

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of AUTIFONY THERAPEUTICS LIMITED**  
**(the "Company")**  
(Passed on 8 January 2018)

On 8 January 2018, resolution 1 was passed as an ordinary resolution and resolutions 2 and 3 were passed as special resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") by the members of the Company.

**ORDINARY RESOLUTION**

1. **THAT**, the Directors shall be generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the 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 an aggregate nominal amount of £700, provided that such authority is for a period expiring five years from the date of the passing of this resolution, but the Company may before any such authority expires make an offer or agreement which would or might require the Company to allot shares in the Company and/or grant rights to subscribe for, or to convert any security into, shares in the Company after such authority expires and the Directors may allot shares in the Company and grant such rights pursuant to any such offer or agreement as if such authority had not expired.

**SPECIAL RESOLUTIONS**

2. **THAT**, subject to the passing of Resolution 1 above, the pre-emption provisions of article 12.1 of the Company's articles of association (the "**Articles**") be disapplied in respect of the allotment of shares set out in Resolution 1 above.
3. **THAT**, the Articles be amended as follows:
  - (i) deleting the definition of "Investment and Shareholders Agreement" and replacing it with the following new definition:

**"Investment and Shareholders Agreement"** means the investment and shareholders agreement entered into between some of the Shareholders on 21 February 2013 (as amended and adhered to from time to time).
  - (ii) deleting the definition of "Option Pool" and replacing it with the following new definition:

**"Option Pool"** has the meaning given to such term in the Investment and Shareholders Agreement, save that the aggregate number of Ordinary Shares shall be 3,498,532 Ordinary Shares.



Director

