

Company number: 09973585

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN SHAREHOLDERS' RESOLUTIONS

OF

VACCITECH LIMITED

(the "**Company**")

Dated: 11 March 2021

(the "**Circulation Date**")

In accordance with chapter 2 of part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose the following written resolutions be passed as special resolutions of its members (the "**Resolutions**"):

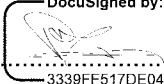
**SPECIAL RESOLUTIONS**

1. **THAT**, the articles of association appended to these Resolutions (the "**New Articles**") be adopted as the Company's articles of association in substitution for and to the exclusion of the Company's current articles of association.
2. **THAT**, any and all pre-emption rights however arising (including, without limitation, under article 13.3 of the New Articles) be waived and shall not apply in connection with the allotment and issue of shares or the grant of rights to subscribe for or convert any security into shares in the Company on and subject to such terms as the directors may determine up to an aggregate nominal amount of £4,220.56.

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

The undersigned, being members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions and agree that the Resolutions shall, for all purposes, be as valid and effective as if they had been passed as special resolutions respectively at a general meeting of the Company duly convened and held.

The Resolutions may be signed in any number of counterparts each of which when signed and delivered shall be an original, but all the counterparts together shall constitute one and the same instrument.

Signed: .....  .....  
3339FF517DE049E....

Name: .....  
Pierre MORGON  
**(PRINT NAME)**

For and on behalf of: .....  
**(COMPLETE IF MEMBER IS A COMPANY)**

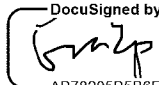
Date: .....  
11 mars 2021

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Signed:

DocuSigned by:  
  
AB78205B6B6E43E.....

Name:

Eva Ip  
.....  
**(PRINT NAME)**

For and on behalf of:

SCC Venture VI Holdco, Ltd  
.....  
**(COMPLETE IF MEMBER IS A COMPANY)**

Date:

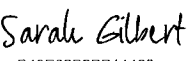
....15 March 2021.....

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Signed:

DocuSigned by:  
  
B46E82B2BB1462:.....

Name:

Sarah Gilbert  
.....  
**(PRINT NAME)**

For and on behalf of:

.....  
**(COMPLETE IF MEMBER IS A COMPANY)**

Date:

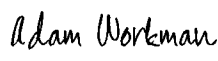
15 March 2021  
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Signed:

DocuSigned by:  
  
.....871AEDC6569B44B.....

Name:

Adam Workman  
.....  
**(PRINT NAME)**

For and on behalf of:

the Chancellor, Masters and Scholars of the University of Oxford  
.....  
**(COMPLETE IF MEMBER IS A COMPANY)**

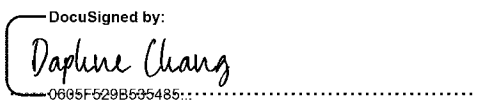
Date:

15 March 2021  
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Signed: 0685F529B595485:.....

Name: Daphne Chang  
(PRINT NAME)

For and on behalf of: GV Europe 2014, L.P.  
(COMPLETE IF MEMBER IS A COMPANY)

Date: 15 March 2021

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Signed:

DocuSigned by:  
*Jim Wilkinson*  
.....0E22D5D5802742C.....

Name:

Jim wilkinson  
.....  
(PRINT NAME)

For and on behalf of:

oxford  
Sciences  
Innovation  
.....  
(COMPLETE IF MEMBER IS A COMPANY)  
PLC

Date:

15 March 2021  
.....

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Signed: AF99A0C08A1642E::.....

Name: Edward Catton  
.....  
**(PRINT NAME)**

For and on behalf of: Liontrust Investment Partners LLP acting on behalf of the Liontrust Global Alpha Fund  
.....  
**(COMPLETE IF MEMBER IS A COMPANY)**

Date: 15 March 2021  
.....



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Signed:

DocuSigned by:  
*Edward Catton*  
.....AF89A0C08A1B42E.....

Name:

Edward Catton  
.....  
**(PRINT NAME)**

For and on behalf of:

Liontrust Investment Partners LLP acting on behalf of the Liontrust Balanced Fund  
.....  
**(COMPLETE IF MEMBER IS A COMPANY)**

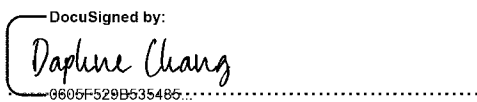
Date:

.....15 March 2021.....

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Signed: .....  
0605F529B535485.....

Name: Daphne Chang.....  
**(PRINT NAME)**

For and on behalf of: GV 2017, L.P. ....  
**(COMPLETE IF MEMBER IS A COMPANY)**

Date: ....15.March.2021.....

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Signed:

DocuSigned by:  
*Adrian Hill*  
.....CB2EA1A58EF14D3.....

Name:

Adrian Hill  
.....  
**(PRINT NAME)**

For and on behalf of:

.....  
**(COMPLETE IF MEMBER IS A COMPANY)**

Date:

.....15. March. 2021.....

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Signed:

DocuSigned by:  
  
2C8B4EAD789C40D.....

Name:

William Enright  
.....  
**(PRINT NAME)**

For and on behalf of:

.....  
**(COMPLETE IF MEMBER IS A COMPANY)**

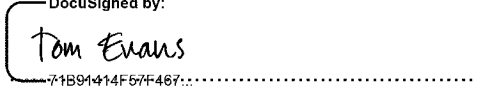
Date:

15 March 2021  
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Signed: .....  
71B91414F57F467.....

Name: Tom Evans.....  
**(PRINT NAME)**

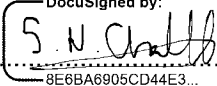
For and on behalf of: .....  
**(COMPLETE IF MEMBER IS A COMPANY)**

Date: ...15 March 2021.....

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Signed: .....  .....  
8E6BA6905CD44E3...

Name: ..... Steven Chatfield .....  
**(PRINT NAME)**

For and on behalf of: .....  
**(COMPLETE IF MEMBER IS A COMPANY)**

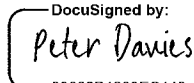
Date: ..... 12 March 2021 .....  
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Signed:

DocuSigned by:  
  
90609B4299E042.....

Name:

Peter Davies  
.....  
**(PRINT NAME)**

For and on behalf of:

.....  
**(COMPLETE IF MEMBER IS A COMPANY)**

Date:

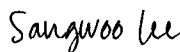
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Signed:

DocuSigned by:  
  
BF0958DA37BE410::.....

Name:

Sangwoo Lee  
.....  
**(PRINT NAME)**

For and on behalf of:

KIP Re-Up Fund  
.....  
**(COMPLETE IF MEMBER IS A COMPANY)**

Date:

15 March 2021  
.....




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Signed:

DocuSigned by:  
  
.....A15F70E4DFBE461.....

Name:

Soo-Ok Kim  
.....  
**(PRINT NAME)**

For and on behalf of:

GeneMatrix Inc.  
.....  
**(COMPLETE IF MEMBER IS A COMPANY)**

Date:

15 March 2021  
.....

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Signed:

DocuSigned by:  
*Jason Dorsett*  
61F8D07B427B4B6.....

Name:

Jason Dorsett  
.....  
**(PRINT NAME)**

For and on behalf of:

Oxford University Hospitals NHS Foundation Trust  
.....  
**(COMPLETE IF MEMBER IS A COMPANY)**

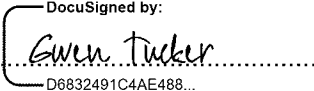
Date:

..15 March 2021.....

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Signed: .....  .....  
D6832491C4AE488...

Name: .....  
**(PRINT NAME)**

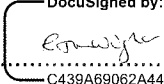
For and on behalf of: .....  
**(COMPLETE IF MEMBER IS A COMPANY)**

Date: ..... 13 March 2021 .....

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Signed: .....  .....  
C439A69062A449E....

Name: ..... Robin Wright .....  
(PRINT NAME)

For and on behalf of: .....  
(COMPLETE IF MEMBER IS A COMPANY)

Date: ..... 11 March 2021 .....