

**COMPANIES ACT 2006**

**NOTICE OF ORDINARY AND SPECIAL RESOLUTIONS**

of

**CHECK4CANCER LTD**

**(Registered No. 08866941)**

**(the "Company")**

At a General Meeting of the Company, duly convened and held at the registered office of the Company (being Lower Court 3-4 Copley Hill Business Park, Cambridge Road, Cambridge, United Kingdom, CB22 3GN) on 15 June 2022 at 10 a.m., the following resolutions were passed.

**ORDINARY RESOLUTION**

**"THAT:**

1. in accordance with section 239 of the Companies Act 2006 (the "Act"), all acts and omissions of the directors of the Company in connection with the allotment of shares over the 12,943 A ordinary share threshold, as set out in article 8.4 of the articles of association of the Company (the "Articles") on or before the date hereof (the "Excess Allotment"), be and are hereby ratified and approved and the Excess Allotment be and is hereby ratified and approved.
2. in substitution for any existing power under section 551 of the Act and the authority to allot contained in article 8.4 of the Articles and without prejudice to the exercise of any such authority prior to the date hereof or the Excess Allotment, the directors of the Company are authorised generally to allot, in accordance with article 8.4 of the Articles, without the authority of the Company in general meeting up to a maximum of £183.57 in nominal amount of shares of the Company (comprising 18,357 A ordinary shares of £0.01 each) at any time or times from the date of adoption of these resolutions until the date occurring five years after such date. The aforesaid authority may be revoked or varied by the Company in general meeting and may be renewed by the Company in general meeting for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of this authority. In this paragraph, references to the allotment of shares shall include the grant of rights to subscribe for, or to convert any security into shares."



## SPECIAL RESOLUTION

"THAT:

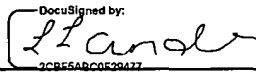
3. the Articles be amended by deleting article 34 and replacing it with the following new article 34:

34. The Directors on behalf of the Company, if authorised by a resolution of the Company passed by the holders of shares representing more than 50% of the aggregate Voting Rights, may establish and contribute to any employees' share scheme (within the meaning of Section 1166 of the 2006 Act) (or scheme for the benefit of any current or former consultant either engaged personally or through a corporate entity) for the purchase or subscription by trustees of shares of the Company or of a holding company of the Company, and may lend money to the Company's current or former employees (or any current or former consultant either engaged personally or through a corporate entity) to enable them to purchase or subscribe for shares of the Company or of a holding company of the Company; and may establish and maintain any option or incentive scheme whereby selected current or former employees (or any current or former consultant either engaged personally or through a corporate entity) of the Company are given the opportunity of acquiring shares in the capital of the Company; and may formulate and carry into effect any scheme for sharing the profits of the Company with its current or former employees (or any current or former consultant either engaged personally or through a corporate entity) or any of them. Any Director may participate in and retain for his own benefit any such shares, profit or other benefit conferred under or pursuant to this Article and the receipt thereof shall not disqualify any person from being or becoming a Director. References to "employees" shall for the avoidance of doubt include salaried Directors and officers).

4. the Articles be amended by deleting the "Employee Share Issues" definition and replacing it with the following new definition:

"Employee Share Issues" means any issue/allotment of shares pursuant to any employees' share scheme (as defined in the 2006 Act) or pursuant to any EMI option granted, or to any current or former employee or current or former consultant (whether the consultant is engaged personally or through a corporate entity) pursuant to any decision of the Board which has designated such issue/allotment as an Employee Share Issue, provided always that no individual's Employee Share Issue shall (in aggregate) exceed 1,580 shares, all Employee Share Issues shall not exceed 3,950 shares, and the authority to allot (in article 8.4 or as subsequently resolved by shareholders) must not be exceeded (taking into account in all of the foregoing all issues of shares and options granted (which have not lapsed) to date);"

Signed by

  
Lorraine Lander, Director

for and on behalf of **Check4Cancer Ltd**

Dated: 20 June 2022