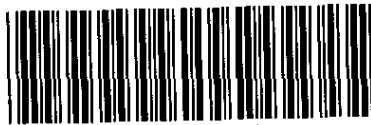


FRIDAY



A40 *A88L9Z81* #171
28/06/2019
COMPANIES HOUSE

Company number: 9832258

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
VACGEN HOLDINGS LIMITED (Company)

Circulation Date: 15 May 2019

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

SPECIAL RESOLUTION

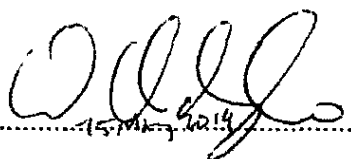
THAT article 13 of the Company's articles of association shall not apply to the transfer of 19 Ordinary Shares, 40 A Shares and 104 B Shares of £0.001 each in the capital of the Company by Stuart Gould to Agathos Fund One LP (acting by its general manager Agathos One (GP) Limited) on or around the date of this Resolution and that such transfer be and is hereby approved.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed by **William De Laszlo**, director,
for and on behalf of **Agathos One (GP)**
Limited in its capacity as general
partner of **Agathos Fund One LP**



15 May 2019

Date:

Signed by **Peter Williamson:**

.....

.....

Peter Williamson

Date:

Signed by **Patricio Lacalle:**

.....

Patricio Lacalle

Date:

Signed by **Darren Mackenzie:**

.....

Darren Mackenzie

Date:

Signed by **Oz Sari:**

.....

Oz Sari

Date:

Signed by **Richard Stratford:**

.....

Richard Stratford

Date:

Signed by **Stuart Gould:**

.....

Stuart Gould

Signed by **Peter Williamson:**

.....
Peter Williamson

Date:

Signed by **Patricio Lacalle:**

.....

Patricio Lacalle

Date: *May 23, 2019*

Signed by **Darren Mackenzie:**

.....
Darren Mackenzie

Date:

Signed by **Oz Sari:**

.....
Oz Sari

Date:

Signed by **Richard Stratford:**

.....
Richard Stratford

Date:

Signed by **Stuart Gould:**

.....
Stuart Gould

Signed by **Peter Williamson:**

.....
Peter Williamson

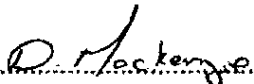
Date:

Signed by **Patricio Lacalle:**

.....
Patricio Lacalle

Date:

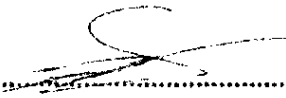
Signed by **Darren Mackenzie:**

.....

Darren Mackenzie

Date:

.....
24/5/19

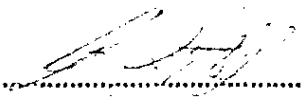
Signed by **Oz Sari:**

.....

Oz Sari

Date:

.....
24/5/19

Signed by **Richard Stratford:**

.....

Richard Stratford

Date:

.....
28/5/19

Signed by **Stuart Gould:**

.....
Stuart Gould

Peter Williamson

Date

Signed by Patricio Lacalle

Patricio Lacalle

Date

Signed by Darren Mackenzie

Darren Mackenzie

Date

Signed by Oz Sari

Oz Sari

Date

Signed by Richard Stratford

Richard Stratford

Date

Signed by Stuart Gould

Stuart Gould

Date

7/6/19

NOTES

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

- **By Hand:** Deliver the signed copy to Kate Norgett at DMH Stallard LLP, Womersley House, Old Portsmouth Rd, Guildford GU3 1LR.
- **Post:** Return the signed copy by post to Kate Norgett at DMH Stallard LLP, Womersley House, Old Portsmouth Rd, Guildford GU3 1LR.
- **Email:** Attach a scanned copy of the signed document to an email and sending it to kate.norgett@dmhstallard.com. Please enter "Written resolution" in the email subject box.

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. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, within the period of 28 days beginning with 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 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.