

PRINT OF ORDINARY AND SPECIAL RESOLUTIONS

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ROQUEFORT INVESTMENTS PLC

Passed on 13 December 2021

At the general meeting of Roquefort Investments plc (the "**Company**") duly convened and held at the offices of Locke Lord (UK) LLP, 201 Bishopsgate, London EC2M 3AB on 13 December 2021, the following resolutions were duly passed:

ORDINARY RESOLUTION

1. **THAT**, pursuant to section 551 of the Companies Act 2006 (the "**Act**"), the directors of the Company (the "**Directors**") be and are hereby generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Relevant Securities**") up to an aggregate nominal amount of:
 - (a) £150,000 in accordance with the terms and conditions of the Acquisition Agreement (as defined and further described in the Circular);
 - (b) £300,000 pursuant to the Placing (as defined and further described in the Circular);
 - (c) £30,000 pursuant to the Completion Warrants (as defined and further described in the Circular);
 - (d) £45,000 pursuant to the Senior Management Warrants (as defined and further described in the Circular);
 - (e) £18,000 in connection with the grant of warrants to Optiva Securities Limited (as further described in the Circular);
 - (f) £1,750 in connection with the grant of warrants to Orana Corporate LLP (as further described in the Circular);
 - (g) £550,000 (such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant to the authority granted in sub-paragraph (h) below) in connection with a rights issue or any other offer to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities (as defined in section 560 of the Act) as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (h) otherwise than pursuant to sub-paragraphs (a) to (g) above inclusive, £270,000 (such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant to the authority granted in sub-paragraph (g) above in excess of £270,000,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, fifteen months from the date of passing this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Relevant Securities to be granted and the Directors may allot shares or grant Relevant Securities pursuant to such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for

all previous authorities conferred on the directors in accordance with section 551 of the Act to the extent not utilised at the date it is passed.

SPECIAL RESOLUTIONS

2. **THAT**, subject to the passing of Resolution 1 above and pursuant to section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - (a) the allotment of equity securities pursuant to the authorities granted by sub-paragraphs (a) to (f) (inclusive) of Resolution 1;
 - (b) the allotment of equity securities pursuant to the authority granted by sub-paragraph (g) of Resolution 1 in connection with a rights issue or any other offer to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - (c) otherwise than pursuant to sub-paragraphs (a) and (b) above, up to an aggregate nominal value of £200,000,and this authority shall expire at the next annual general meeting of the Company after the passing of this resolution or, if earlier, fifteen months from the date of passing this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 570 and 571 of the Act to the extent not utilised at the date it is passed.
3. To authorise the Directors to call a general meeting of the Company (not being an annual general meeting) on notice of not less than 14 clear days, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company.
4. **THAT**, with effect from Admission (as defined in the Circular), the name of the Company be changed to "Roquefort Therapeutics plc".

References to the "Circular" are to the circular published by the Company and dated 19 November 2021 containing the notice of the general meeting.

Stephen West
Director
Roquefort Investments plc
13 December 2021