

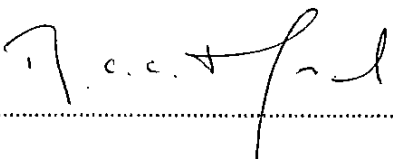
Company No. 10167668

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
ACHILLES THERAPEUTICS UK LIMITED
(the "Company")

On 16 June 2023, the following special resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006 ("CA 2006"):

SPECIAL RESOLUTIONS

1. That, the allotment and issue of: (i) 1,000,000 ordinary shares of £0.00001 each in the capital of the Company ("**Ordinary Shares**") to the Company's sole member, Achilles Therapeutics Holdings Limited ("**ATHL**"), on 22 March 2022; (ii) 1,000,000 Ordinary Shares to ATHL on 11 April 2023; and (iii) 1,000,000 Ordinary Shares to ATHL on 18 April 2023 (together, the "**Shares**"), and the acts of the directors of the Company in approving the allotment and issue of the Shares, be ratified, confirmed and approved, notwithstanding that the statutory pre-emption procedures contained in sections 561 and 562 CA 2006 were not complied with when the Shares were allotted and issued.
2. That, in accordance with section 569 CA 2006, the directors be generally empowered to allot equity securities (as defined by section 560 CA 2006) as if section 561 CA 2006 did not apply to any such allotment, provided that the authority granted by this resolution shall cease to have effect where:
 - a. this power is revoked;
 - b. the Company ceases to be a private company limited by shares; or
 - c. there is more than one class of shares in the Company.



Daniel C.C. Hood
Secretary