

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

of  
**AUTIFONY THERAPEUTICS LIMITED**  
(the "Company")

(Passed on 12 July 2018)

On 12 July 2018, resolutions 1 to 4 (inclusive) were passed as ordinary resolutions and resolution 5 as a special resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") by the members of the Company.

**ORDINARY RESOLUTIONS**

1. **THAT**, in accordance with article 11.4 of the Company's articles of association (the "Articles"), the terms of the attached agreement between the Company and Charles Large for the purchase and cancellation by the Company of 1,025,000 ordinary shares of £0.001 each in the capital of the Company (the "**CL Buyback Shares**") from Charles Large for an aggregate cash consideration of £999.00 be approved, and following the repurchase, the CL Buyback Shares be cancelled.
2. **THAT**, in accordance with article 11.4 of the Articles, the terms of the attached agreement between the Company and Giuseppe Alvaro for the purchase and cancellation by the Company of 705,000 ordinary shares of £0.001 each in the capital of the Company (the "**GA Buyback Shares**") from Giuseppe Alvaro for an aggregate cash consideration of £705.00 be approved, and following the repurchase, the GA Buyback Shares be cancelled.
3. **THAT**, in accordance with article 11.4 of the Articles, the terms of the attached agreement between the Company and Agostino Marasco for the purchase and cancellation by the Company of 121,000 ordinary shares of £0.001 each in the capital of the Company (the "**AM Buyback Shares**") from Agostino Marasco for an aggregate cash consideration of £121.00 be approved, and following the repurchase, the AM Buyback Shares be cancelled.
4. **THAT**, in accordance with article 11.4 of the Articles, the terms of the attached agreement between the Company and Chiari Padroni for the purchase and cancellation by the Company of 10,625 ordinary shares of £0.001 each in the capital of the Company (the "**CP Buyback Shares**") from Chiari Padroni for an aggregate cash consideration of £10.625 be approved, and following the repurchase, the CP Buyback Shares be cancelled.

**SPECIAL RESOLUTION**

5. **THAT**, subject to the passing of Resolutions 1 to 4 (inclusive) above, the pre-emption provisions of article 17 of the Articles be disapp~~lied~~ in respect of the proposed purchase of the CL Buyback Shares, the GA Buyback Shares, the AM Buyback Shares and the CP Buyback Shares.

  
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**Director**

