

Company number: 11463856

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SHAREHOLDERS' RESOLUTION

OF

PANDEIA THERAPEUTICS LIMITED

(the "**Company**")

Dated: 26 August 2020

(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 resolution be passed as an ordinary resolution (the "**Resolution**");

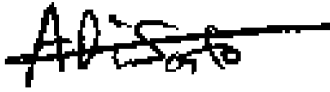
ORDINARY RESOLUTION

THAT the directors are generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to 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 £525.00, provided that (unless previously revoked, varied or renewed by the Company) this authority will expire on the date which is five years after the passing of this Resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the directors may allot shares or grant rights in pursuance to such offer or agreement notwithstanding that the authority conferred by this Resolution has expired. This authority is in addition to all subsisting authorities.

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

The undersigned, being members of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.

The Resolution 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.



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MEDICXI VENTURES I LP by its manager
Medicxi Ventures Management (Jersey) Limited
Alex Di Santo
Director

Date 4 September 2020



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MEDICXI CO-INVEST I LP by its manager
Medicxi Ventures Management (Jersey) Limited
Alex Di Santo
Director

Date 4 September 2020

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FRASER MURRAY

Date2020

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MARTIN QUIBELL

Date2020

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TIMOTHY SHULZ-UTERMOEHL

Date2020

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DAVID GRAINGER

Date2020

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VICTORIA TAYLOR

Date2020

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Medicxi Ventures Management (Jersey) Limited

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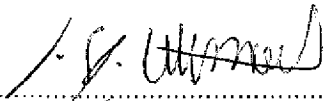
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DAVID GRAINGER

Date 2020



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VICTORIA TAYLOR

Date: 4 September 2020 , ...

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 methods:
 - **By e-mail:** attaching a scanned copy of the signed document (whether signed electronically or otherwise) to an e-mail and sending it to Adam Thatcher at Goodwin Procter (UK) LLP (athatcher@goodwinlaw.com), with a copy to the Company and with "Written resolution – Pandeia Therapeutics" in the subject box.
 - **By DocuSign or such other similar electronic platform:** to the extent applicable, following the instructions set out within the electronic signing platform.
2. You may not indicate your agreement to the Resolution by any other method. If you do not agree to the Resolution, you do not need to do anything and you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by the end of a period of 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. 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.