

Company No. 06267989

The Companies Act 2006

Private Company Limited by Shares

Written Resolution

of

Heptares Therapeutics Limited ("Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company have proposed that the resolution below is passed by the sole member of the Company as a special resolution.

We, the undersigned, being entitled as at 23 December 2022, the date of circulation of this resolution, to attend and vote at general meetings of the Company, **RESOLVE** that the following resolution be passed as a written resolution having effect as an ordinary of the Company:

Special Resolution

1. "THAT, the share premium account of the Company be reduced from £137,147,305.35 to £0 and the amount by which the share premium account is so reduced be credited to retained earnings."

Date of circulation: 23 December 2022

...

For and on behalf of **Sosei Group Corporation**

Date of signature: \_\_\_\_\_

DocuSigned by:

*Chris Cargill*



Signer Name: Chris Cargill  
Signing Reason: I approve this do  
Signing Time: 26 December 2022

F98065541FBB484FBB8E176FC

SATURDAY



A7      31/12/2022      #102  
COMPANIES HOUSE

**Notes:**

1. If you agree with the Resolution, please indicate your agreement by signing I and dating *this document where indicated above and returning it to the Company using one of the following methods:*

- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [mariko.nakafuji@soseiheptares.com](mailto:mariko.nakafuji@soseiheptares.com).

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.

2. Unless, by (and including) 7 January 2022, 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.
3. Once given, your agreement to the Resolution may not be revoked.  
  
In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
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.