

Company Number: 09668487

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS
of
METABOLIC HEALTHCARE LTD
(the "Company")



Pursuant to chapter 2 of part 13 of Companies Act 2006, the directors of the Company propose that the following resolutions (the "**Resolutions**") be passed unanimously as special resolutions and are first circulated to members of the Company on __ June 2019 (the "**Circulation Date**").

SPECIAL RESOLUTIONS

1. Adoption of new articles of association

THAT the new articles of association in the form attached to this document be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all previous articles of association.

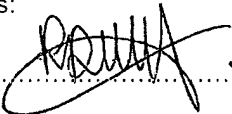
2. Redesignation and conversion of shares

THAT the issued 2,242,464 Ordinary shares of £0.0001 each, 533,943 Seed Preferred Shares of £0.0001 each and 1,151,316 Series A shares of £0.0001 each be redesignated into and redesignated as 3,927,723 ordinary shares of £0.0001 each having the rights set out in the articles of association to be adopted pursuant to resolution 1 above.

Please read the notes set out below before signing or taking any action on these resolutions.

AGREEMENT OF MEMBERS

We, being persons entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the Resolutions:

.....


For and on behalf of Metabolic Healthcare Holdings Limited

19.06.2019

Date

NOTES

If you agree with the Resolutions, please:

sign this document above alongside your name or the name of the person on whose behalf you are authorised to act; and

return the signed document by one of the following methods:

by delivery in person or by hand to Sam Pout at CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF;

by attaching a scanned copy of the signed document in pdf (portable document format) to sam.pout@cms-cmno.com; or

by post to Sam Pout, CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF.

You should not return the document to any other person or address, whether such person's name and address is included in a document accompanying this document or otherwise. By returning the document as set out above you irrevocably confirm that any director of the Company is authorised at his sole discretion to deliver the document to the Company on your behalf and shall (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company.

Unless by the end of the period of 28 days beginning with the Circulation Date sufficient agreement has been received by the Company for the Resolutions to pass, they will lapse.