

Company No. 08839972

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

GENOMICS PLC

(the "Company")

At the General Meeting of the Company held at 1 p.m. on 2 January 2024 the following resolutions were passed as ordinary and special resolutions (together, the "Resolutions"):-

ORDINARY RESOLUTION

1. THAT, the directors be generally and unconditionally authorised, for the purposes of section 551 of the Companies Act 2006 (the "Act"), to exercise the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company on and subject to such terms as the directors may determine:
 - a. up to a maximum aggregate nominal amount of £76,104.50 series C preference shares of £0.01 each in the capital of the Company ("Series C Shares"), provided that this authority will expire on the date being five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require shares to be allotted or rights granted after this authority expires and the directors may allot pursuant to such offer or agreement as if this authority had not expired; and
 - b. up to a maximum aggregate nominal amount of £11,793.07 (i) ordinary shares of £0.01 each in the capital of the Company ("Ordinary Shares") pursuant to the Company's share option schemes; and (ii) G ordinary shares of £0.01 each in the capital of the Company ("G Ordinary Shares"), provided that this authority will expire on the date being five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require shares to be allotted or rights granted after this authority expires and the directors may allot pursuant to such offer or agreement as if this authority had not expired.

This authority is in addition to all existing authorities.

SPECIAL RESOLUTIONS

2. THAT, subject to the passing of Resolution 1, the directors be hereby given power in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred by Resolution 1 as if section 561(1) of the Act and articles 7.1 and 7.2 of the articles of association of the Company did not apply to such allotment, provided that:
 - a. the power is limited to the allotment of Series C Shares up to a maximum aggregate nominal amount of £76,104.50 and unless previously revoked, varied or renewed by the Company, will expire on the date being five years from the date on which this resolution is passed save that the directors may, before this power expires, make offers or agreements which would or might require equity securities to be allotted after its expiry and the directors may allot equity securities pursuant to such offers or agreements as if this power had not expired; and

- b. the power is limited to the allotment of (i) Ordinary Shares pursuant to the Company's share option schemes and (ii) G Ordinary Shares up to a maximum aggregate nominal amount of £11,793.07, and unless previously revoked, varied or renewed by the Company, will expire on the date being five years from the date on which this resolution is passed save that the directors may, before this power expires, make offers or agreements which would or might require equity securities to be allotted after its expiry and the directors may allot equity securities pursuant to such offers or agreements as if this power had not expired.

For the avoidance of doubt, this authority revokes and replaces all unexercised authorities previously granted to the directors.

3. THAT, with effect from the conclusion of the meeting, the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman, 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 (the "New Articles").
4. THAT, subject to the passing of Resolution 3, in the event that the aggregate subscription and/or purchase amount of Series C Shares (including those Series C Shares which are re-designated from Ordinary Shares as contained in article 28.9 of the New Articles) on or around the date on which this resolution is passed and on or around Second Completion (as defined in the New Articles) of those shareholders listed below, and/or their Affiliated Shareholders, is at least equal to the minimum amount set out in column (2) of the table below then, subject to the Company having received the relevant funds, the Relevant Ordinary Shares (as defined in the New Articles) held by that shareholder and its Affiliated Shareholders shall, upon the relevant threshold having been met and the relevant shares having been issued and/or acquired (as applicable), be automatically re-designated into an equal number of Relevant Preference Shares (as defined in the New Articles):

(1) Shareholder (each as defined in the New Articles)	(2) Minimum aggregate subscription/acquisition amount
University	£981,668
IP2IPO Group	£4,601,484
Lansdowne	£3,436,272
HPSO	£2,337,304
OSE	£2,872,265
Foresite	£4,101,952
F-Prime	£4,101,952

For the purposes of Resolutions 4 and 5, "Affiliated Shareholders" means, in respect of a shareholder, such of its Permitted Transferees (as defined in the New Articles) as hold Relevant Ordinary Shares prior to the date on which this resolution is passed or which does not itself hold Relevant Ordinary Shares but which is a Permitted Transferee of a shareholder holding Relevant Ordinary Shares prior to the date on which this resolution is passed.

5. THAT, subject to the passing of Resolution 3, where the aggregate subscription amount for Series C Shares of a Relevant New Subscriber at Second Completion is at least equal to its Relevant Minimum Aggregate Subscription Price, then provided that that the Company has received the relevant funds, all of the Relevant Ordinary Shares held by such Relevant New Subscriber and its Affiliated Shareholders shall, on the Second Completion Date, be automatically re-designated into an equal number of Relevant

Preference Shares upon the relevant shares having been issued. For the purposes of this resolution 5 "Relevant Minimum Aggregate Subscription Price" means an aggregate amount which is at least equal to the pro rata proportion of such shareholder and its Affiliated Shareholders (taken together) of an aggregate amount of £37,500,000 (such pro rata proportion being calculated on the basis of the shareholder's and its Affiliated Shareholders' aggregate holding of the total equity shares in issue immediately prior to the date on which this resolution is passed).

6. THAT, any variation or abrogation of any rights attached to those Ordinary Shares which are re-designated to Series C Shares pursuant to article 28.9 of the New Articles and the Relevant Ordinary Shares which are re-designated into Relevant Preference Shares pursuant to Resolutions 4 and 5, that in each case (as applicable) may be effected by or pursuant to the passing of Resolutions 3, 4 and 5 (including but not limited to any act in relation to the designation of such Ordinary Shares into Series C Shares pursuant to article 28.9 of the New Articles or the designation of the Relevant Ordinary Shares into Relevant Preference Shares pursuant to Resolutions 4 and 5) be approved for the purposes of section 630 of the Act, article 6.1 of the existing articles of association of the Company and article 6.1 of the New Articles.

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Peter Donnelly

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Chairman