTIONS OF
GATTACA PLC
PASSED: 6 DECEMBER 2022

At the Annual General Meeting of Gattaca plc (the 'Company') held on Tuesday 6 December 2022, the following Ordinary and Special Resolutions were passed:

Ordinary Resolution

Resolution 12: Directors' Authority to Allot Shares

That in substitution for all existing powers the directors are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (Act) to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company (such shares and rights to subscribe for or to convert any security into shares of the Company being 'relevant securities') up to the aggregate nominal amount of £107,635. The authority hereby conferred shall expire, unless previously varied, renewed or revoked by the Company in general meeting, on the date of the Company's next Annual General Meeting or 31 December 2023 after the passing of this resolution, whichever occurs first, provided that the Company may, prior to such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry in which case the directors may allot securities pursuant to such offer as if such authority had not expired.

Special Resolutions

Resolution 13: Disapplication of Pre-Emption Rights

That subject to the passing of resolution 12, and in substitution of all existing powers, the directors are hereby empowered pursuant to Section 570(1) of the Act to allot equity securities (as defined in Section 560(1) of the Act) for cash as if Section 561(1) of the Act did not apply to any such allotment provided that:

- (a) the power conferred hereby shall expire on the date of the next Annual General Meeting of the Company or 31 December 2023 after the passing of this resolution, whichever occurs first unless renewed, extended, varied or revoked by the Company in general meeting;
- (b) 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 may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired; and
- (c) is limited to
 - i. allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the



Company's capital in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offer as they deem necessary or expedient to deal with equity securities representing fractional entitlements and/or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory;

- ii. the allotment of equity securities pursuant to the terms of The Gattaca plc Long Term Incentive Plan or The Gattaca plc Share Incentive Plan or any other employees' share option scheme approved by members in general meeting;
- iii. allotments of equity securities for cash otherwise than pursuant to paragraph (c) (i) above up to aggregate nominal amount of £16,145.

Resolution 14: Authority to Purchase Own Shares

That the Company be generally and unconditionally authorised for the purposes of Section 701 of the Act to make market purchases (as defined in Section 693(4) of that Act) of ordinary shares of the Company provided that:

- (a) the maximum aggregate number of ordinary shares which may be purchased is 3,229,042;
- (b) the minimum price which may be paid for each ordinary shares is its nominal value;
- (c) the maximum price (excluding expenses) which may be paid for any ordinary share does not exceed 105% of the average middle market quotations for an ordinary share as derived from the AIM appendix to the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the share is contracted to be purchased; and
- (d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company or 31 December 2023 after the passing of this resolution, whichever occurs first, unless such authority is renewed prior to that time (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

Signed of an on behalf of the Company



A-M Palmer

Secretary