

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

STATEMENT OF COMPLIANCE UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 (THE "ACT")
OF ACHILLES THERAPEUTICS HOLDINGS LIMITED

(Company No: 13034062) (the "Company")

Made on: 26 February 2021

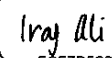
We, the directors named below (being all of the directors of the Company as at the date of this statement), make the following statement under section 644(5) of the Act.

As set out in the written resolution circulated to members on 25 February 2021, the Company proposes to reduce its share capital in accordance with the solvency statement procedure set out in section 642 of the Act. The directors signed the solvency statement under section 643 of the Act ("Solvency Statement") on 25 February 2021 and the resolution approving the reduction of capital ("Resolution") was passed as a written resolution on 26 February 2021.

We confirm that:

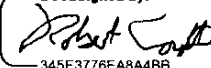
- The Solvency Statement was made not more than 15 days before the date on which the Resolution was passed.
- A copy of the Solvency Statement was provided to members of the Company in accordance with section 642(2) of the Act, that is, it was sent or submitted to every eligible member of the Company at or before the time at which the proposed Resolution was sent or submitted to them.

Signed by:

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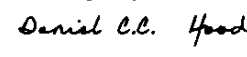
IRAJ ALI

Date: 26 February 2021

DocuSigned by:

345E3776E8A4BB

ROBERT COUTTS

Date: 26 February 2021

DocuSigned by:

73098502EE98489

DANIEL HOOD

Date: 26 February 2021

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THURSDAY



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