

Company Number: 06373341

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
of
IMAGEN THERAPEUTICS LIMITED
(the "Company")



Circulation Date: 10 September 2021

It is proposed that, pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolutions 1 – 3 below are passed as special resolutions (together, "Resolutions").

SPECIAL RESOLUTIONS:

1. THAT, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot:
 - (a) up to 700,000 ordinary shares of £0.001 each in the capital of the Company up to a total aggregate nominal value of £700 at a subscription price of £9.00 per share to certain existing and new members of the Company as part of a new investment round;
 - (b) up to 11,263 ordinary shares of £0.001 each in the capital of the Company up to a total aggregate nominal value of £11.263 to Supratech Micropath Laboratory & Research Institute Private Limited (known as Neuberg Diagnostics) (or any of its associated companies) ("Neuberg") at a subscription price of £7.00 per share, to be satisfied in accordance with the terms of an agreement between the Company and Neuberg;
 - (c) up to 4,558 ordinary shares of £0.001 each in the capital of the Company up to a total aggregate nominal value of £4.558 to Neuberg at a subscription price of £8.50 per share, to be satisfied in accordance with the terms of an agreement between the Company and Neuberg; and

- (d) up to a further 64,179 ordinary shares of £0.001 each in the capital of the Company up to a total aggregate nominal value of £64.179 to Neuberg at a subscription price of £8.50 per share, to be satisfied in accordance with the terms of an agreement between the Company and Neuberg (and at any revised subscription price as may be approved by the directors of the Company and Neuberg from 1 January 2022 onwards),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire 5 years after the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors of the Company may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the directors of the Company but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

- 2. THAT, subject to the passing of resolution 1 above, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if the pre-emption rights contained in article 17.3 of the articles of association of the Company do not apply to any such allotments, provided that this power shall:
 - (a) be limited to the allotment of equity securities up to the aggregate nominal amounts and at the subscription prices set out in resolution 1 above; and
 - (b) expire 5 years after the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
- 3. THAT, the articles of association attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Agreement

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

The undersigned, being all the persons eligible to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to those Resolutions.

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STEVEN WILLIAM JAMES KENT

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Date

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RODERICK BENSON

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Date

Lydia Engler
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12.09.21
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LYDIA ENGLER

Date

Jonathan Engler
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12.09.21
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JONATHAN ENGLER

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STUART FERSTER

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FRANCIS GREIBACH

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DAVID HUDALY

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CHARLES GREIBACH

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DEBORAH SCIAMA

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MELANIE ROTHERHAM

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Director for and on behalf of
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MARK EGERTON

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JONATHAN GILMAN

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WARREN FERSTER

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ADAM GILMAN

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Director for and on behalf of
CROWDCUBE NOMINEES LIMITED

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DAVID MARK

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KIMBERLEY MARK

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DAVID LOPIAN

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JEREMY HART

Date

MIKE RISMAN

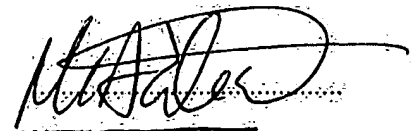
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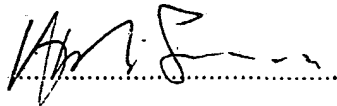
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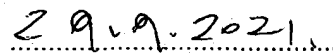
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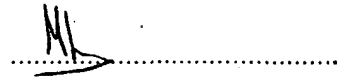
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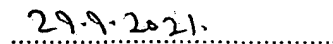



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ANDREW SCIAMA

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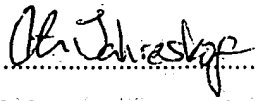
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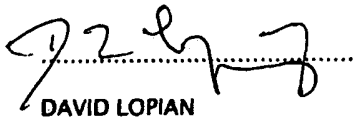


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LAURENT DEVELAY

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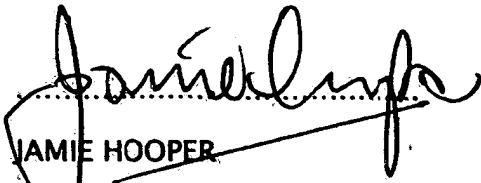
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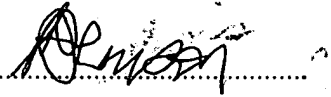
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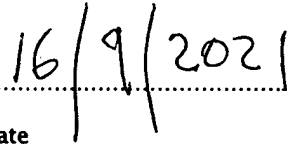
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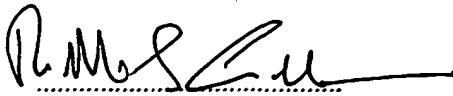
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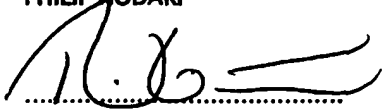
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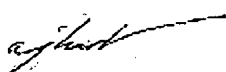
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MARK ADDLESTONE

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28/9/21

JIM BRISTOW

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GARETH GRIFFITHS

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ONATHAN HAMMOND

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EVELYN PAUL

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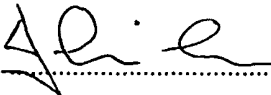
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MARK EGERTON

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JONATHAN GILMAN

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Director for and on behalf of
CROWDCUBE NOMINEES LIMITED

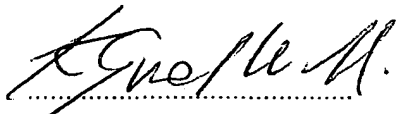
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DAVID MARK

13/09/2021

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KIMBERLEY MARK

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MARC GORDON

29/9/21

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PHILIP RUSSMEYER

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MAURICE MILLER

Date

The undersigned, being all the persons eligible to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to those Resolutions.

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STEVEN WILLIAM JAMES KENT Date

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RODERICK BENSON Date

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LYDIA ENGLER Date

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JONATHAN ENGLER Date

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STUART FERSTER Date

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FRANCIS GREIBACH Date

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DAVID HUDALY Date

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CHARLES GREIBACH Date

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JONATHAN JOSEPH Date

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MARTIN RAWLINGS Date 10/9/21

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DANIEL HODARI

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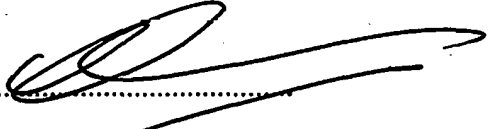
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MICHAEL SCIANA

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RODGER PAINBIE

Date

R. S. Lawrence

11/9/21

MARC GORDON

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PHILIP ROSSMAYER

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WALTER NILES

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DANIEL HODARI



PHILIP HODARI

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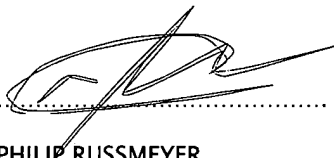
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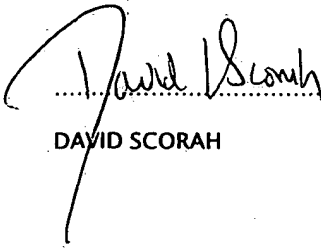
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STEVEN WILLIAM JAMES KENT

14 September 2021

Date

RODERICK BENSON

Date

LYDIA ENGLER

Date

JONATHAN ENGLER

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STUART FERSTER

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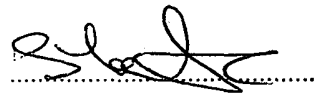
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ALISON SCIAMA

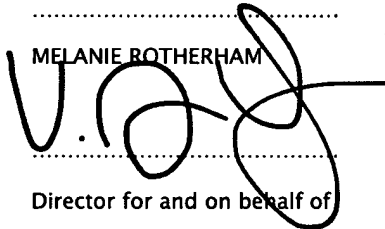
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Date



30/09/21

Director for and on behalf of
NOMA HOLDING AS

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Date

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MARK EGERTON

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Date

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JONATHAN GILMAN

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WARREN FERSTER

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ADAM GILMAN

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Director for and on behalf of
CROWDCUBE NOMINEES LIMITED

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Date

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EVELYN PAUL

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ALISON SCIAMA

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DEBORAH SCIAMA

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Director for and on behalf of

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Date

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CROWDCUBE NOMINEES LIMITED

NOTES

1. You can choose to agree to all of the Resolutions or none of the Resolutions but you cannot agree to only part of the Resolutions. 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 by attaching a scanned copy of the signed Resolutions to an e-mail and sending it to jonathan.engler@imagetherapeutics.com.

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 28 days after 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 before or during this date.
4. 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.