

**THE COMPANIES ACT 2006**  
**COMPANY NUMBER 13331147**



**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF ARECOR THERAPEUTICS LIMITED (the "Company")**

Resolutions passed on 24 May 2021 (the "**Circulation Date**")

On 24 May 2021, the following resolutions were passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"). Resolutions 1, 2 and 4 below were passed as special resolutions and resolution 3 below was passed as an ordinary resolution by the members of the Company.

**SPECIAL RESOLUTIONS**

1. THAT, the Company be re-registered as a public company under the Act with the name of Arecor Therapeutics plc.
2. THAT, conditional only upon, and with effect from, the re-registration of the Company as a public company, the new articles of association contained in the document attached hereto be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

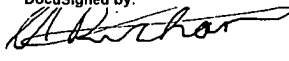
**ORDINARY RESOLUTION**

3. THAT, the Directors be and are hereby generally and unconditionally authorised, pursuant to 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 such shares (all of which transactions are hereafter referred to as an allotment of "**relevant securities**") to any persons, at any times and subject to any terms and conditions as the directors think proper, provided that this authority shall be limited to a maximum aggregate nominal value of £3,374.34, in connection with the grant of options (or other rights to acquire ordinary shares in the capital of the Company) in accordance with the rules of the Company's share option schemes, or in connection with the acquisition by the Company of any shares in any of its subsidiaries issued or which would be issued on the exercise of any existing options to acquire shares in the capital of such subsidiaries (whether previously granted pursuant to the rules of any share option schemes of any of the Company's subsidiaries or otherwise), provided that such authority shall expire on the fifth anniversary of the date of the passing of this resolution (unless previously revoked or varied by ordinary resolution), but the Company may before this authority expires (or is revoked or varied) make an offer or agreement which would or might require relevant securities to be allotted after this authority expires (or is revoked or varied) and the directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired or been revoked or varied.

**SPECIAL RESOLUTION**

4. THAT, the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by the ordinary resolution above as if section 561 of the Act, and any rights of pre-emption contained in (i) the Company's articles of association, or (ii) any agreement

relating to the Company, did not apply to any such allotment, provided that this power shall, subject to the continuance of the authority conferred by the ordinary resolution above, be limited to the allotment of equity securities pursuant to the authority conferred by the ordinary resolution above and expire on the fifth anniversary of the date of the passing of this resolution (unless previously revoked or varied by special resolution), but the Company may before this power expires (or is revoked or varied) make an offer or agreement which would or might require equity securities to be allotted after this authority expires (or is revoked or varied) and the directors may allot equity securities pursuant to such offer or agreement as if this power had not expired or been revoked or varied.

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Director