

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

HOX THERAPEUTICS LIMITED
COMPANY NUMBER: **08415038**
("Company")

Circulated on: 3rd October 2022 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**2006 Act**"), the directors of the Company propose that the following resolution is passed as a special resolution.

SPECIAL RESOLUTION

THAT:

- (a) in accordance with the with the notice given to the Company pursuant to Regulation 2.3 of the existing articles of association by Tangram Partners Limited (a limited liability company registered in England with number 08521440 which was previously registered with the name "CQRS Limited") on the date of this Notice, the "CQRS Shares" (as defined in the articles current as at the date of this resolution) shall be converted into ordinary shares ranking equally with all other of the Company's issued shares (so that the Company shall then have only one class of share in issue);
- (b) the draft regulations attached to this written resolution ("**New Articles**") shall be adopted as the articles of association of HTL in substitution for, and to the exclusion of, the current articles and it is approved that since the Company (which was incorporated under the Companies Act 2006) shall then have only one class of shares there shall (in accordance with section 550 of the Companies Act 2006) be no limit on the number of shares that may be issued and allotted and the directors may subject to the requirements of the New Articles exercise any power of the company (a) to allot ordinary shares, or (b) to grant rights to subscribe for or to convert any security into ordinary shares without restriction;
- (c) pursuant to Regulation 24.2 of the New Articles, the Company may make an offer of up to 38,000 new ordinary shares to members at a price per share of £66.00 on such pre-emptive basis as the directors determine to be appropriate without allowing applications for excess shares; and
- (d) subject to completion of the offer referred to in paragraph (c), the directors are generally authorised to grant options, warrants and analogous instruments over ordinary shares representing up to 29,022 ordinary shares (including existing options to subscribe 17,405 shares outstanding at the date of this Notice), representing approximately 15% of the expected issued shares upon completion of that offer, to remunerate or incentivise staff and others whom they consider are able to enhance the value of the Company (and the Company may issue and allot such shares on and subject to the terms of any such instruments).

Registered office address:

30 Upper High Street
Thame
Oxfordshire
OX9 3EZ