

THE COMPANIES ACT 2006

RESOLUTIONS OF THE MEMBERS OF

RUA LIFE SCIENCES PLC

REGISTERED NUMBER: SC170071

(the “Company”)

I, the undersigned, being a director of the Company, hereby note that the undernoted special and ordinary resolutions were duly approved by those members present at the annual general meeting of the Company held on 22 August 2023:

ORDINARY RESOLUTION

THAT:

6. in substitution for all equivalent authorities and other powers granted to the Directors at the Company’s annual general meeting held on 16 August 2022 but without prejudice to any allotment of shares or grant of rights to subscribe for or convert any security into shares in the Company, in accordance with section 551 of the Companies Act 2006 (the “Act”) the Directors be generally and unconditionally authorised to exercise all powers of the company to allot shares in the Company:
- 6.1 up to an aggregate nominal amount of £369,746 (such amount to be reduced by the aggregate nominal amount of any equity securities that may be allotted pursuant to paragraph 6.2 of this resolution in excess of £369,746); and
- 6.2 comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £739,492 (such amount to be reduced by the aggregate nominal amount of any shares allotted or rights granted pursuant to the authority in paragraph 6.1 of this resolution) in connection with an offer by way of a rights issue to holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their respective holdings,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter; provided that, unless previously revoked, varied or extended, this authority will expire at whichever is the earlier of the conclusion of the annual general meeting of the Company to be held in 2024 or the date falling 15 months from the date of passing this resolution, save that the Company may before such expiry make an offer or agreement which would or might require the allotment of shares in the Company, or the grant of rights to subscribe for or to convert any security into shares in the Company, after such expiry.

SPECIAL RESOLUTIONS

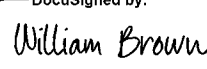
THAT:

7. in substitution for all equivalent authorities and other powers granted to the Directors at the Company's annual general meeting held on 16 August 2022 but without prejudice to any allotment of shares made or agreed to be made pursuant to such authorities and other powers, subject to and conditional upon the passing of Resolution 6, in accordance with section 571(1) of the Act, the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 (1) of the Act) for cash pursuant to the authority conferred by Resolution 6, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - 7.1 the allotment of equity securities pursuant to the terms of any share scheme for directors and/or employees of the Company and/or its subsidiaries approved by the Directors or by the shareholders of the Company in general meeting;
 - 7.2 the allotment of equity securities in connection with or pursuant to an offer by way of rights issue, open offer or any other pre-emptive offer in favour of ordinary shareholders and in favour of holders of any other class of equity security in accordance with the rights attached to such class where the equity securities respectively attributable to the interest of such persons on a fixed record date are proportionate (as nearly as may be) to the respective numbers of equity securities held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or arrangements as the Directors may deem necessary or expedient to deal with to treasury shares, fractional entitlements, record dates, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter;
 - 7.3 the allotment (otherwise than pursuant to paragraphs 7.1 and 7.2 of this resolution) of equity securities having a nominal amount or giving the right to subscribe for or convert into relevant shares having a nominal amount not exceeding in aggregate £110,924; and
 - 7.4 the allotment of equity securities, other than pursuant to paragraphs 7.1 to 7.3 above of this resolution, up to an aggregate nominal amount of 20 per cent. of any allotment of equity securities from time to time under paragraph 7.3 above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and such power shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 6 but may be previously revoked, varied or extended by special resolution, save that the Company may before such expiry make an offer or agreement which would or might require the allotment of shares in the Company, or the grant of rights to subscribe for or to convert any security into shares in the Company, after such expiry.

8. subject to and conditional upon the passing of Resolution 6, without prejudice to any allotment of shares made or agreed to be made pursuant to the authorities and other powers granted to the Directors at the Company's annual general meeting held on 16 August 2022, in accordance with section 571(1) of the Act, the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 (1) of the Act) for cash pursuant to the authority conferred by Resolution 6, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
- 8.1 the allotment of equity securities up to an aggregate nominal amount of £110,924, such authority to be used only for the purpose of financing (or refinancing, if the power is to be exercised within 12 months after the date of the original transaction) a transaction which the Directors determine 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 the notice of the annual general meeting dated 25 July 2023; and
- 8.2 the allotment of equity securities, other than pursuant to paragraph 8.1 above of this resolution, up to an aggregate nominal amount of 20 per cent. of any allotment of equity securities from time to time under paragraph 8.1 above of this resolution such authority to be used only for the purposes of making a follow-on offer which the Directors determine should be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of annual general meeting dated 25 July 2023,

and such power shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 6 but may be previously revoked, varied or extended by special resolution, save that the Company may before such expiry make an offer or agreement which would or might require the allotment of shares in the Company, or the grant of rights to subscribe for or to convert any security into shares in the Company, after such expiry.

DocuSigned by:

F79835FC18824B3...
Director