

**Consort Medical plc**

**At the Annual General Meeting of the above named Company, duly convened and held at the Marylebone Hotel, 47 Welbeck Street, Marylebone, London W1G 8DN on 11 September 2019**

**The following resolutions were duly passed:-****Special business**

Resolution 14 was proposed as an ordinary resolution and resolutions 15, 16, 17, and 18 as special resolutions:

**14. THAT:**

(a) the directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 ("CA 2006"), to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:

(i) up to a maximum aggregate nominal amount (within the meaning of section 551(3) and (6) of the CA 2006) of £1,645,474 (such amount to be reduced by the nominal amount of any equity securities (as defined in section 560 of the CA 2006) allotted under paragraph (ii) below in excess of such sum); and

(ii) comprising equity securities (as defined in section 560 of the CA 2006) up to a maximum aggregate nominal amount of £3,290,948 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue:

(A) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings on the record date for such allotment; and

(B) to holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities;

and so that the directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problem under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;

(b) this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, on 30 October 2020;

(c) the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the directors may allot shares or grant rights in pursuance of such offer or agreement as if this authority had not expired; and

(d) all previous unutilised authorities under section 551 of the CA 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the CA 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

**Special resolutions**

15. THAT, subject to the passing of resolution 14 above, the directors be given power pursuant to sections 570 (1) and 573 of the Companies Act 2006 (the "CA 2006") to:

- (a) allot equity securities (as defined in section 560 of the CA 2006) of the Company for cash pursuant to the authorisation conferred by that resolution; and
- (b) sell ordinary shares (as defined in section 560(1) of the CA 2006) held by the Company as treasury shares for cash, as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:
  - (i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 12(a)(ii), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
  - (ii) in the case of the authorisation granted under resolution 12(a)(i) above (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to a maximum aggregate nominal amount of £246,821,

and shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, on 30 October 2020, save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

16. THAT, subject to the passing of resolutions 14 and 15 set out above, and in addition to the power given by that resolution 13, the directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the "CA 2006") to:

- (a) allot equity securities (as defined in section 560 of the CA 2006) of the Company for cash pursuant to the authorisation conferred by paragraph (a)(i) of that resolution 14; and
- (b) sell ordinary shares (as defined in section 560(1) of the CA 2006) held by the Company as treasury shares for cash, as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that this power shall be:
  - (i) limited to the allotment of equity securities for cash and the sale of treasury shares, up to an aggregate nominal amount of £246,821; and
  - (ii) 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 have determined to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption

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and shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, on 30 October 2020, save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

17. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 10p each in the capital of the Company on such terms and in such manner as the directors may determine provided that:

- (a) the Company does not purchase under this authority more than 4,936,423 ordinary shares;
- (b) the Company does not pay for each such ordinary share less than the nominal amount of such ordinary share at the time of purchase; and
- (c) the Company does not pay for each such ordinary share more than the higher of an amount equal to 105% of the average closing mid-market prices of the ordinary shares of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Company agrees to buy the share concerned and the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out.

This authority will expire at the conclusion of the next AGM of the Company after the passing of this resolution, or, if earlier, on 30 October 2020, save that if the Company has agreed, before this authority expires, to purchase ordinary shares where the purchase will or may be executed after this authority expires (either wholly or in part), the Company may complete such purchase as if this authority had not expired.

18. THAT a general meeting (other than an AGM) may be called on not less than 14 clear days' notice.



Andrew Jackson

Company Secretary