

Company No: 03930927

THE COMPANIES ACT 2006

TUESDAY



PUBLIC COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

FULCRUM PHARMA PLC (the "Company")

14 DECEMBER 2010 (the "Circulation Date")

The directors of the Company propose that the following resolutions be passed as written resolutions of the Company having effect as special resolutions (the "Resolutions")

SPECIAL RESOLUTIONS

- 1 THAT the Company be re-registered as a private limited company under the Companies Act 2006,
- 2 THAT the name of the Company be simultaneously changed to Fulcrum Pharma Limited, and
- 3 THAT the regulations annexed to this resolution be hereby adopted as the new Articles of Association of the Company in substitution for all existing regulations

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

We, the undersigned, being the sole shareholder entitled to vote on the Resolutions at the time they were circulated, hereby irrevocably agree to the Resolutions -

For and on behalf of  
GOLD MEDAL ACQUISITIONS UK LIMITED

14 December 2010  
Date

*Certified as a true copy of the original.*

*W. C. J. J. J.*  
COMPANY SECRETARY  
FULCRUM PHARMA PLC.  
15 DEC 2010.

## NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods -

- **By Hand:** delivering the signed copy to Barry Knight at Hemel One, Boundary Way, Hemel Hempstead, Hertfordshire HP27YU,
- **Post** returning the signed copy by post to Barry Knight at Hemel One, Boundary Way, Hemel Hempstead, Hertfordshire HP27YU,
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to Barry.Knight@fulcrumpharma.com Please enter "Written resolutions dated 14 December 2010" in the e-mail subject box

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

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Where, by the date 28 days from and including the Circulation Date, insufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date