MINUTES OF THE 2024 ANNUAL GENERAL MEETING OF

SKINBIOTHERAPEUTICS PLC

HELD AT THE CLARION HOTEL, WITNEY WAY, BOLDON, NE35 9PE

ON 27 DECEMBER 2024, AT 10:00 AM.

The Chairman opened the meeting, noted that there was a quorum present and, with the permission of the meeting, took the Notice as read.

1. The Chairman proposed as an Ordinary Resolution

   THAT the Directors' and Auditors' reports and the financial statements for the financial year ended 30 June 2024 be received and adopted.

   The resolution was put to the meeting and declared carried.

2. The Chairman proposed as an Ordinary Resolution

   THAT Gravita Audit Limited be re-appointed as the auditors of the Company until the next Annual General Meeting of the Company.

   The resolution was put to the meeting and declared carried.

3. The Chairman proposed as an Ordinary Resolution

   THAT the Directors be authorised to fix the auditors' remuneration.

   The resolution was put to the meeting and declared carried.

4. The Chairman proposed as an Ordinary Resolution

   THAT Stuart Ashman be re-elected as a Director of the Company.

   The resolution was put to the meeting and declared carried.

5. The Chairman proposed as an Ordinary Resolution

   THAT Martin Hunt be re-elected as a Director of the Company.

   The resolution was put to the meeting and declared carried.

6. The Chairman proposed as an Ordinary Resolution

   THAT Dr Catherine Prescott be re-elected as a Director of the Company.

   The resolution was put to the meeting and declared carried.

7. The Chairman proposed as an Ordinary Resolution

   THAT Danielle Bekker be re-elected as a Director of the Company.

   The resolution was put to the meeting and declared carried.

8. The Chairman proposed as an Ordinary Resolution

   THAT Manprit Singh Randhawa be re-elected as a Director of the Company.

   The resolution was put to the meeting and declared carried.

9. The Chairman proposed as an Ordinary Resolution

   THAT in substitution for all existing authorities the Directors be given power under 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 to convert any security into, shares in the Company ("Rights"):

   (i) up to an aggregate nominal amount of £761,453.03 being equivalent to one-third of the Company's issued share capital; and,

   (ii) up to a further aggregate nominal amount of £761,453.03 provided that (a) they are equity securities (within the meaning of section 560(1) of the Act) and (b) they are offered by way of a rights issue to holders of ordinary shares in the Company at such record dates as the directors may determine where the equity securities attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or any other matter whatsoever, provided that this authority shall, unless renewed, varied or revoked by the Company, expire twelve months after the date of passing of this Resolution or, if earlier, the date of the next AGM of the Company unless any offer or agreement is made before the end of that period in which case the Directors may allot shares and grant Rights pursuant to such offer or agreement as if the power granted by this Resolution had not expired.

The resolution was put to the meeting and declared carried.

10. The Chairman proposed as a Special Resolution

THAT, subject to the passing of Resolution 9 and in accordance with Sections 570 and 573 of the Act, the Directors be and they are hereby authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by Resolution 9 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

(i) the allotment of equity securities in connection with rights issues, open offers or other pre-emptive offers in favour of holders of equity securities in proportion (as nearly as may be practicable) to their respective holdings or in accordance with the rights attaching thereto (but with such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, record dates or other legal or practical problems in or under the laws of, or any requirements of, any recognised regulatory body or stock exchange, in any territory or as regards shares held by an approved depositary or in issue in uncertified form or otherwise however); and

(ii) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to subparagraph (i) above) to a maximum aggregate nominal value of £228,435.91; such power shall expire at the end of the next Annual General Meeting of the Company or 30 December 2025 whichever is the sooner) unless any offer or agreement is made which would, or might require equity securities to be allotted (and treasury shares sold) before expiry of this power in which case the Directors may allot securities pursuant to such offer or agreement as if the power granted by this resolution had not expired.

The resolution was put to the meeting and declared carried.

11. The Chairman proposed as a Special Resolution

THAT, subject to the passing of Resolution 9, and in addition to the power contained in Resolution 10 above, the Directors be and are hereby authorised, pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, either under the authority conferred by Resolution 9 and/or to sell ordinary shares held by the Company as treasury shares as if section 561(1) of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

(i) the allotment of equity securities or sale of treasury shares, up to a maximum aggregate of £228,435.91; and

(ii) used only for the purposes of financing (or refinancing, if the power is to be exercised within six 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 published by the Pre-Emption Group prior to the date of this Notice of Annual General Meeting, such power shall expire at the end of the next Annual General Meeting of the Company or 30 December 2025 (whichever is the sooner) unless any offer or agreement is made which would, or might require equity securities to be allotted (and treasury shares sold) before expiry of this power in which case the Directors may allot securities pursuant to such offer or agreement as if the power granted by this Resolution had not expired.

The resolution was put to the meeting and declared carried.

There being no other business the Chairman declared the meeting closed.

Martin Hunt
Martin Hunt (Dec 27, 2024 17:15 GMT)...........
Chairman

27/12/2024
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Date