

COMPANIES ACT 2006
ORDINARY RESOLUTION AND SPECIAL RESOLUTION

Company Number: 05564418

Company Name: Advanced Oncotherapy plc

On the 31 August 2021 at the Company's extraordinary general meeting, the following resolutions were agreed and passed by the members:

Ordinary resolution

Resolution 1

(a) the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £46,220,951.75 for the purposes of issuing the Subscription Shares, the Fee Shares and the Warrants (as such terms are defined and as described in the circular to shareholders dated 12th August 2021 (the "**Circular**")); and

(b) the Directors be and they are hereby empowered pursuant to sections 570 and 571 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by paragraph (a) of this Resolution as if section 561(1) of the Act did not apply to any such allotments up to an aggregate nominal amount of £46,220,951.75,

provided that the powers and authorities conferred by this Resolution shall (i) be in addition to and without prejudice to any authorities granted to the Directors pursuant to resolutions 13 and 14 proposed at the annual general meeting of the Company held on 30 July 2021 and (ii) expire at the conclusion of the Company's annual general meeting to be held in the calendar year 2022 (unless previously revoked, varied or extended by the Company in general meeting), save that the Company may make offers or agreements before the expiry thereof which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the expiry of such authority and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred by this Resolution had not expired.

Special resolution

Resolution 2

THAT the purchase of the Company of up to 8,645,405 Ordinary Shares (as such term is defined in the Circular) pursuant to the terms of a call option agreement made



between the Company and Cosylab D.D. for nil consideration, in the event that such call option is exercised, be approved.

Signed: *Henry Clarke*

Henry Clarke, Company Secretary

2 September 2021