

Company Number: 11425451

THE COMPANIES ACT 2006

RESOLUTIONS

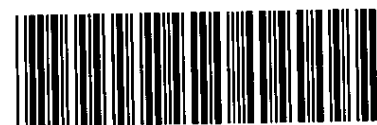
- of -

SENSYNE HEALTH PLC

(the "Company")

(PASSED ON 6 JUNE 2022)

WEDNESDAY



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06/07/2022

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions 1, 3, 5 and 7 which were proposed by the directors as ordinary resolutions, and resolutions 2, 4, 6, 8, 9 and 10, which were proposed by the directors as special resolutions, were duly passed by the members on the above date.

ORDINARY RESOLUTION

1. **THAT**, subject to the passing of Resolution 2, each of the 166,464,335 ordinary shares of £0.10 in the capital of the Company (the "**Existing Ordinary Shares**") which are credited as fully paid, be sub-divided and re-designated into one ordinary share of £0.008 in the capital of the Company, having the same rights and being subject to the same restrictions (save as to nominal value) as each of the Existing Ordinary Shares, and one deferred share of £0.092 in the capital of the Company, having the rights and being subject to the restrictions set out in the articles of association of the Company as amended by Resolution 2 (the "**Sub-division**").

SPECIAL RESOLUTION

2. **THAT**, subject to the passing of Resolution 1, the articles of association of the Company be amended by inserting the following article as the new article 5A;

**"5A. Rights and Restrictions attaching to the Deferred Shares**

The deferred shares of £0.092 each in the capital of the Company (the "**Deferred Shares**") shall have the rights attaching to shares set out in these articles save that in the event of a conflict between any provision in this article 5A and any other provision in these articles, the provisions in this article 5A shall prevail.

*(i) Income*

The Deferred shares shall confer no right to participate in the profits of the Company.

*(ii) Capital*

On a return of capital on a winding-up (excluding any intra-group reorganisation on a solvent basis) there shall be paid to the holders of the Deferred Shares the nominal capital paid up or credited as paid up on such Deferred Shares but only after paying to the holders of the Ordinary Shares the nominal capital paid up or credited as paid up on the Ordinary Shares. The holders of the Deferred Shares shall not be entitled to any further right of participation in the assets of the Company.

*(iii) Attendance and voting at general meetings*

The holders of the Deferred Shares shall not be entitled to receive notice of any general meeting of the Company or to attend, speak or vote at any such meeting.

**(iv) Form**

The Deferred Shares shall not be listed on any stock exchange nor shall any share certificates be issued in respect of such shares. The Deferred Shares shall not be transferable except in accordance with article 5A(vi) below or with the written consent of the Directors.

**(v) Class rights**

(a) The Company may from time to time create, allot and issue further shares, whether ranking *pari passu* with or in priority to the Deferred Shares, and on such creation, allotment or issue any such further shares (whether or not ranking in any respect in priority to the Deferred Shares) shall be treated as being in accordance with the rights attaching to the Deferred Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the Deferred Shares.

(b) Any reduction by the company of the capital paid up on the Deferred Shares shall be in accordance with the rights attaching to the Deferred Shares and shall not involve a variation of such rights for any purpose and the Company shall be authorised at any time to reduce its capital (subject to the confirmation of the High Court in accordance with the Companies Act 2006 (if required)) without obtaining the consent of the holders of the Deferred Shares.

**(vi) Transfer and purchase**

The Company may at any time (and from time to time), without obtaining the sanction of the holder or holders of the Deferred Shares:

(a) appoint any person to execute on behalf of any holder of Deferred Shares a transfer of all of the Deferred Shares or any part thereof (and/or an agreement to transfer the same) to the Company or to such person as the Directors may determine (whether or not an officer of the Company), in any case for not more than 1 pence for all the Deferred Shares then being purchased, without such person having to account for such sum to the holder or holders of the Deferred Shares; and

(b) cancel all or any of the Deferred Shares so purchased by the company in accordance with the Companies Act 2006.

**(vii) Deletion of Article 5A when no Deferred Shares in existence**

Article 5A shall remain in force until there are no longer any Deferred Shares in existence, notwithstanding any provision in the articles to the contrary. Thereafter article 5A shall be and shall be deemed to be of no effect (save to the extent that the provisions of article 5A are referred to in superseding articles of association) and shall (without any further action by the Company) automatically be deleted and replaced with the wording "Article 5A has been deleted", and the separate register for the holders of Deferred Shares shall no longer be required to be maintained by the company; but the validity of anything done under article 5A before that date shall not otherwise be affected and any actions taken under article 5A before that date shall be conclusive and shall not be open to challenge on any grounds whatsoever.

**ORDINARY RESOLUTION**

3. **THAT**, subject to the passing of Resolutions 1 and 2, in addition to all existing unexercised authorities and powers granted to the Directors pursuant to section 551 of the Companies Act 2006 (the "Act"), the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to grant rights to convert the Loan Notes (as defined in the circular published on the Company's website on 18 May 2022 (the "Circular")) into ordinary shares at a conversion price of £0.008 per ordinary share up to an aggregate nominal amount of £26,350,000, provided that such authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the commencement of the next annual general meeting of the Company.

**SPECIAL RESOLUTION**

4. **THAT**, subject to the passing of Resolutions 1, 2 and 3, in addition to all existing unexercised powers of the Directors under sections 570 of the Act, which shall continue in full force and effect, the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by Resolution 3 above as if section 561 of the Act did not apply to any such allotment, provided that such power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £26,350,000 and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the commencement of the next annual general meeting of the Company.

#### **ORDINARY RESOLUTION**

5. **THAT**, subject to the passing of Resolutions 1 and 2, in addition to all existing unexercised authorities and powers granted to the Directors pursuant to section 551 of the Act, the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to issue warrants to subscribe for up to 29,169,448 ordinary shares of £0.008 each (the “**Warrants**”), provided that such authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the commencement of the next annual general meeting of the Company.

#### **SPECIAL RESOLUTION**

6. **THAT**, subject to the passing of Resolutions 1, 2 and 5, in addition to all existing unexercised powers of the Directors under sections 570 of the Act, which shall continue in full force and effect, the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by Resolution 5 above as if section 561 of the Act did not apply to any such allotment, provided that such power shall be limited to the issue of the Warrants and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the commencement of the next annual general meeting of the Company.

#### **ORDINARY RESOLUTION**

7. **THAT**, subject to the passing of Resolutions 1, 2, 3, 4, 5 and 6, the waiver granted by the Panel on Takeovers and Mergers of the obligations which would otherwise arise on the Concert Party (as such term is defined in the Circular), both individually and collectively, to make a general offer to the shareholders of the Company pursuant to Rule 9 of the City Code on Takeovers and Mergers as a result of the issue to them of Ordinary Shares (as such term is defined in the Circular) in the Company pursuant to the Conversion (as such term is defined in the Circular) and/or the exercise of the Warrants, as described in the Circular, be and is hereby approved.

#### **SPECIAL RESOLUTION**

8. **THAT**, in accordance with Rule 41 of the AIM Rules for Companies published by London Stock Exchange plc, the cancellation of the admission to trading on AIM of the Ordinary Shares of the Company be and is hereby approved and the Directors of the Company be authorised to take all action reasonable or necessary to effect such cancellation.

#### **SPECIAL RESOLUTION**

9. **THAT**, conditional on the passing of Resolution 8, the Company be re-registered as a private limited company under the Companies Act 2006.

#### **SPECIAL RESOLUTION**

**10. THAT**, conditional on the passing of Resolution 9, and with effect from the Company's re-registration as a private limited company, the New Articles appended to the Circular at Appendix C, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association (to reflect its Delisting and status as a private limited company).

For and on behalf of the Company:

A handwritten signature in black ink, appearing to read 'Laura Hillier', with a long horizontal flourish extending to the right.

Name: Laura Hillier  
Company Secretary