

Company Number: 02460338

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS

of

BHR PHARMACEUTICALS LIMITED

(the Company)

Circulated on 25 November 2022 (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), it is proposed that the resolutions below are passed as indicated below. The resolutions set out below are referred to in this document as the **Resolutions**.

SPECIAL RESOLUTIONS

- I. **THAT** the articles of association of the Company be amended by inserting the words "Subject to articles 14.6 and 14.7" at the beginning of articles 14.1 and 14.2 and by inserting the following provisions as a new articles 14.6, 14.7 and 14.8:

"14.6 Notwithstanding anything contained in these articles, the directors shall promptly register any transfer of shares and may not refuse or suspend registration of a transfer:

- (a) to a lender, a bank or institution, or an entity acting as agent and/or trustee for a group of lenders to which, in any such case, such shares have been pledged, mortgaged or charged by way of security, or to any nominee or any transferee of such a lender, bank, institution or agent and/or trustee (in each case, a **secured person**); or*
- (b) delivered to the Company for registration by a secured person or its nominee in order to register the secured person as legal owner of the shares or in order to transfer the shares to a third party; or*
- (c) is executed by a secured person or its nominee pursuant to the power of sale or other power under such security.*

14.7 Notwithstanding anything to the contrary contained in these articles, no transferor of any shares in the Company or proposed transferor of such shares to a secured person or its nominee and no secured person or its nominee, shall be required to offer the shares which are or are to be the subject of any transfer referred to in article 14.6 above to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles, Model Articles or otherwise to require such shares to be transferred to them whether for consideration or not.

14.8 Article 14.2.1 shall not apply where any shares referred to in that article have been pledged, mortgaged or charged by way of security."



2. **THAT** the resolutions have effect notwithstanding any provision of the Company's articles of association.

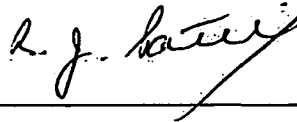
Please read the notes set out below before signing or taking any action on this document.

AGREEMENT

We, being persons entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:

SIGNED by **RAMESHKUMAR
JERAMBHAI PATEL**

Signature



SIGNED by **PARESH KUMAR
KOTCHA**

Signature



SIGNED by **BHARAT JIVAN
VADUKUL**

Signature

FOR CORPORATE SHAREHOLDERS

SIGNED on behalf of **BIOSYNEX**

Signature

Director

Print name

Date on which resolution is passed 1 December 2022

2. **THAT** the resolutions have effect notwithstanding any provision of the Company's articles of association.

Please read the notes set out below before signing or taking any action on this document.

AGREEMENT

We, being persons entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:

SIGNED by **RAMESHKUMAR JERAMBHAI PATEL**

Signature

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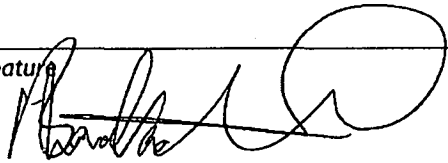
SIGNED by **PARESH KUMAR KOTECHA**

Signature

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SIGNED by **BHARAT JIVAN VADUKUL**

Signature


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FOR CORPORATE SHAREHOLDERS

SIGNED on behalf of **BIOSYNEX**

Signature

Director

Print name

Date on which resolution is passed 1 December 2022

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Please read the notes set out below before signing or taking any action on this document.

AGREEMENT

We, being persons entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:

SIGNED by **RAMESHKUMAR JERAMBHAI PATEL**

Signature

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SIGNED by **PARESH KUMAR KOTECHA**

Signature

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SIGNED by **BHARAT JIVAN VADUKUL**

Signature

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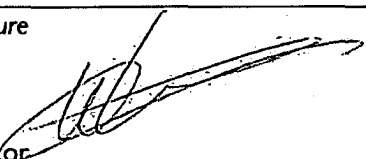
FOR CORPORATE SHAREHOLDERS

SIGNED on behalf of **BIOSYNEX**

Signature

Director

Print name


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Date on which resolution is passed 1 December 2022

Notes:

1. *If you agree to the Resolutions, please indicate your agreement by signing (but not dating) this document where indicated above and returning it to the Company using one of the following methods:*
 - 1.1 *by hand or post to White & Case LLP, 5 Old Broad Street, London EC2N 1DW for the attention of Will Willoughby; or*
 - 1.2 *by attaching a scanned copy of the signed document and sending it to will.willoughby@whitecase.com.*
 - 1.3 *If you do not agree to the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.*

By returning the document to the person as set out at 1 above you irrevocably confirm that he/she or any person he/she may nominate is authorised at his/her sole discretion to deliver the signed document to the Company and date it with delivery on your behalf and will (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company.

2. *Once delivered, you will have indicated your agreement to the Resolutions and may not revoke your agreement.*
3. *The Resolutions will lapse if sufficient agreement to them has not been received by the Company within 28 days of the Circulation Date.*
4. *In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.*
5. *If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.*