

INTEGRATED DIAGNOSTICS HOLDINGS PLC

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

PASSED ON 23 DECEMBER 2020

At an Extraordinary General Meeting of the Company, duly convened and held at the Headquarters of IDH Integrated Diagnostics Holdings, Building B216-F7, Smart Village, Giza, Egypt on Wednesday, 23 December 2020 at 1.00 pm (GMT) / 3.00 pm local time (EET), the following resolutions were passed, with Resolution 4 as an Ordinary Resolution and Resolutions 1,2,3,5, and 6 as Special Resolutions.

IT WAS RESOLVED:

1. THAT the Company is hereby generally and unconditionally authorised to list and offer the Company's Shares on the Egyptian Exchange (the "**EGX**"), and to take all necessary steps and procedures with all governmental and non-governmental authorities, including but not limited to the Egyptian Financial Regulatory Authority, Misr for Central Clearing, Depository and Registry and the EGX to effect the listing and any offering and/or placing on the EGX.
2. THAT subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed each of the authorised 180,000,000 limited shares of \$1.00 each in the capital of the Company, whether issued or not, be subdivided into 4 limited shares of \$0.25 each (the "**Subdivision**").
3. THAT subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed paragraph 6 of the memorandum of association of the Company be deleted and replaced with the following:

"The authorized nominal share capital of the Company is US\$180,000,000 divided into 720,000,000 limited shares of US\$0.25 each."

4. THAT subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed and in substitution for all existing and unexercised authorities and powers (including resolution 10 passed at the 2020 AGM), 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 120,000,000 ordinary shares of US\$0.25 each, being 20 per cent of the issued share capital of the Company following the Subdivision, 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) and this authority shall, unless previously renewed, varied or revoked by the Company in a general meeting, expire at the earlier of the conclusion of the next annual general meeting of the Company held after the date on which this resolution is passed or 23 September 2021 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.
5. THAT subject to and conditional upon the passing of the other resolutions in the notice convening the meeting

at which this resolution was proposed and in substitution for all existing and unexercised authorities and powers (including resolution 13 passed at the 2020 AGM), 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 4, 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 30,000,000 ordinary shares of US\$0.25 each, representing 5 per cent of the issued share capital of the Company following the Subdivision;

and this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the earlier of conclusion of the next annual general meeting of the Company held after the date on which this resolution is passed or 23 September 2021, 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.

6. THAT subject to and conditional upon the passing of the other resolutions in the notice convening the meeting at which this resolution was proposed and in substitution for all existing and unexercised authorities and powers (including resolution 14 passed at the 2020 AGM), 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 60,000,000 ordinary shares of \$0.25 each, representing up to 10 per cent. of the sum of the issued ordinary share capital of the Company following the Subdivision;
- (ii) the minimum price which may be paid for each Equity Security is US\$0.25;
- (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,

and this authority will (unless previously renewed, varied or revoked by the Company in general meeting) expire at the earlier of the conclusion of the next annual general meeting of the Company held after the date on which this resolution is passed or 23 September 2021, save that 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.