

**Company No 09632100**

The Companies Act 2006

Public Company Limited by shares

Ordinary and Special Resolutions of

**NUFORMIX PLC**

(the "Company")

At the Annual General Meeting of the above-named Company duly convened and held on 20 August 2020 the following resolutions were passed as Ordinary and Special Resolutions, as indicated below:

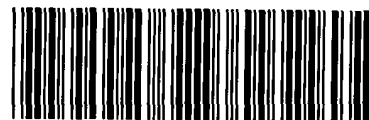
**Ordinary Resolution**

8. THAT, the Directors be generally and unconditionally authorized in accordance with section 551 of the Companies Act 2006 (the 'Act') and in substitution for all existing authorities under that section, to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights') up to an aggregate nominal amount of £163,381.69 during the period commencing on the date of the passing of this resolution and expiring at the conclusion of the next Annual General Meeting of the Company or on 30 September 2021, whichever is earlier, and provided further the Company shall be entitled before such expiry to make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and Grant rights under any such offer or agreement as if this the authority had not expired.

**Special Resolution**

9. THAT, subject to and conditional upon the passing of resolution 8 above, the directors of the Company be authorised under section 570 of the Act to allot equity securities as defined in section 560(1) of the Act and/ or to sell ordinary shares held by the Company as treasury shares for cash, as if section 561 of the Act did not apply to any such allotment or sale, provided that this authority shall be limited to:
- (a) the allotment of equity securities in connection with an offer of equity securities (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings and (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, 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 legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

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- (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount or (in the case of any other equity securities) giving the right to subscribe for or convert into relevant shares having a nominal amount, not exceeding in aggregate £24,507.25

and this authority shall expire, unless previously revoked, renewed or varied, at the conclusion of the next Annual General Meeting of the Company or at the close of business on 30 September 2021, whichever is earlier, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot securities under such offer or agreement as if this power had not expired.

10. That, subject to the passing of Resolution 8 and in addition to any authority granted under Resolution 9, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority given by Resolution 8 or to sell equity securities held by the Company as treasury shares for cash, as if Section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £24,507.25; and
- (ii) 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 Directors determine to be an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles on the disapplication of Pre-Emption Rights (the 'Statement of Principles') most recently published prior to the date of the Notice,

such authority to expire at the end of the annual general meeting of the Company in 2021 or at the close of business on 30 September 2021, whichever is the earlier, but, in each case, so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired, and the Directors may allot equity securities or sell treasury shares under any such offer or agreement as if the authority had not expired.

11. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.001 each in the capital of the Company, provided that:

- a. the maximum number of shares which may be purchased is 73,521,762;
- b. the minimum price (exclusive of expenses) that may be paid for a share is £0.001
- c. the maximum price, exclusive of expenses, which may be paid for a share shall be an amount equal to 5% above the average market value for the Company's shares for the five business days immediately preceding the day on which the share is contracted to be purchased; and

d. the authority conferred by this resolution shall, unless previously renewed, expire at the end of the next Annual General Meeting of the Company, or on 30 September 2021, whichever is earlier, save that the Company may, before such expiry, enter into a contract for the purchase of shares which would or might be completed wholly or partly after such expiry and the Company may purchase shares under any such contract as if this authority had not expired.

12. That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice



**CHAIRMAN**