

Company number: 10942620

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**

of

**SWANBIO THERAPEUTICS LIMITED (the “Company”)**

Circulation Date: 9 May 2022

Resolution passed on: 9 May 2022

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Pursuant to Chapter 2 Part 13 of the Companies Act 2006 (the “**Act**”), the directors of the Company propose that the following resolution 1 be passed as a special resolution (the “**Resolution**”).

**SPECIAL RESOLUTION**

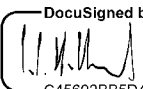
1. **THAT**, the draft articles of association appended to this resolution as Appendix 1 be adopted as the articles of association of the Company to the exclusion of the existing articles of association of the Company, to be effective immediately on this resolution being passed.

**INVESTOR MAJORITY CONSENT**

In addition, the signatories hereto (as includes an Investor Majority, an Investor Special Majority and a Shareholder Special Majority (as each of those terms are defined in the Company’s existing articles of association)) consent for the purposes of clause 5.1 of the shareholders’ agreement dated 2 February 2018 (as most recently amended on 15 September 2020) and generally to:

- A. the amendment to the articles of association of the Company by the adoption of the articles the subject of the resolutions;
- B. the alteration of the Company’s share capital by the adoption of such articles; and
- C. the waiver of pre-emption rights attaching to the issue of up to 64,518,947 Series B Preferred Shares

Signed:

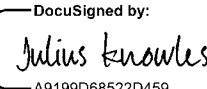
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On behalf of

**Syncona Portfolio Limited**

Signed:

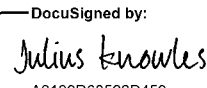
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For and on behalf of

**Partners Innovation Fund, LLC**

Signed:

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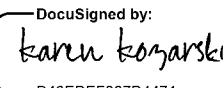
For and on behalf of

**Partners Innovation Fund II, LP**

Signed:

**Rachel Salzman**

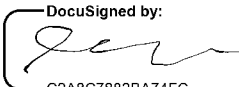
Signed:

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**Karen Kozarsky**

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**Florian Eichler**

## NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. The Resolution may be returned to the Company using the below method:
  - By **DocuSign or similar electronic signature software**.
  - **E-mail:** by attaching a signed copy (such as a scanned PDF or JPEG) of the signed document to an e-mail and sending it to Michael Alexander, General Counsel, at [malexander@swanbiotx.com](mailto:malexander@swanbiotx.com).
3. 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. However it would be helpful if you would reply, indicating your disagreement.
4. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
5. Unless, by the date which is 28 days after 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 before or during this date.
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.

**Schedule: New Articles of Association**