

INTEGRATED DIAGNOSTICS HOLDINGS PLC

**(Incorporated in Jersey with registered number 117257)
(THE "COMPANY")**

PASSED ON 14 MAY 2019

At an Annual General Meeting of the Company, duly convened and held at the Headquarters of Integrated Diagnostics Holdings, Building B216-F7, Smart Village, Giza, Egypt on Tuesday 14 May 2019 at 11am local time (EET), the following resolutions were passed, with Resolution 11, 12 and 13 as Ordinary Resolutions and 14 and 15 as Special Resolutions.

IT WAS RESOLVED:

ORDINARY RESOLUTION

- 11. 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 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.

- 12. THAT** pursuant to Article 58A (1)(b) of the Companies (Jersey) Law 1991, the holding by the Company of the Equity Securities purchased to the authority conferred by Resolution 15 as treasury shares in accordance with the provisions of the Companies (Jersey) Law 1991 be approved.
- 13. THAT** the execution and delivery by the Company of any documents that are necessary or expedient in connection with the Company holding the Equity Securities purchased pursuant to the authority conferred by Resolution 15 as treasury shares be approved.

SPECIAL RESOLUTIONS

- 14.** To consider and, if thought fit, pass the following resolution which, in accordance with Article 3 of the Company's Articles of Association will require a majority of three-fourths of the members voting in person or by proxy on this resolution to be passed:

THAT, subject to and conditional upon the passing of the resolution numbered 11 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 14, such that article 13.1 of the Articles of Association 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.

15. To consider and, if thought fit, pass the following resolution which, in accordance with Article 3 of the Company's Articles of Association will require a majority of three-fourths of the members voting in person or by proxy on this resolution to be passed:

THAT the Company is hereby generally and unconditionally authorised pursuant to Article 57 of the Companies (Jersey) Law 1991 to make market purchases of Equity Securities in the capital of the Company on such terms and in such manner as the Directors shall determine provided that:

- (i) the maximum number of Equity Securities authorised to be purchased is 15,000,000, representing up to 10% of the sum of the issued ordinary share capital of the Company as at the date of this Circular;
- (ii) the minimum price which may be paid for each Equity Security is US\$1.00;
- (iii) the maximum price (exclusive of expenses) which may be paid for each Equity Security is, in respect of a share contracted to be purchased on any day, an amount equal to the higher of (i) 105% of the average of the closing middle market quotations for the Equity Securities taken from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which that Equity Security is to be purchased; and (ii) the higher of the last independent trade and the highest current independent bid for the Equity Security on the London Stock Exchange at the relevant time;
- (iv) this authority will (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next annual general meeting of the Company held after the date on which this resolution is passed or, if earlier, at close of business on the day falling 15 months after that date; and
- (v) the Company may make a contract to purchase Equity Securities under this authority before this authority expires which will or may be executed wholly or partly after its expiration.