

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY RESOLUTIONS
of
TISSUE REGENIX GROUP PLC
("Company")
PASSED ON 27 APRIL 2023

SATURDAY



At the annual general meeting of the Company duly convened and held on 27 April 2023 at the offices of DLA Piper UK LLP, 160 Aldersgate St, Barbican, London EC1A 4HT, the following resolutions were duly passed as ordinary and special resolutions as indicated below:

ORDINARY RESOLUTION

1. That, pursuant to section 618(1)(b) of the Companies Act 2006 ("Act") and Article 56 of the Company's articles of association, every one hundred ordinary shares of £0.001 each in the capital of the Company which are in issue (each being an "Existing Share") be consolidated (the "Consolidation") into one consolidated ordinary share of £0.10 in the capital of the Company (each being a "Consolidated Share"), such Consolidation to take effect either: (a) in the event that either resolution 2 or 4 is not passed, immediately after close of business on the dealing day immediately prior to the admission of the Consolidated Shares to trading on the AIM market operated by the London Stock Exchange plc ("AIM"); or (b) if resolutions 2 and 4 are passed, immediately after close of business on the dealing day immediately prior to the New Ordinary Shares (as such term is defined in resolution 2) being admitted to trading on AIM ("Consolidation Time"), each such Consolidated Share having the same rights and being subject to the same restrictions (save as to nominal value) as the Existing Ordinary Shares as set out in the Company's articles of association for the time being, provided that, where such Consolidation results in any shareholder being entitled to a fraction of a Consolidated Share, such fraction shall be dealt with by the Directors as they see fit pursuant to the powers available to them under the Company's articles of association.
2. That, subject to resolutions 1 and 4 being passed:
 - 2.1 immediately after the Consolidation has occurred, in accordance with section 618(1)(a) of the Act, each of the Consolidated Shares be sub-divided into:
 - 2.1.1 one ordinary share of 0.1 pence (each being a "New Ordinary Share"); and
 - 2.1.2 one redesignated deferred share of 9.9 pence (each being a "Class 2 Deferred Share"),

each such New Ordinary Share and each such Class 2 Deferred Share having attached thereto the rights and restrictions as respectively set out in the Amended Articles (as such term is defined in resolution 4);

- 2.2 the sub-division and redesignation of the Consolidated Shares into New Ordinary Shares and Class 2 Deferred Shares shall be deemed to confer upon the Company irrevocable authority at any time thereafter to retain the certificates for such Class 2 Deferred Shares, pending the Directors appointing a custodian and arranging for the transfer of the Class 2 Deferred Shares to a custodian in both cases pursuant to Article 8.A of the Amended Articles;
 - 2.3 any cancellation of the Class 2 Deferred Shares for no consideration by way of a reduction of capital shall not involve a variation of the rights attached thereto; and
 - 2.4 the rights attached to the Class 2 Deferred Shares shall not be deemed to be varied or abrogated by the creation or issue of any new shares ranking in priority or *pari passu* with or subsequent to such shares or by any amendment or variation to the rights of any other class of shares in the Company.
3. That, pursuant to section 551 of the Act, the Directors be generally and unconditionally authorised to allot Relevant Securities:
- 3.1 up to an aggregate nominal amount equal to either: (a) £23,452.64 in the event that resolutions 2 and 4 are passed; or (b) £2,345,264 in all other circumstances;
 - 3.2 comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount equal to either: (a) £23,452.64 in the event that resolutions 2 and 4 are passed; or (b) £2,345,264 in all other circumstances, in connection with an offer by way of a rights issue:
 - 3.2.1 to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - 3.2.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that these authorities shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 27 July 2024 (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the Directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this resolution, "**Relevant Securities**" means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

These authorities are in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

SPECIAL RESOLUTIONS

4. That the new articles of association produced to the meeting and, for the purposes of identification, initialled by a Director (the "**Amended Articles**"), be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.
5. That, subject to the passing of resolution 3 and pursuant to section 570 of the Act, the Directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 3 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

5.1 in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise, but, in the case of an allotment pursuant to the authority granted by paragraph 3.2 of resolution 3, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue):

5.1.1 to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and

5.1.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

5.2 otherwise than pursuant to paragraph 5.1 of this resolution up to an aggregate nominal amount equal to either: (a) £7,035.79 in the event that resolution 2 is passed as an ordinary resolution; and resolution 4 is passed as a special resolution or (b) £703,579 in all other circumstances,

and this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 27 July 2024 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the Directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in substitution for all existing powers under section 570 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

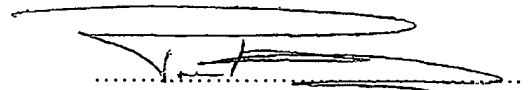
6. That, pursuant to section 701 of the Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares in the capital of the Company, provided that:
 - 6.1 the maximum aggregate number of ordinary shares in the capital of the Company which may be purchased shall be either:

- 6.1.1 7,035,795 Consolidated Shares, in the event that resolution 1 is passed as an ordinary resolution and either of resolutions 2 or 4 are not passed; or
- 6.1.2 7,035,795 New Ordinary Shares, in the event that resolutions 2 and 4 are passed; or
- 6.1.3 703,579,489 Existing Ordinary Shares, in all other circumstances,

(the Existing Ordinary Shares, the Consolidated Shares and the New Ordinary Shares together being "Shares");

- 6.2 the minimum price (excluding expenses) which may be paid for a Share is an amount equal to the nominal value of such Share;

the maximum price (excluding expenses) which may be paid for a Share is an amount equal to 105 per cent of the average of the middle market quotations for a Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made and (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 27 July 2024 (whichever is the earlier), save that the Company may enter into a contract to purchase Shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of Shares pursuant to any such contract as if this authority had not expired.



Director