

Company Number 04225086

The Companies Act 2006
Resolutions of
Physiomics PLC ("The Company")
Passed on 13th December 2017

WEDNESDAY



The following resolutions were duly passed on 13th December 2017 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

4. 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 £114,033 in the ordinary capital of the Company.

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 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.

Special Resolution

5. THAT subject to the passing of resolution 4 in this notice 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 4 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 £114,033 in the ordinary capital of the Company.

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.

Special Resolution – disapplication of pre-emption rights

6. THAT subject to the passing of resolution 5 in this notice 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 5 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 £114,033 in the ordinary capital of the Company.

Such power shall expire upon expiry of the general authority conferred by Resolution 5 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. MILLER

Company Number 04225086

The Companies Act 2006
Resolutions of
Physiomics PLC ("The Company")
Passed on 4th December 2015

The following resolutions were duly passed on 4th December 2015 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 – power to allot securities

4. That the Directors be and they are generally and unconditionally authorised 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, or to grant rights to subscribe for or to convert any security into shares in the Company (relevant securities), up to an aggregate nominal amount of £990,000 provided that this authority is for a period expiring at the next annual general meeting of the Company but the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of 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 2006 Act, but without prejudice to the allotment of any shares already made or to be made pursuant to such authorities.

Special resolution – disapplication of pre-emption rights

5. That subject to the passing of resolution 4 in the Notice the Directors be given the general power to allot equity securities (as defined by section 560 of the Companies Act 2006 (the 2006 Act)) for cash pursuant to the authority conferred by resolution 4 in the Notice as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with an offer of such securities by way of rights or other pro-rata offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
- (b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £990,000;

and shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry, make offers or agreements which

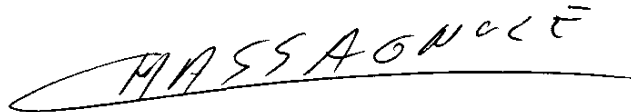
would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Special resolution – notice period for general meetings

6. That a general meeting of the Company, other than an annual general meeting, may be called on 14 clear days' notice provided this authority expires at the conclusion of the next annual general meeting of the Company after the date of passing of this resolution.

Signed (Director)

A handwritten signature in black ink, appearing to read "MASSAGNOLLE", is written over a horizontal dotted line. The signature is stylized with a large, sweeping initial 'M' and a long horizontal stroke extending to the right.

Company Number 04225086

The Companies Act 2006
Resolutions of
Physiomics PLC ("The Company")
Passed on 17th December 2013

The following resolutions were duly passed on 17th December 2013 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 – power to allot securities

4. That the Directors be and they are generally and unconditionally authorised 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, or to grant rights to subscribe for or to convert any security into shares in the Company (relevant securities), up to an aggregate nominal amount of £150,000 provided that this authority is for a period expiring at the next annual general meeting of the Company but the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of 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 2006 Act, but without prejudice to the allotment of any shares already made or to be made pursuant to such authorities.

Special resolution – disapplication of pre-emption rights

5. That subject to the passing of resolution 4 in the Notice the Directors be given the general power to allot equity securities (as defined by section 560 of the Companies Act 2006 (the 2006 Act)) for cash pursuant to the authority conferred by resolution 4 in the Notice as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

(a) in connection with an offer of such securities by way of rights or other pro-rata offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry, make 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 notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Special resolution – notice period for general meetings

6. That a general meeting of the Company, other than an annual general meeting, may be called on 14 clear days' notice provided this authority expires at the conclusion of the next annual general meeting of the Company after the date of passing of this resolution.

Signed (Director)

M A S S A G N O L E

Company Number 04225086

The Companies Act 2006
Resolutions of
Physiomics PLC ("The Company")
Passed on 17th December 2012

The following resolutions were duly passed on 17th December 2012 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 – power to allot securities

4. That the Directors be and they are generally and unconditionally authorised 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, or to grant rights to subscribe for or to convert any security into shares in the Company (relevant securities), up to an aggregate nominal amount of £150,000 provided that this authority is for a period expiring at the next annual general meeting of the Company but the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of 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 2006 Act, but without prejudice to the allotment of any shares already made or to be made pursuant to such authorities.

Special resolution – disapplication of pre-emption rights

5. That subject to the passing of resolution 4 in the Notice the Directors be given the general power to allot equity securities (as defined by section 560 of the Companies Act 2006 (the 2006 Act)) for cash pursuant to the authority conferred by resolution 4 in the Notice as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

(a) in connection with an offer of such securities by way of rights or other pro-rata offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and

(b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £150,000;

and shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry, make 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 notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if either section 89(1) of the 1985 Act or section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Special resolution – notice period for general meetings

6. That a general meeting of the Company, other than an annual general meeting, may be called on 14 clear days' notice provided this authority expires at the conclusion of the next annual general meeting of the Company after the date of passing of this resolution.

Signed (Director)
