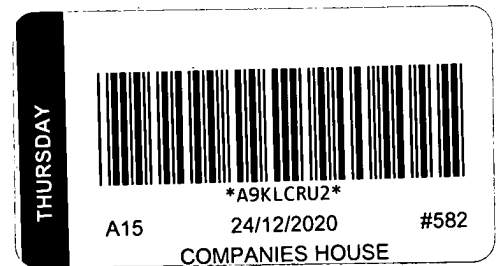


Company No. 10726212

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**



**WRITTEN RESOLUTIONS OF THE SOLE MEMBER**

**of**

**IMMUNOCORE NOMINEES LIMITED**

**(the "Company")**

**Date: 5 November 2020 (the "Circulation Date")**

Pursuant to chapter 2 of part 13 of Companies Act 2006, we the undersigned sole eligible member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company on the Circulation Date hereby pass the following resolution as a written special resolution of the Company and agree that, if duly passed, it shall be for all purposes as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held (the "**Resolution**").

**SPECIAL RESOLUTION**

**IT IS RESOLVED THAT:**

1. a new Article 55 shall be added to the Company's articles of association as follows:

"55. Notwithstanding anything to the contrary in these Articles the directors of the Company will register any transfer of shares and may not decline to register or suspend registration of such shares, where such transfer:

is to:

- (i) a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a "**Financial Institution**") or an agent or security agent/trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a "**Security**") that benefits a Financial Institution; and/or
- (ii) a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a "**Receiver**") pursuant to powers granted to it under any Security that benefits a Financial Institution; and
- (iii) is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution; or

(iv) is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security that benefits a Financial Institution.

2. these special resolutions have effect notwithstanding any provision of the Company's articles of association.

✓

**Important:**

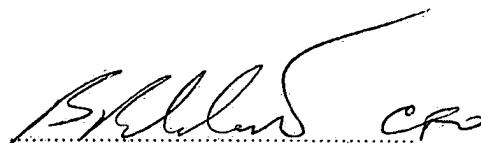
Please read the notes at the end of this document before signifying your agreement to the Resolution.

**Agreement of the eligible sole member**

The undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions.

SIGNED for and on behalf of  
**IMMUNOCORE LIMITED**

)  
)  
)



5 November 2020 (Signature)

(Date)

## **Explanatory Statement**

(This explanatory statement is not part of any proposed written resolution.)

1. If you wish to signify agreement to this document, please follow the procedure below:
  - a. you (or someone acting on your behalf) must sign, print your name beneath your signature (if it is not already printed) and date this document; and
  - b. if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document.
  - c. please return the document to the Company:
    - i. at the Company's Registered Office marked for the attention of any director; or
    - ii. by handing it to any director in person; or
    - iii. by scanning this document, attaching it to an email and sending it to ; or
    - iv. via DocuSign or other electronic signing platform.
2. Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.
3. To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date, otherwise it will lapse.