

Company number SC 245910

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION**

Of Abingworth Bioventures IV GP Limited (the “**Company**”)

17 November 2008

Pursuant to 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 (the “**Resolution**”).

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended as follows:

A. Article 1

Article 1 shall be deleted and replaced with the following:

“The regulations contained in Table A in The Companies (Tables A to F) 1985 as amended from time to time shall apply to and shall be the regulations of the Company save insofar as they are excluded or varied hereby or are inconsistent herewith.

In these Articles the “Act” means the applicable provisions for the time being of the Companies Act 1985 and the Companies Act 2006 and every statutory modification or re-enactment of the same for the time being in force.”

B. Article 2

The following shall be added after the first paragraph:

“Conflict Situation” shall mean a situation in which a Director has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company, including in relation to the exploitation of any property, information or opportunity and regardless of whether the Company could take advantage of the property, information or opportunity itself, but excluding a situation which could not reasonably be regarded as likely to give rise to a conflict of interest;”

C. Article 14

Article 14 shall be deleted and replaced with the following:

“14(a) If a Conflict Situation arises, the Directors may authorise it for the purposes of section 175 of the Companies Act 2006 by a resolution of the Directors made in accordance with these Articles.

14(b) Any authorisation given pursuant to and in accordance with the requirements of article 14(a) shall be effective only if:



- (i) any requirement as to the quorum at a meeting at which the Conflict Situation is authorised is met without counting the Director or any other Director to whom the Conflict Situation relates; and
 - (ii) the Conflict Situation was authorised without any such Director voting or would have been authorised if his or their votes had not been counted.
- (c) At the time any authorisation is given pursuant to article 14(a), or at any time after such authorisation is given, the Directors may impose any limitations or conditions or grant the authority subject to such terms which (in each case) they consider appropriate and reasonable in all the circumstances, which may include that:
- (i) any information obtained by a Director concerned, other than in his capacity as a Director or employee of the Company, which is confidential in relation to a third party, need not be disclosed or used for the benefit of the Company where such disclosure or use would constitute a breach of confidence;
 - (ii) the Director concerned may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;
 - (iii) the Director concerned may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;
 - (iv) the Director concerned may (and any firm or company of which he is a partner or member or director may) act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;
 - (v) no Director concerned shall, by reason of his being a Director or his doing anything as a Director, be accountable to the Company for any remuneration or other benefit received from a third party as a result of the Conflict Situation, including any benefit which he derives from any office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate, in each case referred to in sub-paragraphs (ii), (iii) or (iv) of this article 14(c) and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit;
 - (vi) the Director concerned shall be entitled to vote and be counted in the quorum on any matter arising out of or relating to such Conflict Situation;
 - (vii) no Director concerned shall be required or entitled to attend those parts of meetings of the Directors or meetings of a committee of the Directors at which matters to which the Conflict Situation relates are discussed; and/or

- (viii) no Director concerned shall be entitled to receive any papers or other documents in relation to, or concerning, matters to which the Conflict Situation relates.

Subject to any such limitations, conditions or terms, any authorisation given by the Directors pursuant to article 14(a) shall be deemed to be given to the fullest extent permitted by the Companies Act 2006.

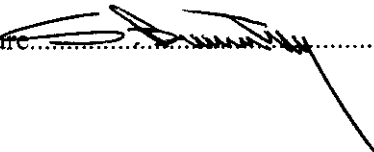
- (d) Any authorisation given or deemed to have been given pursuant to this article 14 may be revoked or varied at any time in the discretion of the Directors.
- (e) A Director shall not be in breach of the duties he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 (following the coming into force of those sections) or otherwise because of anything done or omitted to be done in accordance with the provisions of this article 14 or the terms of any authorisation given by the Directors in accordance with this article 14.
- (f) Save as otherwise specified in these Articles or the Act and subject to any limitations, conditions or terms attaching to any authorisation given by the Directors pursuant to article 14 for the purposes of section 175(4)(b) of the Companies Act 2006, a Director may vote on, and be counted in the quorum in relation to any resolution relating to a matter in which he has, or can have:
 - (i) a direct or indirect interest or duty which conflicts, or possibly may conflict, with the interests of the Company; and
 - (ii) a conflict of interest arising in relation to an existing or a proposed transaction or arrangement with the Company.
- (g) For the purposes of this article 14:
 - (i) a general notice to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified;
 - (ii) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his;
 - (iii) an interest of a person who is for any purpose of the Act (excluding any statutory modification not in force when these Articles were adopted) connected with a Director shall be treated as an interest of the Director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise; and
 - (iv) Regulations 85 and 86 of Table A shall not apply.”

- (h) A Director, notwithstanding his office or that such situation or interest may conflict with the interests of or his duties to the Company, may:
- (i) be from time to time a partner, participant, or be otherwise interested in any investment fund established by the Company;
 - (ii) be from time to time a director or other officer of, or employed by, or otherwise interested in another body corporate in which any investment fund established by the Company is interested;
- A Director who has an interest under Articles ¹⁴21(h) (i) or (ii) shall declare to the other Directors the nature and extent of his interest as soon as practicable after such interest arises in accordance with Article ¹⁴21!

AGREEMENT

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

The undersigned, each a person entitled on the date set out above to vote on the written resolution, irrevocably agrees to the Special Resolution.

Signed by STEPHEN BUNTING Signature 
(print name of signatory)

for and on behalf of
Abingworth Management Holdings Limited

Date: 11 December 2008

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 methods:

- **By Hand:** delivering the signed copy to John Heard, Abingworth Bioventures IV GP Limited, 38 Jermyn Street, London SW1Y 6DN.
- **Post:** returning the signed copy by post to John Heard, Abingworth Bioventures IV GP Limited, 38 Jermyn Street, London SW1Y 6DN.
- **Fax:** faxing the signed copy to 020 7534 1539 marked "For the attention of John Heard".
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to john.heard@abingworth.com. Please enter "Written resolutions dated 17 November 2008" in the e-mail 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, by the date at the end of the 28 day period beginning on 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 or during this date.
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.
5. 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.
6. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it.