

Company Number: 10414057

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
OF
KYMAB GROUP LIMITED**

(the “Company”)

8 APRIL 2021

(the “Circulation Date”)

The entire issued share capital of the Company has been purchased by Sanofi Foreign Participations B.V. (“SFP”) pursuant to the share purchase agreement dated 11 January 2021 and entered into between (1) the Sellers (as defined therein), (2) the Sellers’ Representative (as defined therein) and (3) Sanofi Foreign Participations B.V (the “**Transaction**”). The Transaction completed on 8 April 2021.

Under and subject to the terms of the voting powers of attorney granted by each Seller in favour of SFP, SFP hereby resolves in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the “**Companies Act**”) as follows and agrees that the following resolutions shall for all purposes be as valid and effective as if they had been passed as resolutions at a general meeting of the Company duly convened and held:


SPECIAL RESOLUTIONS

THAT:

- 1 each of the existing A Ordinary Shares, Series A Shares, Series B Shares, Series C Shares and Convertible Preferred Shares in the capital of the Company be redesignated into Ordinary Shares in the capital of the Company (the “**Redesignation**”) (and any other rights applicable to the Redesignation conferred on SFP under the existing articles of association of the Company (the “**Articles**”) or otherwise did not apply), as follows:
 - (i) 25,547,707 A Ordinary Shares into 25,547,707 Ordinary Shares;
 - (ii) 20,090,000 Series A Shares into 20,090,000 Ordinary Shares;
 - (iii) 30,403,646 Series B Shares into 30,403,646 Ordinary Shares;
 - (iv) 23,253,107 Series C Shares into 23,253,107 Ordinary Shares; and
 - (v) 60,000,000 Convertible Preferred Shares into 60,000,000 Ordinary Shares.

Each of the Ordinary Shares will have such rights and obligations attaching to Ordinary Shares as is set out in the New Articles (as defined below).

- 2 the Articles of the Company be deleted in their entirety and the regulations attached hereto be approved and adopted as the articles of association of the Company (the “**New Articles**”), in substitution for, and to the exclusion of, the Articles.

Signed:  Date: 8 April 2021
For and on behalf of
Sanofi Foreign Participations B.V.

NOTES

1. If you agree to all of the resolutions, 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:
 - Post: returning the signed copy by post to Kymab Group Limited, The Bennet Building (B930), Babraham Research Campus, Cambridge, United Kingdom, CB22 3AT
 - Email: by attaching a scanned copy of the signed document to an email and sending it to jack.gray@weil.com Please type "Written resolutions dated 8 April 2021" in the email subject box.

If you do not agree to all of the resolutions, 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 resolutions, you may not revoke your agreement.
3. 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.
4. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (noted above) in accordance with section 297 of the Act.
5. A copy of these resolutions has been sent to the Company's auditors.