

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN SHAREHOLDER RESOLUTION**

of

**DUCENTIS BIOTHERAPEUTICS LTD (the “Company”)**

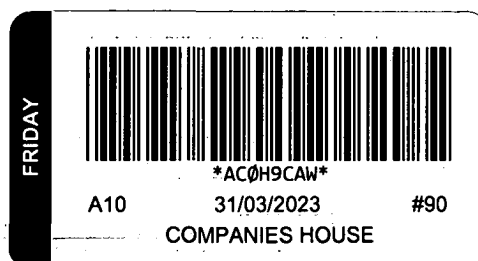
Circulation Date: 9 March 2023

Pursuant to Chapter 2 Part 13 of the Companies Act 2006 (the “Act”), the directors of the Company propose that the following resolution be passed as a special resolution (the “Resolution”).

**SPECIAL RESOLUTION**

1. **THAT**, the new articles of association attached hereto at Annex I (the “New Articles”) be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

*[Remainder of page left intentionally blank]*



## AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.

**ARCUTIS  
BIOTHERAPEUTICS,  
INC.**

DocuSigned by:

*Scott Burrows*

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Chief Financial Officer

Date 9 March 2023

## NOTES

1. If you wish to vote in favour of the Resolution, please indicate your acceptance by signing and dating the document where indicated.
2. Please return the document to the Company using one of the below methods:
  - **Post:** returning the signed copy by post to Ducentis Biotherapeutics Ltd - Suite 2 First Floor, 10 Temple Back, Bristol, United Kingdom, BS1 6FL.
  - **E-mail:** by attaching a signed copy to an e-mail and sending it to Ross Finnie at RFinnie@cov.com. Please enter "Written Resolution - Ducentis" in the subject box.
3. If you do not agree with the Resolution, there is no need to do anything; you will not be deemed to agree if you fail to reply.
4. Your agreement to the Resolution, once indicated, cannot be revoked.
5. The Resolution, if not passed by the requisite majority, will lapse 28 days after the circulation date. If you agree to the Resolution, please make sure your acceptance reaches us before then.
6. If you are signing this document on behalf of another person acting under a power of attorney or other authority please be sure to include a copy of such power of attorney or authority when returning this agreement.

## **ANNEX I**

### **New Articles of Association**