

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS  
of  
COHORT PLC  
(the Company)

WEDNESDAY



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16/09/2020

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COMPANIES HOUSE

At the annual general meeting (AGM) of the Company duly convened and held at One Waterside Drive, Arlington Business Park, Theale, Reading RG7 4SW on Tuesday 15 September 2020, the following resolutions were duly passed:

**Resolution 7 – Ordinary Resolution**

THAT, in accordance with Article 16 of the Articles, the Directors of the Company be and they are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the Act), in substitution for all existing authorities to the extent unused, to exercise all powers of the Company to allot shares or to grant rights (Rights) to subscribe for or convert any security into shares in the Company:

- a) up to an aggregate nominal value of £1,365,303, being approximately one-third of the current issued share capital of the Company; and
- b) comprising equity securities, (as defined in section 560(1) of the Act) up to a further nominal amount of £1,365,303 in connection with an offer by way of a rights issue,

provided that such authorities shall expire 15 months from the date of passing this resolution or at the conclusion of the next AGM of the Company to be held in 2021, whichever is the earlier, except that the Company may before such expiry make an offer or agreement which would or might require shares in the Company to be allotted or Rights to be granted after such expiry and the Directors may allot shares in the Company or grant Rights in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.

**Resolution 8 – Special Resolution**

THAT, subject to the passing of resolution 7 above, the Directors of the Company be and are hereby generally empowered to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash:

- a. pursuant to the authority given by resolution 7 or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act in each case:
  - i. in connection with a pre-emptive offer; and
  - ii. otherwise in connection with a pre-emptive offer, up to an aggregate nominal amount of £204,795; and
- b. pursuant to the authority given by resolution 7 above in connection with a Rights issue, as if section 561(1) of the Act did not apply to such allotment,

such power shall expire 15 months from the date of passing this resolution or at the conclusion of the AGM of the Company to be held in 2021, whichever is earlier, 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 such an offer or agreement as if the power conferred hereby had not expired.

#### **Resolution 9 – Special Resolution**

THAT the Company be generally and unconditionally authorised pursuant to Article 10 of the Articles and pursuant to Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 10 pence each in the capital of the Company provided that:

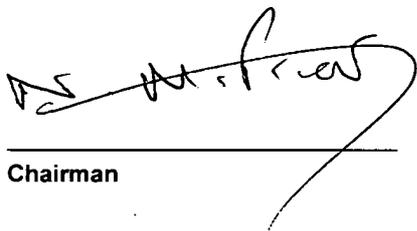
- a. the maximum number of ordinary shares hereby authorised to be purchased is 4,095,910;
- b. the minimum price (excluding expenses) which may be paid for such shares is 10 pence per ordinary share being the nominal value thereof;
- c. the maximum price (excluding expenses) which may be paid for such shares shall not be more than 5% above the average of the middle market quotations for ordinary shares of 10 pence each in the capital of the Company as derived from the AIM Appendix of the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which the contract for purchase is made; and
- d. such authority shall expire 15 months from the date of passing this resolution or at the conclusion of the next AGM of the Company in 2021, whichever is earlier, 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 conferred hereby had not expired.

#### **Resolution 10 – Special Resolution**

THAT the Articles of Association produced to the meeting and for the purpose of identification initialled by the Chair of the meeting be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

#### **Resolution 11 – Special Resolution**

THAT a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.



A handwritten signature in black ink, appearing to read 'AS H. P. ...', is written over a horizontal line. The signature is stylized and cursive.

**Chairman**