

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**  
**GAMMADELTA THERAPEUTICS LTD**  
**(the "Company")**

(Passed on 23 August 2021)

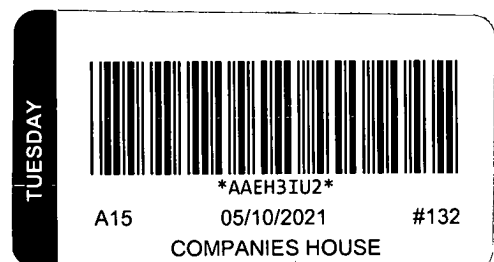
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Pursuant to Chapter 2 Part 13 of the Companies Act 2006 (the "Act"), the following resolution be hereby passed as an ordinary resolution (the "Resolution").

**ORDINARY RESOLUTION**

1. **THAT**, in accordance with article 2.5 of the articles of association of the Company, the terms of a contract proposed to be made between the Company and Timothy Recaldin for the purchase by the Company of 167 G1 growth shares of £0.001 each in the capital of the Company ("**G1 Growth Shares**") and 135 G2 growth shares of £0.001 each in the capital of the Company ("**G2 Growth Shares**") from Timothy Recaldin, a copy which is attached as Annex I (the "**TR Buyback Agreement**") be approved, and the Company be authorised to enter into the TR Buyback Agreement, and following the repurchase, the 167 G1 Growth Shares and 135 G2 Growth Shares be cancelled.

*[Signature page follows]*

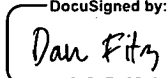


The undersigned, being the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.

.....  
Signed by **Adrian Hayday**

.....  
Signed by **Oliver Nussbaumer**

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behalf of **Cancer Research Technology  
Limited**

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on behalf of **The Francis Crick Institute  
Limited**

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Signed by an authorised signatory for and on  
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Signed by **Peter Goodfellow**

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Signed by an authorised signatory for and on  
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Signed by **Raj Mehta**

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Signed by **Daniel Vargas Correia**

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Signed by **Bruno Miguel de Carvalho e Silva  
Santos**

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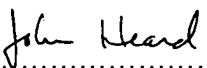
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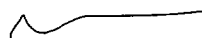
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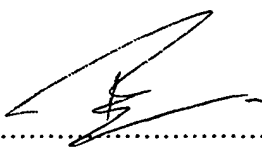
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## NOTES

1. If you wish to vote in favour of the Resolution, please indicate your acceptance by signing and dating the document where indicated.
2. Please return the document to the Company using one of the below methods:
  - **Hand:** delivering the signed copy to the Directors, GammaDelta Therapeutics Ltd, WestWorks 195 Wood Lane, White City Place, London W12 7FQ.
  - **Post:** returning the signed copy by post to the Directors, GammaDelta Therapeutics Ltd, WestWorks 195 Wood Lane, White City Place, London W12 7FQ.
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [dhogg@gammadeltatx.com](mailto:dhogg@gammadeltatx.com), copying in [TDargeviciute@cov.com](mailto:TDargeviciute@cov.com). Please enter "Written resolution of GammaDelta Therapeutics Ltd" in the e-mail subject box.
3. If you do not agree with the Resolution there is no need to do anything; you will not be deemed to agree if you fail to reply.
4. Your agreement to the Resolution, once indicated, cannot be revoked.
5. The Resolution, if not passed by the requisite majority, will lapse 28 days after the circulation date. If you agree to the Resolution, please make sure your acceptance reaches us before then.

If you are signing this document on behalf of another person acting under a power of attorney or other authority please be sure to include a copy of such power of attorney or authority when returning this document.



**Annex I**

**TR Buyback Agreement**