

Company number: 07514939

**OPEN ORPHAN PLC**  
(the "Company")  
**PUBLIC COMPANY LIMITED BY SHARES**  
**RESOLUTIONS PASSED ON 5 July 2022**

THURSDAY



At the annual general meeting of the Company duly convened and held on 5 July 2022 the following resolutions were duly passed as an ordinary resolution and two special resolutions of the Company (as indicated).

In each of the resolutions below, terms defined in the notice of annual general meeting to shareholders published by the Company dated 8 June 2022 shall have the same meanings.

**Ordinary Resolution**

7. **THAT** in accordance with the requirements of section 551 of the Companies Act 2006 ("Act"), and in substitution for any existing authority (but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authority), the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities (as defined in the notes to this Resolution):

7.1 comprising equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £223,643 (such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant the authority in paragraph 7.2 below) in connection with an offer by way of a rights issue or open offer:

- (a) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
- (b) to holders of other equity securities as required by the rights of those securities or 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, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

7.2 in any other case, up to a maximum aggregate nominal amount of £223,643 (223,643,000 new ordinary shares in the capital of the Company) (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph 7.1 above),

PROVIDED that such authority shall expire on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2023; and (ii) the date falling 18 months from the date of the passing of this Resolution unless any such authorities are renewed, varied or revoked by the Company prior to or on that date and provided also that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after such expiry and Directors may allot shares in the Company or grant rights pursuant to any such offer or agreement as if the authority conferred by this Resolution had not expired.

**Special Resolutions**

8. **THAT**, subject to Resolution 7 being passed, in accordance with section 570(1) of the Act, and in substitution for any existing authority, the Directors be and they are hereby empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities conferred by Resolution 7 as if section 561 of the Act did not apply to such allotment, PROVIDED that this power shall be limited to:

8.1 the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under Resolution 7.1, by way of a rights issue or open offer only):

- (a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
- (b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

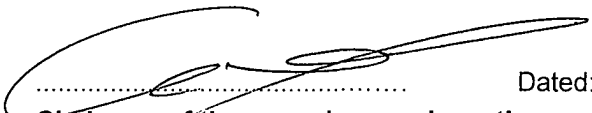
but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange;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

8.2 the allotment of equity securities (otherwise than pursuant to paragraph 7.1 of this Resolution) to any person up to a maximum aggregate nominal amount of £67,093.

PROVIDED ALSO that such powers shall expire on the earlier of (i) the conclusion of the annual general meeting of the Company to be held in 2023; and (ii) the date falling 18 months from the date of the passing of this Resolution unless any such power is renewed, revoked or varied by special resolution and that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities pursuant to any such offer or agreement as if such powers had not expired.

9. **THAT** the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Act to make one or more market purchases (within the meaning of Section 693(4) of the Act) on the London Stock Exchange of ordinary shares of 0.1 pence each in the capital of the Company PROVIDED THAT:

- (a) the maximum aggregate number of shares hereby authorised to be purchased is 67,092,931 ordinary shares of 0.1 pence each (representing approximately 10% of the Company's issued ordinary share capital as at 07 June 2022, the latest practicable date prior to publication of this Notice of AGM);
- (b) the minimum price (exclusive of expenses) which may be paid for such shares is 0.1 pence per share;
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall not be more than 105% of the average closing middle market quotation for an ordinary share as derived from the London Stock Exchange plc for the five business days immediately preceding the date on which the ordinary share is purchased;
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Company's next annual general meeting; and
- (e) the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

  
Dated: 5 July 2022

**Chairman of the annual general meeting**  
**for and on behalf of**  
**Open Orphan plc**