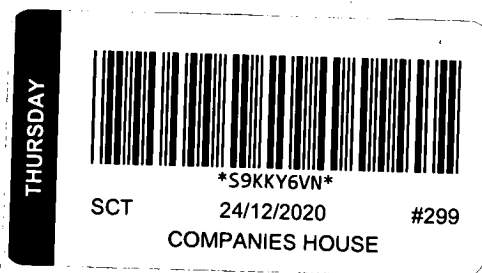


THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION OF
URBAN&CIVIC PLC (the "Company")



At the general meeting of the Company held on 14 December 2020 at 10.15 a.m. (or as soon thereafter as the Court Meeting (as defined in the Scheme) shall have concluded or been adjourned) at the offices of the Company at 50 New Bond Street, London W1S 1BJ, the following resolution was duly passed by the Company as a special resolution:

"THAT for the purpose of giving effect to the scheme of arrangement dated 20 November 2020 between the Company and the holders of its Scheme Shares (each as defined in the said scheme), a print of which has been produced to this meeting and for the purposes of identification signed by the Chairman thereof in its original form or subject to any such modification, addition or condition approved or imposed by the Court and/or agreed by the Company and The Wellcome Trust Limited, as trustee of the Wellcome Trust (the **"Scheme"**):

1. the directors of the Company (or a duly authorised committee thereof) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
2. with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new article 135 after existing article 134:

"135. Scheme of Arrangement

- 135.1 In this Article 135, the **"Scheme"** means the scheme of arrangement dated 20 November 2020, between the Company and the holders of its Scheme Shares (each as defined in the Scheme) under Part 26 of the Companies Act 2006 in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and/or agreed by the Company and The Wellcome Trust Limited, as trustee of the Wellcome Trust (**"Wellcome"**) and (save as defined in this Article) expressions defined in the Scheme shall have the same meanings in this Article.
- 135.2 Notwithstanding any other provision of these Articles, if the Company issues any shares (other than to Wellcome or its nominee(s)) after the adoption of these Articles and before the Scheme Record Time (as defined in the Scheme), such shares shall be issued subject to the terms of the Scheme and shall be Scheme Shares for the purposes thereof and the new member, and any subsequent holder of such shares (other than Wellcome and/or its nominee or nominees), shall be bound by the Scheme accordingly.
- 135.3 Subject to the Scheme becoming Effective (as defined in the Scheme) and subject to Article 135.4, if any shares are issued to any person (other than under the Scheme or to Wellcome or its

nominee(s)) (a “**New Member**”) on or after the Scheme Record Time (the “**Transfer Shares**”), they shall be immediately transferred to Wellcome (the “**Purchaser**”) (or as it may direct) in consideration of the payment to the New Member of an amount in cash for each Transfer Share equal to the cash consideration per Scheme Share payable pursuant to the Scheme.

- 135.4 On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation), the value of the consideration per share to be paid under paragraph 135.3 of this Article shall be adjusted by the directors in such manner as the Company’s auditors may determine to be appropriate to reflect such reorganisation or alteration. References in this Article to shares shall, following such adjustment, be construed accordingly.
- 135.5 To give effect to any transfer required by this Article, the Company may appoint any person as agent and/or attorney for the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) to transfer the Transfer Shares to the Purchaser or its nominee(s) and do all such other things and execute and deliver all such documents as may in the opinion of the agent and/or attorney be necessary or desirable to vest the Transfer Shares in the Purchaser or its nominee(s) and pending such vesting to exercise all such rights attaching to the Transfer Shares as the Purchaser may direct. If an agent and/or attorney is so appointed, the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) shall not thereafter (except to the extent that the agent and/or attorney fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Transfer Shares unless so agreed in writing by the Purchaser. The agent and/or attorney shall be empowered to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) in favour of the Purchaser or its nominee(s) and the Company may give a good receipt for the purchase price of the Transfer Shares and may register the Purchaser or its nominee(s) as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) for the Transfer Shares. The Purchaser shall send a cheque drawn on a UK clearing bank in favour of the New Member (or the relevant transferee or nominee) for the purchase price of each Transfer Share within 14 days of the time on which such Transfer Shares are issued to the New Member.
- 135.6 If the Scheme shall not have become Effective by the date referred to in clause 5.2 of the Scheme, this Article 135 shall be of no effect.
- 135.7 Notwithstanding any other provision of these Articles, neither the Company nor the directors shall register the transfer of any Scheme Shares effected between the Scheme Record Time and the date on which the Scheme becomes Effective.
3. The directors of the Company be and are hereby generally and unconditionally authorised to capitalise a sum not exceeding £345,000 standing to the credit of the Company’s share premium account and for the directors of the Company to apply such sum in paying up in whole or in part (as they shall see fit) subscriptions for Urban&Civic Shares pursuant to the terms of any employee share schemes of the Company.”

Signed. *David Wern*
Director/Secretary
for and on behalf of Urban&Civic plc