

Company Number 05564418

Advanced Oncotherapy plc

WEDNESDAY



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08/08/2018

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COMPANIES HOUSE

Print of Resolutions passed at Annual General Meeting of the Company held on Thursday, 29 July 2018

Resolutions 14 and 15 were passed as Ordinary Resolutions and Resolution 16 passed as a Special Resolution:

14. That:

- a) the rules of the Advanced Oncotherapy plc Savings Related Share Option Scheme (SAYE), described in the Explanatory Notes to the notice of this Annual General Meeting and in the form produced in draft to the meeting and for the purpose of identification initialled by the Chairman of the meeting, be and are hereby approved and adopted;
- b) the Directors of the Company be and are hereby authorised:
 - 1) to do all such things as may be necessary or desirable to carry the SAYE into effect, including making any changes to the rules of the SAYE that are necessary or desirable in order to ensure that the Directors can make a valid declaration to HM Revenue & Customs that the SAYE satisfies the requirements of Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003; and
 - 2) to adopt further plans based on the SAYE but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation in the SAYE.

15. THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 ("the Act"), to exercise all the powers of the Company to allot shares in the Company and/ or to grant rights to subscribe for, or to convert any securities into shares in the Company, and/or the grant of rights to subscribe for or to convert any securities into Ordinary Shares up to a maximum aggregate nominal amount of £7,525,083.75 (the equivalent of up to 30,100,335 Ordinary Shares), this authority to expire on the earlier of fifteen months from the date of the passing of this resolution or the conclusion of the next AGM of the Company to be held in 2019 unless previously renewed, varied or revoked by the Company in general meeting, save that the Company may before such expiry make any offer or agreement which would or might require shares in the Company to be allotted and/or rights to subscribe for or to convert any securities into shares in the Company to be granted after such expiry and the Directors may allot shares in the Company, or grant rights to subscribe for or to convert any securities into shares in the Company, in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

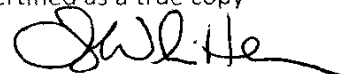
SPECIAL RESOLUTION

16. THAT, subject to the passing of Resolution 15 above, in substitution for all previous powers to the extent unused, the Directors be and are hereby unconditionally empowered pursuant to sections 570 and 571 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority granted to the Directors pursuant to Resolution 15 above as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:
- a) the allotment of equity securities in connection with a rights issue, open offer or equivalent offer in favour of the holders of Ordinary Shares and such other equity securities of the Company as the Directors may determine in which such holders are offered the right to participate in proportion (as nearly as may be) to their respective

holdings of such equity securities or in accordance with the rights attached thereto but subject to such exclusions or other arrangements as the Directors may consider necessary or expedient in connection with shares representing fractional entitlements or on account of either legal or practical problems arising in connection with the laws of any territory, or of the requirements of any recognised regulatory body or stock exchange in any territory;

- b) other than pursuant to sub-paragraph 16(a) above, the allotment of equity securities up to an aggregate nominal amount of £7,525,083.75 (the equivalent of up to 30,100,335 Ordinary Shares). This power shall expire on the earlier of fifteen months from the date of passing of this Resolution and upon the conclusion of the next AGM of the Company to be held in 2019 unless previously renewed, varied or revoked by the Company in general meeting, save that the Company may before such expiry make any 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 any such offer or agreement as if the power conferred hereby had not expired.

Certified as a true copy

A handwritten signature in black ink, appearing to read 'Celia L Whitten', with a long horizontal flourish extending to the right.

Celia L Whitten
Company Secretary