

THE COMPANIES ACT 2006

COMPANY NUMBER 06475379

Resolutions of
Abingdon Health plc (the 'Company')

Passed 15 December 2023

SATURDAY



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13/01/2024

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COMPANIES HOUSE

At the Annual General Meeting of the above-named Company, convened and held on 15 December 2023 at 9:30 BST, the following resolutions were proposed and duly passed:

Ordinary Resolution

Directors' authority to allot shares

7. That in accordance with section 551 of the Companies Act 2006 (the **Act**), the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot ordinary shares in the Company, and grant rights to subscribe for or to convert any security into ordinary shares in the Company:

- a. up to an aggregate nominal value of an amount equal to 33 per cent. of the aggregate nominal value of the Company's issued ordinary share capital as at the date of the passing of this resolution (such amount to be reduced by the aggregate nominal value of any equity securities (as defined in section 560 of the Act) allotted under paragraph (b) of this resolution in excess of such amount in pounds Sterling as is equal to 33 per cent. of the aggregate nominal value of the Company's issued ordinary share capital as at the date of the passing of this resolution); and
- b. comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal value of such amount in pounds Sterling as is equal to 66 per cent. of the aggregate nominal value of the Company's issued ordinary share capital as at the date of the passing of this resolution (such amount to be reduced by the nominal value of any shares allotted or rights granted under paragraph (a) of this resolution) in connection with an offer by way of a rights issue to holders of ordinary shares in proportion (as near as may be practicable) to their existing holdings and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any regulatory body or stock exchange or any other matter,

provided that:

- c. this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, close of business on the date that falls fifteen months after the passing of this resolution;

- d. the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the Directors may allot shares or grant rights in pursuance of such offer or agreement as if this authority had not expired; and

all previous unutilised authorities under section 551 of the Act shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

Special Resolutions

Disapplication of pre-emption rights

- 8. That, subject to the passing of resolution 7, the Directors be given power to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred on them by resolution 7 above under section 551 of the Act, and to allot equity securities as defined in section 560(3) of the Act (sale of treasury shares) for cash, in either case as if section 561 of the Act did not apply to such allotment but this power shall be limited:
 - a. to the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under resolution 7(b) above, by way of a rights issue only) to or in favour of the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and
 - b. in each case other than under paragraph (a) of this resolution, to the allotment of equity securities pursuant to the authority granted under resolution 7(a) above and/or by virtue of section 560(3) of the Act up to a maximum nominal value of such amount in pounds Sterling as is equal to ten per cent. of the aggregate nominal value of the Company's issued ordinary share capital as at the date of the passing of this resolution, provided that:
 - c. this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or, if earlier, close of business on the date that falls fifteen months after the passing of this resolution; and
 - d. the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

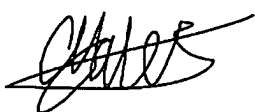
Authority to purchase of own shares

9. That, subject to the passing of resolution 7 and in addition to any authority granted under resolution 8 above, the Directors be given power to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred on them by resolution 7 above under section 551 of the Act, and to allot equity securities as defined in section 560(3) of the Act (sale of treasury shares) for cash, in either case as if section 561 of the Act did not apply to such allotment but this power shall be:

- a. limited to an aggregate nominal value in pounds Sterling as is equal to ten per cent. of the aggregate nominal value of the Company's issued ordinary share capital as at the date of the passing of this resolution; and
- b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group,

provided that:

- c. this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or, if earlier, close of business on the date that falls fifteen months after the passing of this resolution; and
- d. the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.



Chris Yates
Company Secretary
Abingdon Health plc