

Company Number: 06182024

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS AND CLASS CONSENT
OF
PULMOCIDE LIMITED
(the “Company”)
CIRCULATED ON 16 NOVEMBER 2022
(the “Circulation Date”)

Under Chapter 2 of Part 13 of the Companies Act 2006 (the “**Act**”), the directors of the Company (the “**Directors**”) propose that the following resolutions are passed, with resolution one being passed as an ordinary resolution and resolution two being passed as a special resolution (together the “**Resolutions**”).

ORDINARY RESOLUTION

1. **THAT**, in addition to all existing authorities granted to the Directors, the Directors shall be generally and unconditionally authorised, in accordance with section 551 of the Act, to exercise all powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £781,462.67, provided that this authority will expire on the date being five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require shares in the Company to be allotted, or rights to subscribe for or convert securities into shares to be granted to be allotted after this authority expires and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

2. **THAT**, the articles of association of the Company (the “**Articles**”) be amended in the form of and in accordance with the provisions of the draft articles of association attached to these resolutions as Appendix 1 (the “**Amended Articles**”).


CLASS CONSENTS

Pursuant to article 8.1 of the Articles and section 630 of the Act, these written resolutions when signed by holders of not less than seventy five percent (75%) of the issued series C1 convertible preferred shares of £0.01 each in the capital of the Company ("**Series C1 Preferred Shares**") shall also constitute an irrevocable consent to and sanctioning of the amendments to the Articles pursuant to the adoption of the Amended Articles and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the Series C1 Preferred Shares as a class of shares which will or may be effected thereby.

Pursuant to article 8.1 of the Articles and section 630 of the Act, these written resolutions when signed by holders of not less than seventy five percent (75%) of the issued series C2 convertible preferred shares of £0.01 each in the capital of the Company ("**Series C2 Preferred Shares**") shall also constitute an irrevocable consent to and sanctioning of the amendments to the Articles pursuant to the adoption of the Amended Articles and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the Series C2 Preferred Shares as a class of shares which will or may be effected thereby.

We, the undersigned, being the members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed by:

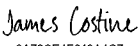
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On behalf of **SV LIFE SCIENCES FUND V, L.P.**
acting by its sole General Partner **SV Life Sciences
Fund V (GP), L.P.**, acting by its sole general partner
SVLSF V, LLC

16 November 2022

Date

Signed by: James Costine


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On behalf of **SV LIFE SCIENCES FUND V
STRATEGIC PARTNERS, L.P.** acting by its sole
General Partner **SV Life Sciences Fund V (GP),
L.P.**, acting by its sole general partner **SVLSF V,
LLC**

16 November 2022

Date

Signed by: James Costine

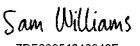
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On behalf of **SV7 IMPACT MEDICINE FUND
LP** acting by its sole General Partner **SV7 (IMF)
GP LLP**

16 November 2022

Date

Signed by: James Costine

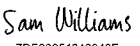
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On behalf of **TOUCHSTONE INNOVATIONS
BUSINESSES LLP**

16 November 2022

Date

Signed by: Sam Williams

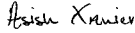
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On behalf of **IP2IPO PORTFOLIO L.P.** acting by
its General Partner **IP2IPO Portfolio (GP) Limited**

16 November 2022

Date

Signed by: Sam Williams


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On behalf of **JOHNSON & JOHNSON
INNOVATION - JJDC, INC.**

Signed by: Asish Xavier

16 November 2022

Date

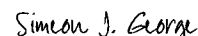
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On behalf of **F-PRIME CAPITAL PARTNERS
HEALTHCARE FUND III LP**
acting by **F-PRIME CAPITAL PARTNERS
HEALTHCARE ADVISORS FUND III LP**, its sole
General Partner, acting by **IMPRESA
MANAGEMENT LLC**, its sole General Partner

Signed by: Mary Bevelock Pendergast

16 November 2022

Date


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On behalf of **SR ONE CAPITAL FUND I
AGGREGATOR, L.P.** acting by **SR One Capital
Partners I, LP**, its General Partner, acting by **SR
One Capital Management, LLC**, its General
Partner

Signed by: Simeon J. George

16 November 2022

Date

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On behalf of **LONGWOOD FUND III, L.P.** acting by
Longwood Fund III GP, LLC, its sole General Partner

Signed by:

16 November 2022

Date

Date

On behalf of **ASAHI KASEI PHARMA CORPORATION** acting two directors

Signed by Yoshikazu Aoki (President) and Osamu Matsuzaki (Primary Executive Officer)

DocuSigned by:
Sabine DANDIGUIAN
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16 November 2022

On behalf of **JEITO S.L.P** represented by Jeito Capital, itself represented by Sabine Dandiguian

Date

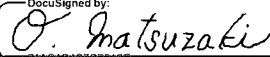
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Kabeer Aziz
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16 November 2022

On behalf of **ADJUVANT GLOBAL HEALTH TECHNOLOGY FUND, L.P.** by Adjuvant Capital GP, L.P., its general partner, by Adjuvant Capital Management, LLC, its general partner

Date

Signed by Kabeer Aziz, Secretary

DocuSigned by:

71ACB8C7CFCF54CE

23 November 2022

Date

DocuSigned by:
Yoshikazu Aoki
2D01ECDC3A87401

On behalf of **ASAHI KASEI PHARMA CORPORATION** acting two directors

Signed by Yoshikazu Aoki (President) and Osamu Matsuzaki (Primary Executive Officer)

DocuSigned by:
Sabine DANDIGUIAN
01938902FFBF47D

On behalf of **JEITO S.L.P** represented by Jeito Capital, itself represented by Sabine Dandiguian

Date

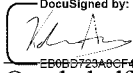
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On behalf of **ADJUVANT GLOBAL HEALTH TECHNOLOGY FUND, L.P.** by Adjuvant Capital GP, L.P., its general partner, by Adjuvant Capital Management, LLC, its general partner

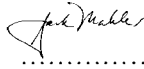
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Signed by Kabeer Aziz, Secretary

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On behalf of **ADJUVANT GLOBAL HEALTH TECHNOLOGY FUND DE, L.P.** by Adjuvant Capital GP, L.P., its general partner, by Adjuvant Capital Management, LLC, its general partner

Signed by Kabeer Aziz, Secretary


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On behalf of **CYSTIC FIBROSIS FOUNDATION**

Signed by: Jack Mahler Chief Investment Officer

KAZUHIRO ITO

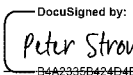
Signed by:

JOHN MURRAY

Signed by:

WILLIAM GARTH RAPEPORT

Signed by:

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PETER STRONG

Signed by:

DANIEL BROOKS

Signed by:

HEATHER ALLEN

16 November 2022

Date

16 November 2022

Date

Date

Date

Date

16 November 2022

Date

Date

Date

Signed by:

GURPREET SEHRA

Date

Signed by:

LAUREN ANDERSON DRING

Date

Signed by:

ALISON MURRAY

Date

Signed by:

AMIEE REYNOLDS

Date

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using the following method: please attach a signed copy of the signed document to an e-mail and send it to Robert McLaurin at Robert@pulmocide.com with a copy to Ben Land-Maycock at blandmaycock@cov.com. Please enter "Shareholder Resolution for Pulmocide Limited" in the subject box.
2. 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. However, it would be helpful if you would reply, indicating your disagreement.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by the date which is 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. The Resolutions must be voted on together.
6. 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.