

Enzyvant Therapeutics Holdings Limited (company number 10317630) (the “Company”)

Written resolution of the sole member of the Company

Circulation date: 21 September 2022

The undersigned, being the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company (the “**Sole Member**”), hereby resolves and agrees that the resolution below is passed as a special resolution (the “**Special Resolution**”), pursuant to and in accordance with Chapter 2 of Part 13 of the CA 2006 and the Special Resolution shall be for all purposes valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

For the purpose of the Special Resolution, capitalised terms used but not otherwise defined shall have the meaning given in the written resolutions of the board of directors of the Company attached as Annex I hereto.

CAPITAL REDUCTION

WHEREAS as part and in facilitation of Phase I of the Reorganisation, the Company has, in furtherance of the distribution in kind of its shares in each of ETI and ETIR to ETL, proposed a reduction of its stated capital by reducing the nominal value of each issued fully paid up ordinary share in the Company and cancelling the Company’s share premium account and capital contribution reserve (together, the “**Capital Reduction**”) for the approval of the Sole Member.

WHEREAS to validly effect the Capital Reduction, all of the Directors signed the Solvency Statement attached as Annex II hereto and will be required to sign the Compliance Statement in the form attached as Annex III hereto, and the Sole Member will be required to approve the Capital Reduction by special resolution.

SPECIAL RESOLUTION

After careful consideration, **IT IS RESOLVED THAT:**

- (a) the issued share capital of the Company be reduced from U.S.\$25,000.00 to U.S.\$250.00 by cancelling and extinguishing capital to the extent of U.S.\$0.99 on each issued fully paid up ordinary share of U.S.\$1.00 each in the Company and reducing the nominal value of each issued fully paid up ordinary share from U.S.\$1.00 to U.S.\$0.01;
- (b) the Company’s share premium account be cancelled;
- (c) the Company’s capital contribution reserve be cancelled, and
- (d) the amount by which the share capital is so reduced (being an amount of U.S.\$24,753.96), the amount of share premium (being an amount of U.S.\$246,186.00) and the amount of the capital contribution reserve (being an amount of U.S.\$137,217.00) cancelled each be credited to the retained earnings reserve of the Company.



AGREEMENT

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

[Signature page follows]

The undersigned, being the sole eligible member of the Company (as defined in section 289 of the CA 2006) in respect of this written resolution, agrees that the Special Resolution be so passed as indicated above:

DocuSigned by:

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Title: Transactions Officer

Signed for or on behalf of Enzyvant Therapeutics Ltd.

Important:

1. If you wish to vote in favour of the Special Resolution then please sign and date this document where indicated above and return the document to the Company in one of the ways indicated below. You may not return the document in any other way.

Post: returning the signed copy by post to the Company's registered office.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to mclaughlinc@sullcrom.com and perryb@sullcrom.com. Please enter "Written resolutions dated [*insert circulation date*]" in the e-mail subject.

If you do not agree to the Special Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to a resolution, you may not revoke your agreement.
3. Where, by the date falling 28 days after the Circulation Date insufficient agreement has been received for the Special Resolution to pass, it will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date. The agreement of a member to the Special Resolution is ineffective if signified after this date.