

Company No. 5620555

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS

of

KUUR THERAPEUTICS LTD (the "Company")

Date: 22 June 2020 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of Companies Act 2006 (the "CA 2006"), the directors of the Company (the "Directors") propose that the following resolutions are passed as an ordinary resolution (in the case of Resolution 1) and as a special resolution (in the case of Resolution 2), as indicated below.

ORDINARY RESOLUTION

1. **THAT**, the (i) 26,525,315 series C preference shares of £0.10 each; (ii) 6,993,007 series B preference shares of £0.10 each; and (iii) 3,686,967 series A preference shares of £0.10 each in the issued share capital of the Company be re-designed as ordinary shares of £0.10 each, such ordinary shares having the same rights and being subject to the same restrictions as the existing ordinary shares of £0.10 each in the capital of the Company as set out in the Company's articles of association for the time being.

SPECIAL RESOLUTION

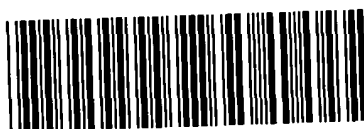
2. **THAT**, the articles of association attached to these Resolutions be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

AGREEMENT TO THE RESOLUTIONS

The undersigned, being the members of the Company on Circulation Date, hereby irrevocably agree to the Resolutions set out above:

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TUESDAY



A18 30/06/2020 #66
COMPANIES HOUSE

Signature:

Shawn Davis

Name:

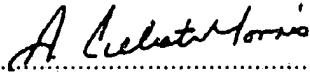
Shawn Davis, VP & Chief Ventures Officer

For and on behalf of:

Baylor College of Medicine

APPROVED AS TO FORM
Office of the General Counsel
Baylor College of Medicine
By SL 1/1/12

Signature:


.....

Name:

Aurelia C Morris 06/16/2020
.....

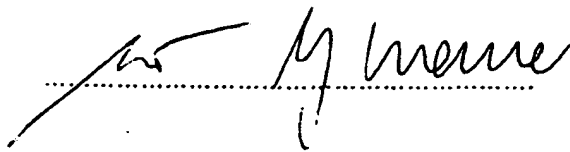
The Bank of New York Mellon

For and on behalf of:

.....

THIS PROXY IS LIMITED TO 2,535,362 SHARES FOR ACCOUNT 236355 FOR ISIN GB009A2M0M00
THIS PROXY IS LIMITED TO 1,408,535 SHARES FOR ACCOUNT 236355 FOR ISIN GB009A3O9N75
THIS PROXY IS LIMITED TO 261,841 SHARES FOR ACCOUNT 236356 FOR ISIN GB009A2M0M00
THIS PROXY IS LIMITED TO 549,507 SHARES FOR ACCOUNT 236356 FOR ISIN GB009A3O9N75
THIS PROXY IS LIMITED TO 727,272 SHARES FOR ACCOUNT 236356 FOR ISIN GB009A1R2FK9

Signature:

A handwritten signature in black ink, appearing to read 'Aimi Thi', is written over a horizontal dotted line.

Name:

Aimi Thi, Anne-Juliane Knauer

For and on behalf of:

Schroder Adveq Management AG

Signature: *Sam Williams*
.....

Name: Sam Williams
.....

For and on behalf of: Touchstone Innovations Businesses LLP
.....

NOTES

1. If you agree to the Resolutions, please signify your agreement by signing this document where indicated above and returning it to the Company by email to tgoodman@cooley.com.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
4. 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: Form of Articles of Association

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