

Company Number 04225086

The Companies Act 2006
Resolutions of
Physiomics PLC ("The Company")
Passed on 7th September 2016

The following resolutions were duly passed on 7th September 2016 by members of the Company representing the required majority of total voting rights of eligible members as ordinary and special resolutions (as indicated)

ORDINARY RESOLUTION

1 THAT the directors of the Company (the "Directors") be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all powers of the Company to allot any shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a maximum aggregate nominal amount of £274,763 in the Ordinary Capital of the Company

This maximum aggregate nominal amount comprises

- i a nominal amount of £69,634 in the Ordinary Capital of the Company in connection with the allotment of the Consideration Shares, and
- ii a maximum nominal amount of £205,129 in the Ordinary Capital of the Company in connection with working capital and the Acquisition as described in Part 2 above, and this authority shall expire (unless renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company, or if earlier the date which is 15 months after the date of the passing of this resolution save that the Company shall be entitled to make, prior to the expiry of such authority, any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any securities into shares to be granted after the expiry of such authority and the Directors may allot any shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired. The authority granted by this resolution shall replace all existing authorities to allot any shares or grant rights to subscribe for or convert securities into shares in the Company previously granted to the Directors pursuant to section 551 of the Companies Act 2006

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SPECIAL RESOLUTION

2 THAT the Directors be and are hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority conferred by resolution 1 above, as if section 561 of the Companies Act 2006 did not apply to such allotment, provided that this power shall be limited to allotments of equity securities a maximum aggregate nominal amount of £274,763 in the Ordinary Capital of the Company

This maximum aggregate nominal amount comprises

- I a nominal amount of £69,634 in the Ordinary Capital of the Company in connection with the allotment of the Consideration Shares, and
- II a maximum nominal amount of £205,129 in the Ordinary Capital of the Company in connection with working capital and the Acquisition as described in Part 2 above,

and such power shall expire upon expiry of the general authority conferred by Resolution 1 above, save that the Company may, before such expiry, make any offers or agreements 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 as if the power conferred by this resolution had not expired. The power conferred by this resolution shall be in addition to all existing authorities to allot equity securities for cash as if section 561 of the Companies Act 2006 did not apply.

Signed (Director)



J. SMULLEN, CEO
8/7/16 -