

Company number 09796512

ORDINARY AND SPECIAL RESOLUTION

OF

GELION PLC (Company)

Passed on 21st December 2023

At an annual general meeting of the Company duly convened and held at Cavendish, One Bartholomew Close, London, EC1A 7BL on 21st December 2023 at 9.00am, the following resolutions were duly passed as an ordinary and a special resolution.

ORDINARY RESOLUTION

Resolution 4 – Directors' authority to allot shares

THAT: in accordance with article 4.2 of the Company's articles of association and section 551 of the Companies Act 2006 (the "Act"), the directors of the Company (or a duly constituted committee of the directors) (the "Directors") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company ("Rights") up to £45,332 (representing one third of the aggregate nominal amount of the Company's entire issued ordinary share capital at the date of this notice), provided that:

- (a) this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company, or, if earlier, at the close of business on 31st December 2024, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired;
- (b) this authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities).

SPECIAL RESOLUTION

Resolution 5 – Disapplication of Pre-Emption Rights

THAT: subject to the passing of Resolution 4 above and in accordance with section 570 of the Act and article 4.2 of the Company's articles of association, the Directors be and are hereby generally and un-conditionally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) or grant Rights pursuant to the authorisation conferred by Resolution 4 above as if section 561 of the Act did not apply to the allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities made (i) to holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on the record date for such offer and (ii) to holders of other equity securities as may be required by the rights attached to those securities or, if the directors consider it desirable, as may be permitted by such rights, but subject in each case to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment (otherwise than pursuant to paragraph (a) above), of further equity securities up to an aggregate nominal value equal of £13,599 (representing ten per cent of the aggregate nominal amount of the Company's entire issued ordinary share capital at the date of this notice),

and this authorisation shall, subject to the continuance of the authority conferred by Resolution 4 above and unless previously renewed, revoked or varied by special resolution, expire at the conclusion of the Company's next annual general meeting or, if earlier, at the close of business on 31st December 2024, save that the Company may, at any time before such expiry, revocation or variation make offers or enter into agreements which would or might require equity securities to be allotted (or Rights to be granted) after such expiry, revocation or variation and the Directors may allot equity securities (or grant Rights) in pursuance of any such offer or agreement as if this authorisation had not expired or been revoked or varied.



Signed.....

Company Secretary