

ReNeuron Group plc

(Incorporated and registered in England and Wales under number 5474163)

(the “Company”)

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of the Company will be held at the offices of the Company at Pencoed Business Park, Pencoed, Bridgend, Wales CF35 5HY, on 11 December 2020 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 and 2 will be proposed as ordinary resolutions and resolutions 3 and 4 will be proposed as special resolutions.

In this Notice, words and defined terms shall have the same meaning as words and defined terms in the Circular to which this Notice is attached.

RESOLUTIONS

Ordinary Resolutions

1. THAT the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act (in addition to all existing authorities conferred upon the Directors pursuant to section 551 of the Act which shall continue in full force and effect) to exercise all the powers of the Company to allot shares in the capital of the Company and to grant rights to subscribe for or convert any security into such shares (all of which transactions are hereafter referred to as an allotment of “Relevant Securities”) up to an aggregate nominal amount of £250,000, in connection with the Transaction, provided that such authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or the date 3 months after the date of passing of this resolution, whichever is the earlier, but the Directors may before such expiry, revocation or variation make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry, revocation or variation and the Directors may allot Relevant Securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied.
2. THAT, subject to and conditional upon Second Admission having occurred, the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act and in replacement of the authorities given by resolution 3 passed at the annual general meeting of the Company held on 10 September 2020 (to the extent that the power has not already been exercised) but otherwise in addition to all other existing authorities conferred upon the Directors pursuant to section 551 of the Act which shall continue in full force and effect:
 - (a) in addition to the authority granted pursuant Resolution 1 above, to allot shares in the capital of the Company and to grant rights to subscribe for or to convert any security into shares in the capital of the Company (all of which transactions are hereafter referred to as an allotment of “Relevant Shares”) up to an aggregate nominal amount of £172,659; and
 - (b) in addition to the authority granted by Resolution 1 and sub-paragraph (a) of this Resolution 2, to allot equity securities (within the meaning of section 560 of the Act) in connection with an offer by way of a rights issue, open offer, scrip dividend, scheme or other pre-emptive offer in favour of (i) holders of ordinary shares in proportion (as nearly as may be) to their respective holdings of ordinary shares and (ii) holders of other equity securities as required by the rights attached to those securities or as the Directors otherwise consider necessary up to an aggregate nominal amount of £172,659,

subject only to such exclusions or other arrangements as the Directors consider necessary or expedient in connection with treasury shares, fractional entitlements or any legal or practical problems arising under the laws or regulations of, or the requirements of any regulatory body or stock exchange in, any territory, and provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or the date 15 months from the date of passing of this resolution, whichever is the earlier, but the Directors may before such expiry, revocation or variation make an offer or agreement which would or might require Relevant Shares or equity securities (as the case

may be) to be allotted after such expiry, revocation or variation and the Directors may allot Relevant Shares or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied.

Special Resolutions

3. THAT subject to the passing of Resolution 1 above (and in addition to all existing unexercised powers of the Directors under sections 570 and 571 of the Act, which shall continue in full force and effect) the Directors be and are hereby 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 granted by Resolution 1 above as if section 561 of the Act did not apply to any such allotment, provided that such power shall:

- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £250,000 in connection with the Transaction; and
- (b) expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or the date 3 months after the date of passing of this resolution, whichever is the earlier.

4. THAT, subject to and conditional upon Second Admission having occurred and the passing of Resolution 2 above, and in replacement of the authorities given by resolution 4 passed at the annual general meeting of the Company held on 10 September 2020 (to the extent that the power has not already been exercised, but otherwise in addition to all existing unexercised powers of the Directors under sections 570, 571 and 573 of the Act which shall continue in full force and effect), the Directors be and are hereby empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) and/or to sell ordinary shares held by the Company as treasury shares for cash pursuant to the authority granted by Resolution 2 above as if section 561 of the Act did not apply to any such allotment. This power shall be limited:

- (a) to the allotment of equity securities or the sale of treasury shares in connection with an offer by way of a rights issue, open offer, scrip dividend, scheme or other pre-emptive offer in favour of (i) holders of ordinary shares in proportion (as nearly as may be) to their respective holdings of ordinary shares and (ii) holders of other equity securities as required by the rights attached to those securities or as the Directors otherwise consider necessary, subject only to such exclusions or other arrangements as the Directors consider necessary or expedient in connection with treasury shares, fractional entitlements or any legal or practical problems arising under the laws or regulations of, or the requirements of any regulatory body or stock exchange in, any territory; and
- (b) to the allotment of equity securities or the sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution 4) up to an aggregate nominal amount of £103,595,

provided that this power shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company or the date 15 months after the date of passing of this resolution, whichever is the earlier, save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted (or treasury shares to be sold) after such expiry, revocation or variation and the Directors may allot equity securities (and sell treasury shares) in pursuance of such offer or agreement as if this power had not expired.

24 November 2020

By order of the Board

Michael Hunt, ACA
Company Secretary

Pencoed Business Park
Pencoed
Bridgend
Wales
CF35 5HY

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