

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY RESOLUTIONS
of
MEDICA GROUP PLC
("Company")

PASSED ON 27 JUNE 2022

At the annual general meeting of the Company duly convened and held at 11.00 a.m. on 27 June 2022 at the offices of DLA Piper, 160 Aldersgate Street, London EC1A 4HT, the following special business resolutions were duly passed as ordinary and special resolutions as indicated below:

ORDINARY RESOLUTION

13. **THAT** the Directors be and they are generally and unconditionally authorised:

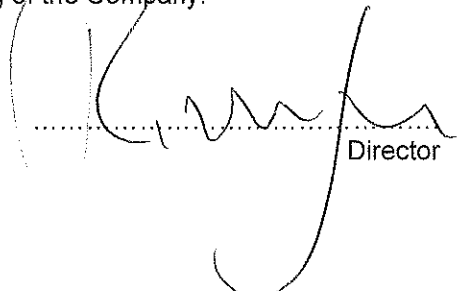
- (i) pursuant to section 551 of the Companies Act 2006 (the "**2006 Act**") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company (together, the "**Relevant Securities**"), in substitution for any existing authority to allot shares but without prejudice to allotment of any Relevant Securities already made or to be made pursuant to such authority, up to an aggregate nominal amount of £81,618.40 (being approximately one third of the Company's issued share capital); and
- (ii) to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the 2006 Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as maybe) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £163,236.80 (being approximately two thirds of the Company's issued share capital), and each such authority shall expire at the end of the next annual general meeting of the Company after the passing of this resolution 13 (or, if earlier at the close of business on 27 September 2023, save that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities or equity securities (as applicable) to be allotted after such expiry and the Directors may allot Relevant Securities or equity securities (as applicable) in pursuance of any such offer or agreement as if the relevant authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

14. **THAT** if resolution 13 as set out in the notice of the Annual General Meeting is passed, the Directors be authorised pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash under the general authority conferred by resolution 13 as set out in the notice of the Annual General Meeting and/or empowered pursuant to section 573 of the 2006 Act to sell ordinary shares (as defined in section 560 of the 2006 Act) held by the Company as treasury shares (as defined in section 724 of the 2006 Act) for cash, as if section 561(1) of the 2006 Act did not apply to such allotment or sale, such authority to be limited to the allotment of equity securities or sale of treasury shares:

- (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and

- (ii) otherwise than under paragraph (i) above, up to a nominal amount of £12,242.88, such authority to expire at the end of the next annual general meeting of the Company after the passing of this resolution (or, if earlier, at the close of business on 27 September 2023, but in each case prior to its expiry, the Company may make offers or enter into agreements, which would or might require equity securities to be allotted (and treasury shares to be sold) after the authority expires, and the board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.
15. **THAT** if resolutions 13 and 14 as set out in the notice of the Annual General Meeting are passed, the Directors be authorised pursuant to section 570 of the 2006 Act in addition to any authority granted under resolution 14 as set out in the notice of the Annual General Meeting to allot equity securities (as defined in section 560 of the 2006 Act) for cash under the general authority given by resolution 13, as set out in the notice of the Annual General Meeting, and/or empowered pursuant to section 573 of the 2006 Act to sell ordinary shares (as defined in section 560 of the 2006 Act) held by the Company as treasury shares (as defined in section 724 of the 2006 Act) for cash as if section 561(1) of the 2006 Act did not apply to any such allotment or sale, such authority to:
- (i) be limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £12,242.88;
- (ii) be used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or another capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- (iii) expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 27 September 2023 but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) under any such offer or agreement as if the authority had not expired.
16. **THAT** the Company be generally and unconditionally authorised, pursuant to section 701 of the 2006 Act, to make market purchases (as defined in section 693(4) of the 2006 Act) of up to 12,242,883 ordinary shares of 0.2p each in the capital of the Company (being approximately ten per cent of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors may from time to time determine, provided that
- (i) the amount paid for each share (exclusive of expenses) shall not be more than the higher of (1) five per cent above the average of the middle market quotation for ordinary shares as derived from the Daily Official List of London Stock Exchange plc for the five business days before the date on which the contract for the purchase is made, and (2) an amount equal to the higher of the price of the last independent trade and highest current independent purchase bid as derived from the trading venue where the purchase was carried out, or less than 0.2p per share; and
- (ii) the authority herein contained shall expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 27 September 2023 provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired.
17. **THAT** as permitted by section 307A of the 2006 Act any general meeting of the Company (other than the annual general meeting of the Company) shall be called by notice of at least 14 clear days in accordance with the provisions of the Articles of Association of the Company provided that the authority of this resolution shall expire at the end of the next annual general meeting of the Company.



Director