

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS
of
COHORT PLC
(the Company)

THURSDAY



At the annual general meeting (AGM) of the Company duly convened and held at Boyes Turner LLP, Abbots House, Abbey Street, Reading, RG1 3BD on Tuesday 26 September 2023, the following resolutions were duly passed:

Resolution 8 – Ordinary Resolution

THAT, in accordance with Article 16 of the Articles, the Directors of the Company be and 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 to subscribe for or convert any security into shares in the Company:

- 7.1 up to an aggregate nominal value of £1,382,303, being approximately one-third of the current issued share capital of the Company; and
- 7.2 comprising equity securities, (as defined in section 560(1) of the Act) up to a further nominal amount of £1,382,303 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, whichever is 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 9 – Special Resolution

THAT, subject to the passing of resolution 8, the Directors of the Company be and are hereby authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution as if Section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

- 8.1 the allotment of equity securities in connection with or pursuant to an offer or issue by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems arising in, or under the laws of, any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
- 8.2 the allotment of equity securities (otherwise than pursuant to sub-paragraph 8.1 above) up to a nominal value of £207,345,

and such authority shall expire at the end of the next AGM of the Company (or, if earlier, at the close of business on the date which is 15 months after the date of this meeting) 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 Board

may allot equity securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

Resolution 10 – Special Resolution

THAT, subject to the passing of resolution 8, the Directors of the Company be and are hereby authorised in addition to any authority granted under resolution 9, to allot equity securities (as defined in the Act) for cash under the authority given by that resolution as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- 9.1 limited to the allotment of equity securities up to a nominal amount of £207,345; and
- 9.2 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 Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on the date which is 15 months after the date of this meeting) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority expires and the Board may allot equity securities under any such offer or agreement as if the authority had not expired.

Resolution 11 – Special Resolution

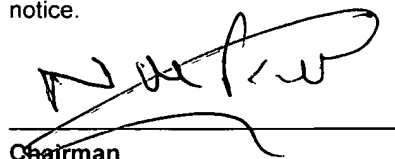
THAT the Company be generally and unconditionally authorised pursuant to Article 10 of the Articles and pursuant to Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 10 pence each in the capital of the Company provided that:

- 10.1 the maximum number of ordinary shares hereby authorised to be purchased is 4,146,908;
- 10.2 the minimum price (excluding expenses) which may be paid for such shares is 10 pence per ordinary share, being the nominal value thereof; and
- 10.3 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 such authority shall expire 15 months from the date of passing this resolution or at the conclusion of the next AGM of the Company, 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 12 – Special Resolution

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



Chairman