

Company No. 09420705

Resolutions of Rutherford Health plc (the "Company")

At a general meeting of the Company on 11 January 2022, the following resolutions were duly passed, with resolution 2 being passed as an ordinary resolution and resolutions numbered 1 and 3 being passed as special resolutions:

Withdrawal of shares to trading on the AQSE Growth Market

1. To approve the withdrawal of the admission to trading on the AQSE Growth Market of the Company's ordinary shares of 0.001 pence each (**Ordinary Shares**), in accordance with Rule 5.3 of the AQSE Rules, and that the directors of the Company be and are hereby authorised to take all steps which are necessary or desirable in order to effect such withdrawal.

Authority to allot shares

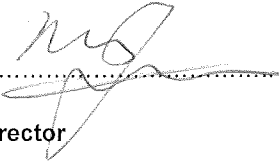
2. **THAT**, the Directors of the Company are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("**Rights**"):
 - a. up to an aggregate nominal amount of £20,136.37; and
 - b. in addition to the amount referred to in paragraph (i) above, up to a further aggregate nominal amount of £66,004 in connection with a rights issue to: (a) holders of ordinary shares made in proportion (as nearly as practical) to the respective number of ordinary shares held by them on the record date that the Directors may determine for such allotment, and (b) holders of any other class of equity securities (within the meaning of section 560 of the Act) entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities, but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates, or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever.

PROVIDED that this authority shall, unless previously revoked by resolution of the Company, expire at the the earlier of 31 August 2022 and conclusion of the next annual general meeting to be held in 2022. The Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of any such offer or agreement as if this authority had not expired

Disapplication of pre-emption rights

3. **THAT** the directors of the Company are empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 2 above as if section 561 of the Act did not apply to the allotment, provided that this power shall be limited to:
 - a. the allotment of equity securities in connection with a rights issue or open offer to: (a) holders of ordinary shares made in proportion (as nearly as practical) to the respective number of ordinary shares held by them on the record date that the Directors may determine for such allotment, and (b) holders of any other class of equity securities (within the meaning of section 560 of the Act) entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities, but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates, or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
 - b. the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £20,136.37,

PROVIDED that this power shall, unless previously revoked by resolution of the Company, expire at the the earlier of 31 August 2022 and conclusion of the annual general meeting of the Company to be held in 2022. The Company may, at any time before the expiry of this power, make offers or enter into 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 this power had not expired.



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Director

11 January 2022