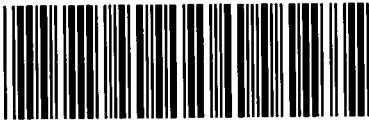


WEDNESDAY



A16 *ACIS3WKP* #310
20/12/2023
COMPANIES HOUSE

Registered Number: 04426322

Companies Act 2006**Ordinary and Special Resolutions of****Gattaca plc****Passed: 6 December 2023**

At the Annual General Meeting of Gattaca plc (the "Company") held on Wednesday 6 December 2023 at The Solent Hotel, Rookery Avenue, Whiteley, Fareham, PO15 7AJ, the following Ordinary and Special Resolutions were passed:

Ordinary Resolution**Resolution 10: Directors' Authority to Allot Shares**

That in substitution of 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 £105,352. 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 2024 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 such securities pursuant to such offer or agreement as if such authority had not expired.

Special Resolutions**Resolution 11: Disapplication of Pre-Emption Rights**

That if Resolution 10 is passed the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided such authority be limited to:

- (a) Allotments in connection with a pre-emptive offer;
- (b) Otherwise than in connection with a pre-emptive offer, allotments up to an aggregate nominal amount of £31,606;
- (c) 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 the members in general meeting; and

(d) Otherwise than under paragraphs (a), (b) and (c) above, allotments up to an aggregate nominal amount of equal to 20% of any allotment made from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice;

such authority to expire at the close of business on 31 December 2024 or, if earlier, at the conclusion of the Company's next AGM, (unless previously renewed, revoked or varied by the Company in general meeting) provided that in each case the Company may before that date make offers and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired,

Resolution 12: Additional Disapplication of Pre-Emption Rights for Acquisitions and other Capital Investments

That if Resolution 10 is passed, the Directors be authorised in addition to any authority granted under Resolution 12, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 10 above and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority be limited to:

(a) Allotments up to an aggregate nominal amount of £31,606, such authority to be used for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

(b) Otherwise than under paragraph (a) above, allotments up to an aggregate nominal amount equal to 20% of any allotment made from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

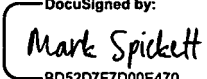
such authority to expire at the close of business on 31 December 2024 or, if earlier, at the conclusion of the Company's next AGM, (unless previously renewed, revoked or varied by the Company in general meeting), provided that in each case the Company may before that date make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution, references to allotment of equity securities shall include a sale of treasury shares.

Resolution 13: 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 £0.01 each in the capital of the Company ('Shares') provided that:

- (a) the maximum aggregate number of ordinary shares which may be purchased is 3,160,552 being equivalent to approximately 10% of the Company's issued share capital;
- (b) the minimum price (excluding expenses) which may be paid for each Share is £0.01 (being the nominal value) and;
- (c) the maximum price (excluding expenses) which may be paid for each Share is the highest of:
 - (i) an amount equal to 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
 - (ii) The higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out at the relevant time;
- (d) such authority shall expire at the close of business on 31 December 2024 or, if earlier, at the conclusion of the Company's next AGM, but so that the Company may before such authority expires enter into a contract under which a purchase of Ordinary Shares may be completed or executed wholly or partly after the authority expires and the Company may purchase Ordinary Shares in pursuance of such contract as if the authority had not expired.

DocuSigned by:

Signed.....8D52D7F7D00E470.....

Secretary, on behalf of the Company