

Company number: 10283353

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
CIRCADIAN THERAPEUTICS LIMITED (Company)

Circulated on 27th APRIL 2018 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company (**Directors**) propose that the resolution below be passed as an ordinary resolution of the Company (the **Resolution**).

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £294.552 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

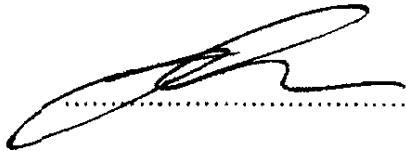
This authority is addition to all unexercised authorities previously granted to the Directors.

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 above Resolution on the Circulation Date stated above, agrees to the Resolution:

Signed



Name

J. Wilkinson OSI

THURSDAY



A14 *A77LXL2B* 07/06/2018 #221
COMPANIES HOUSE

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Signed

.....

ADAM WORKMAN
HEAD OF INVESTMENTS AND NEW VENTURES
OXFORD UNIVERSITY INNOVATION LTD

Name

FOR AND ON BEHALF OF THE
CHANCELLOR, MASTERS & SCHOLARS
OF THE UNIVERSITY OF OXFORD



Document following:

- 2. Shareholders' written resolution –
authority to grant options**

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Name

RUSSELL G. FOSTER

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2. *Once you have indicated your agreement to the Resolution, you may not revoke your agreement.*
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4. 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.
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V. Quill

Name

Sushan Venkian

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.....

Name

Maarten DE VOS
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.....Aaron Jagannathan.....

Name

.....AARON JAGANNATHAN.....

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Name

WILLIAM MIDDLETON
ON BEHALF OF TECHNIKOS.

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