

## **AGM RESOLUTIONS**

### **INTEGRATED DIAGNOSTICS HOLDINGS PLC**

(the "Company")

(Incorporated in Jersey with registered number 117257)

At an Annual General Meeting of the Company, duly convened and held at the Hilton London Tower Bridge, 5 More London Place, Tooley Street, London, SE1 2BY on Monday 9<sup>th</sup> May 2016 at 11.00am BST, the following resolutions were passed:

#### **Ordinary Resolution**

##### **Authority to allot Equity Securities**

12. To consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

"**THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of article 12.2 of the Articles of Association to exercise all or any of the powers of the Company to issue and allot or agree to issue and allot Equity Securities of the Company or to grant rights to subscribe for, or to convert any security into, Equity Securities of the Company up to 49,500,000 ordinary US\$1.00 shares, being approximately 33 per cent of the current issued share capital of the Company (the Authorised Allotment Amount), to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the Articles of Association).

**PROVIDED THAT**, this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting save that the directors of the Company may issue and allot or agree to issue and allot Equity Securities, notwithstanding that this authority has expired, if they are allotted in pursuance of an offer or agreement made by the Company before this authority expires, which would or might require Equity Securities to be allotted after this authority expires."

#### **Special Resolution**

##### **Disapplication of pre-emption rights**

13. To consider and, if thought fit, pass the following resolution which will require a majority of two thirds of the shareholders voting in person or by proxy on this resolution to be passed:

"**THAT**, subject to and conditional upon the passing of the resolution numbered 12 in the notice convening the meeting at which this resolution was proposed and in substitution for all existing and unexercised authorities and powers, the directors of the Company be and are hereby empowered generally and unconditionally pursuant to article 12.4 of the Articles of Association to allot Equity Securities (whether directly, or by way of options, warrants, convertible instruments or other grant of rights for Equity Securities convertible upon exercise of such options, warrants, convertible instruments or other grant of rights) pursuant to the authority conferred upon them by resolution 13, such that article 13.1 shall not apply to the allotment, provided that this authority and power shall be limited to:

- (i) the allotment of Equity Securities in connection with a rights issue or similar offer in favour of ordinary shareholders where the Equity Securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements, treasury shares, record dates or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body of, any territory;

- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of up to 7,500,000 ordinary US\$1.00 shares, representing approximately 5 per cent of the current issued share capital of the Company (the Non Pre-emptive Amount);

and this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting save that the directors of the Company may allot Equity Securities or rights to subscribe for or convert securities into Equity Securities notwithstanding that this authority has expired, if they are allotted in pursuance of an offer or agreement made by the Company before this authority expires, which would or might require Equity Securities to be allotted after this authority expires.”

For further information please contact:

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