

**Company number: 10429491**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**OVERTURE TOPCO LIMITED**

**(the Company)**

**Circulation Date:** .....24 January.....2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (**Resolution**).

**SPECIAL RESOLUTION**

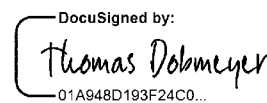
1. **THAT** the articles of association attached hereto as Appendix 2 (the **New Articles**) be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association of the Company.

**AGREEMENT**

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

The undersigned, being the person entitled to vote on the Resolution, hereby irrevocably agrees to the Resolution:

Signed by **PharmaLex UK Bidco Limited** acting under power of attorney for and on behalf of those persons listed in Appendix 1

DocuSigned by:  
  
01A948D193F24C0...

Name: Thomas Dobmeyer

Title: Director

Date: 24 January 2022

*[Signature page to Written Resolution]*

## EXPLANATORY NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- **By hand:** delivering the signed copy to the Company's registered office;
- **Post:** returning the signed copy by post to McDermott Will & Emery UK LLP marked "For the attention of Rosie Mist" to 110 Bishopsgate, London EC2N 4AY;
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to [rmist@mwe.com](mailto:rmist@mwe.com). Please type "Written resolutions" in the email subject box.

If you do not agree to the 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 the Resolution, you may not revoke your agreement.
3. Unless, by the date falling 28 days after (and including) the Circulation Date, sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

## **Appendix 1**

1. Overture Luxembourg S.à r.l.
2. Hanson Advisory Ltd
3. David Bowes
4. Graham Clark
5. Tony Johnson
6. Steve Kent
7. Daniel Koppers
8. John McNeill
9. Richard Riegel
10. Karen Roy
11. Sarah Tucker
12. Tom Underhill
13. Qisano GmbH
14. John Loucks
15. Peter McNaney
16. Barry Sacks
17. Barry Silverstein
18. Susan Veness

## **Appendix 2**

### **New Articles**