

Company Number: 07543962

TUESDAY



THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

PRINT OF WRITTEN RESOLUTION OF THE MEMBERS

of

AUTIFONY THERAPEUTICS LIMITED

(the "Company")


Passed on 8 April 2013

Pursuant to chapter 2 of part 13 of Companies Act 2006, the following resolution (the "**Resolution**") which was proposed by the directors as a special resolution as set out below, was duly passed in writing on the above date

SPECIAL RESOLUTION

- 1 **THAT** the articles of association be amended by
- 1 1 in article 1, inserting the following words after the definition of "Company's Lien"
""Compensation Committee" has the meaning given to such term in the Investment and Shareholders Agreement,"
- 1 2 in article 5 1(A), inserting the following words in front of the words "(a "Relevant Issue")"
", or (iv) pursuant to any direct issue of Ordinary Shares which the Company's Compensation Committee determines as reducing the Option Pool"
- 1 3 in article 8 2(D), inserting the following words after the words "Article 6"
"and (v) pursuant to any direct issue of Ordinary Shares which the Company's Compensation Committee determines as reducing the Option Pool,"
- 1 4 in article 12 1, inserting the following words in front of the words "(a "New Issue")"
", or (iv) pursuant to any direct issue of Ordinary Shares which the Company's Compensation Committee determines as reducing the Option Pool"
- 1 5 in article 16 2(C), inserting the words "*either (1)*" between the first paragraph and the table and the following words after the words "Employee Leaver"
", or (2) pursuant to the terms of any mandatory transfer agreement entered into between the Company and the Employee Relevant Member from time to time "

SIGNED by *CHARLES LARGE*
on behalf of **AUTIFONY THERAPEUTICS LIMITED**



)

Director

Company Number 7543962

AUTIFONY THERAPEUTICS LIMITED

(the "Company")

**CONSENT TO THE VARIATION OF RIGHTS ATTACHED TO THE SERIES A PREFERRED
SHARES OF £0.001 EACH IN THE CAPITAL OF THE COMPANY (the "Series A Preferred
Shares")**

We, being the holders of not less than two thirds in nominal value of the issued Series A Preferred Shares hereby irrevocably and unconditionally consent to any and all modifications, abrogations and variations of the rights attaching to the Series A Preferred Shares proposed to be effected on or about the date hereof by the amendment to the articles of association of the Company

SIGNED by)
for and on behalf of)
SV LIFE SCIENCES ADVISERS)
L L C)

Denise W. Marks
Denise W. Marks, CFO

SIGNED by)
for and on behalf of)
SV LIFE SCIENCES FUND V LP)

Denise W. Marks
Denise W. Marks
SVLSF V, LLC, Member

SIGNED by)
for and on behalf of)
SV LIFE SCIENCES FUND V)
FUND V STRATEGIC PARTNERS LP)

Denise W. Marks
Denise W. Marks
SVLSF V, LLC, Member

SIGNED by)
for and on behalf of)
IMPERIAL INNOVATIONS)
BUSINESSES LLP)

SIGNED by)
for and on behalf of)
UCL BUSINESS PLC)

SIGNED by)
for and on behalf of)
GLAXO GROUP LIMITED)

Company Number: 7543962

AUTIFONY THERAPEUTICS LIMITED

(the "Company")

CONSENT TO THE VARIATION OF RIGHTS ATTACHED TO THE SERIES A PREFERRED SHARES OF £0.001 EACH IN THE CAPITAL OF THE COMPANY (the "Series A Preferred Shares")

We, being the holders of not less than two thirds in nominal value of the issued Series A Preferred Shares hereby irrevocably and unconditionally consent to any and all modifications, abrogations and variations of the rights attaching to the Series A Preferred Shares proposed to be effected on or about the date hereof by the amendment to the articles of association of the Company

SIGNED by _____)
for and on behalf of _____)
SV LIFE SCIENCES ADVISERS _____)
L.L.C. _____)

SIGNED by _____)
for and on behalf of _____)
SV LIFE SCIENCES FUND V LP _____)

SIGNED by _____)
for and on behalf of
SV LIFE SCIENCES FUND V
FUND V STRATEGIC PARTNERS LP)

SIGNED by _____)
for and on behalf of
IMPERIAL INNOVATIONS
BUSINESSES LLP _____)

SIGNED by _____)
for and on behalf of _____)
UCL BUSINESS PLC _____)

SIGNED by _____)
for and on behalf of _____)
GLAXO GROUP LIMITED _____)

8. Sean

Company Number: 7543962

AUTIFONY THERAPEUTICS LIMITED

(the "Company")

**CONSENT TO THE VARIATION OF RIGHTS ATTACHED TO THE SERIES A PREFERRED
SHARES OF £0.001 EACH IN THE CAPITAL OF THE COMPANY (the "Series A Preferred
Shares")**

We, being the holders of not less than two thirds in nominal value of the issued Series A Preferred Shares hereby irrevocably and unconditionally consent to any and all modifications, abrogations and variations of the rights attaching to the Series A Preferred Shares proposed to be effected on or about the date hereof by the amendment to the articles of association of the Company

SIGNED by)
for and on behalf of)
SV LIFE SCIENCES ADVISERS)
L L.C.)

SIGNED by)
for and on behalf of)
SV LIFE SCIENCES FUND V LP)

SIGNED by)
for and on behalf of)
SV LIFE SCIENCES FUND V)
FUND V STRATEGIC PARTNERS LP)

SIGNED by)
for and on behalf of)
IMPERIAL INNOVATIONS)
BUSINESSES LLP)

SIGNED by)
for and on behalf of)
UCL BUSINESS PLC)

SIGNED by)
for and on behalf of)
GLAXO GROUP LIMITED)



SIGNED by)
for and on behalf of)
INTERNATIONAL BIOTECHNOLOGY
TRUST PLC)

SIGNED by)
for and on behalf of)
PFIZER INC.)

Date *8 April 2013*

Barbara Dalton

Barbara Dalton
Vice President, Venture Capital
Worldwide Business Development