

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SHAREHOLDER'S RESOLUTIONS

OF

ACHILLES THERAPEUTICS UK LIMITED

(Company No: 10167668)

(the "Company")

Passed on: 26 February 2021

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 ordinary and special resolutions (as indicated below) (together the "Resolutions"):

ORDINARY RESOLUTION

1. **THAT** the entire issued share capital of the Company, comprising of 28,250,000 series A preferred shares, 52,192,070 series B preferred shares, 24,412,603 series C preferred shares, 2,000,000 B ordinary shares, 616,940 D ordinary shares, 316,786 E ordinary shares, 1,295,806 F ordinary shares, 769,319 G ordinary shares, 352,172 H ordinary shares, 191,669 I ordinary shares, 1,040,559 J ordinary shares, 4,792,671 L ordinary shares, 3,218,621 M ordinary shares and 3,965,182 N ordinary shares each having a nominal value £0.00001 in the capital of the Company, each be redesignated as 123,414,398 ordinary shares of £0.00001 each in the capital of the Company, such shares having the rights and being subject to the same restrictions set out in the Company's articles of association for the time being.

SPECIAL RESOLUTION

2. **THAT** the draft articles of association attached to these Resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

DocuSigned by:

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Iraj Ali
Director
ACHILLES THERAPEUTICS UK LIMITED